



**(802) 257-1617**

**(Registrant's telephone number, including area code)**

N/A

**(Former name, former address and former fiscal year, if changed since last report)**

**Securities registered pursuant to Section 12(b) of the Act:**

| <b><u>Title of each Fund</u></b>      | <b><u>Name of each exchange on which registered</u></b> |
|---------------------------------------|---|
| Shares of Teucrium Corn Fund          | NYSE Arca, Inc.   |
| Shares of Teucrium WTI Crude Oil Fund | NYSE Arca, Inc.   |
| Shares of Teucrium Natural Gas Fund   | NYSE Arca, Inc.   |
| Shares of Teucrium Sugar Fund         | NYSE Arca, Inc.   |
| Shares of Teucrium Soybean Fund       | NYSE Arca, Inc.   |
| Shares of Teucrium Wheat Fund         | NYSE Arca, Inc.   |
| Shares of Teucrium Agricultural Fund  | NYSE Arca, Inc.   |

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes      No

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Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes      No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes      No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes      No

Indicate by check mark if disclosure of delinquent files pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

|                         |                           |
|-------------------------|---------------------------|
| Large accelerated filer | Accelerated filer         |
| Non-accelerated filer   | Smaller reporting company |

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes      No

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The aggregate market value of the units of each series of the registrant held by non-affiliates as of June 30, 2013 are included in the table below:

|                             | Aggregate Market Value of Each<br>Funds' Shares Held by Non-<br><u>Affiliates as of June 30, 2013</u> | Total Number of Outstanding<br><u>Shares as of March 9, 2014*</u> |
|-----------------------------|---|---|
| Teucrium Corn Fund          | \$ 38,134,072   | 3,825,004   |
| Teucrium WTI Crude Oil Fund | 1,904,648   | 50,002  |
| Teucrium Natural Gas Fund   | 3,247,995   | 150,004   |
| Teucrium Sugar Fund         | 2,084,712   | 200,004   |
| Teucrium Soybean Fund       | 5,885,004   | 175,004   |
| Teucrium Wheat Fund         | N,340,264   | 825,004   |
| Teucrium Agricultural Fund  | <u>\$ 2,058,732</u>   | M0,002  |
| Total                       | \$ M9,655,427   |   |

\*Includes shares held by affiliates.

### **Statement Regarding Forward-Looking Statements**

This filing includes “forward-looking statements” which generally relate to future events or future performance. In some cases, you can identify forward-looking statements by terminology such as “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “potential” or the negative of these terms or other comparable terminology. All statements (other than statements of historical fact) included in this filing that address activities, events or developments that will or may occur in the future, including such matters as movements in the commodities markets and indexes that track such movements, operations of the Funds, the Sponsor’s plans and references to the future success of a Fund or the Funds and other similar matters, are forward-looking statements. These statements are only predictions. Actual events or results may differ materially. These statements are based upon certain assumptions and analyses the Sponsor has made based on its perception of historical trends, current conditions and expected future developments, as well as other factors appropriate in the circumstances. Whether or not actual results and developments will conform to the Sponsor’s expectations and predictions, however, is subject to a number of risks and uncertainties, including the special considerations discussed in this prospectus, general economic, market and business conditions, changes in laws or regulations, including those concerning taxes, made by governmental authorities or regulatory bodies, and other world economic and political developments. Consequently, all the forward-looking statements made in this filing are qualified by these cautionary statements, and there can be no assurance that actual results or developments the Sponsor anticipates will be realized or, even if substantially realized, that they will result in the expected consequences to, or have the expected effects on, the operations of the Funds or the value of the Shares of the Funds.

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## **PART I**

### **Item 1. Business**

#### **The Trust and the Funds**

Teucrium Commodity Trust (“Trust”), a Delaware statutory trust organized on September 11, 2009, is a series trust consisting of seven series: Teucrium Corn Fund (“CORN”), Teucrium WTI Crude Oil Fund (“CRUD”), Teucrium Natural Gas Fund (“NAGS”), Teucrium Sugar Fund (“CANE”), Teucrium Soybean Fund (“SOYB”), Teucrium Wheat Fund (“WEAT”), and Teucrium Agricultural Fund (“TAGS”). All these series of the Trust are collectively referred to as the “Funds” and singularly as the “Fund.” Each Fund is a commodity pool that is a series of the Trust. The Funds issue common units, called the “Shares,” representing fractional undivided beneficial interests in a Fund. The Trust and the Funds operate pursuant to the Trust’s Second Amended and Restated Declaration of Trust and Trust Agreement (the “Trust Agreement”).

#### **The Sponsor**

Teucrium Trading, LLC is the sponsor (“Sponsor”) of the Trust and each of the series of the Trust. The Sponsor is a Delaware limited liability company, formed on July 28, 2009. The principal office is located at 232 Hidden Lake Road, Brattleboro, Vermont 05301. The Sponsor is registered as a commodity pool operator (“CPO”) with the Commodity Futures Trading Commission (“CFTC”) and became a member of the National Futures Association (“NFA”) on November 10, 2009. The Trust and the Funds operate pursuant to the Trust Agreement.

Under the Trust Agreement, the Sponsor is solely responsible for the management, and conducts or directs the conduct of the business of the Trust, the Funds, and any other Fund that may from time to time be established and designated by the Sponsor. The Sponsor is required to oversee the purchase and sale of Shares by firms designated as “Authorized Purchasers” and to manage the Funds’ investments, including to evaluate the credit risk of futures commission merchants and swap counterparties and to review daily positions and margin/collateral requirements. The Sponsor has the power to enter into agreements as may be necessary or appropriate for the offer and sale of the Funds’ Shares and the conduct of the Trust’s activities. Accordingly, the Sponsor is responsible for selecting the Trustee, Administrator, Distributor, the independent registered public accounting firm of the Trust, and any legal counsel employed by the Trust. The Sponsor is also responsible for preparing and filing periodic reports on behalf of the Trust with the SEC and providing any required certification for such reports. No person other than the Sponsor and its principals was involved in the organization of the Trust or the Funds.

Teucrium Trading, LLC designs the Funds to offer liquidity, transparency, and capacity in single-commodity and commodity-baskets, in the case of TAGS, investing for a variety of investors, including institutions and individuals, in an exchange-traded product format. The Funds have also been designed to mitigate the impacts of contango and backwardation, situations that can occur in the course of commodity trading which can affect the potential returns to investors. Backwardation is defined as a market condition in which a futures price of a commodity is lower in the distant delivery months than in the near delivery months, while contango, the opposite of backwardation, is defined as a condition in which distant delivery prices for futures exceed spot prices, often due to the costs of storing and insuring the underlying commodity.

## **The Funds**

On June 5, 2010, the Form S-1 for CORN was declared effective by the U.S. Securities and Exchange Commission (“SEC”). On June 8, 2010, four Creation Baskets for CORN were issued representing 200,000 shares and \$5,000,000. CORN began trading on the New York Stock Exchange (“NYSE”) Arca on June 9, 2010.

On October 22, 2010, the Forms S-1 for NAGS and CRUD were declared effective by the SEC. On January 31, 2011, four Creation Baskets for NAGS were issued representing 200,000 shares and \$5,000,000. NAGS began trading on the NYSE Arca on February 1, 2011. On February 22, 2011, four Creation Baskets for CRUD were issued representing 100,000 shares and \$5,000,000. CRUD began trading on the NYSE Arca on February 23, 2011.

On June 17, 2011, the Forms S-1 for CANE, SOYB, and WEAT were declared effective by the SEC. On September 16, 2011, two Creation Baskets were issued for each Fund, representing 100,000 shares and \$2,500,000, for CANE, SOYB, and WEAT. On September 19, 2011, CANE, SOYB, and WEAT started trading on the NYSE Arca.

On February 10, 2012, the Form S-1 for TAGS was declared effective by the SEC. On March 27, 2012, six Creation Baskets for TAGS were issued representing 300,000 shares and \$15,000,000. TAGS began trading on the NYSE Arca on March 28, 2012.

## **Investing Strategy**

### *Overview*



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The Funds are designed and managed so that the daily changes in percentage terms of the Shares' Net Asset Value ("NAV") reflect the daily changes in percentage terms of a weighted average of the closing settlement prices for specific futures contracts or the closing Net Asset Value per share of the Underlying Funds (as defined below) in the case of TAGS. Each Fund pursues its investment objective by investing in a portfolio

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of exchange-traded futures contracts that expire in a specific month and trade on a specific exchange in the commodities comprising the Benchmark, as defined below or shares of the Underlying Funds in the case of TAGS. Each Fund may also hold United States Treasury Obligations and/or other high credit quality short-term fixed income securities for deposit with the commodity broker of the Funds as margin.

This weighted average of the closing settlement prices of the referenced specific Futures Contracts for each Fund is referred to herein as the “Benchmark,” and the specific Futures Contracts that at any given time make up the Benchmark for that Fund and are referred to herein as the “Benchmark Component Futures Contracts.”

The investment objective of CORN is to have the daily changes in percentage terms of the Shares’ NAV reflect the daily changes in percentage terms of a weighted average of the closing settlement prices for three futures contracts for corn (“Corn Futures Contracts”) that are traded on the Chicago Board of Trade (“CBOT”), specifically (1) the second-to-expire CBOT Corn Futures Contract, weighted 35%, (2) the third-to-expire CBOT Corn Futures Contract, weighted 30%, and (3) the CBOT Corn Futures Contract expiring in the December following the expiration month of the third-to-expire contract, weighted 35%.

The investment objective of NAGS is to have the daily changes in percentage terms of the Shares’ NAV reflect the daily changes in percentage terms of a weighted average of the following: the nearest to spot month March, April, October and November Henry Hub Natural Gas Futures Contracts traded on the New York Mercantile Exchange (“NYMEX”), weighted 25% equally in each contract month.

The investment objective of CRUD is to have the daily changes in percentage terms of the Shares’ NAV reflect the daily changes in percentage terms of a weighted average of the closing settlement prices for futures contracts for WTI crude oil, also known as Texas Light Sweet crude oil (“Oil Futures Contracts”) traded on the NYMEX, specifically (1) the nearest to spot June or December Oil Futures Contract, weighted 35%; (2) the June or December Oil Futures Contract following the aforementioned (1), weighted 30%; and (3) the next December Oil Future Contract that immediately follows the aforementioned (2), weighted 35%.

The investment objective of SOYB is to have the daily changes in percentage terms of the Shares’ NAV reflect the daily changes in percentage terms of a weighted average of the closing settlement prices for three futures contracts for soybeans (“Soybean Futures Contracts”) that are traded on the CBOT. The three Soybean Futures Contracts will generally be: (1) second-to-expire CBOT Soybean Futures Contract, weighted 35%, (2) the third-to-expire CBOT Soybean Futures Contract, weighted 30%, and (3) the CBOT Soybean Futures Contract expiring in the November following the expiration month of the third-to-expire contract, weighted 35%.

The investment objective of CANE is to have the daily changes in percentage terms of the Shares’ NAV reflect the daily changes in percentage terms of a weighted average of the closing settlement prices for three futures contracts for sugar (“Sugar Futures Contracts”) that are traded on ICE Futures US (“ICE Futures”), specifically: (1) the

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second-to-expire Sugar No. 11 Futures Contract (a “Sugar No. 11 Futures Contract”), weighted 35%, (2) the third-to-expire Sugar No. 11 Futures Contract, weighted 30%, and (3) the Sugar No. 11 Futures Contract expiring in the March following the expiration month of the third-to-expire contract, weighted 35%.

The investment objective of WEAT is to have the daily changes in percentage terms of the Shares’ NAV reflect the daily changes in percentage terms of a weighted average of the closing settlement prices for three futures contracts for wheat (“Wheat Futures Contracts”) that are traded on the CBOT, specifically: (1) the second-to-expire CBOT Wheat Futures Contract, weighted 35%, (2) the third-to-expire CBOT Wheat Futures Contract, weighted 30%, and (3) the CBOT Wheat Futures Contract expiring in the December following the expiration month of the third-to-expire contract, weighted 35%.

The investment objective of the TAGS is to have the daily changes in percentage terms of the NAV of its Shares reflect the daily changes in percentage terms of a weighted average (the “Underlying Fund Average”) of the NAVs per share of four other commodity pools that are series of the Trust and are sponsored by the Sponsor: the Teucrium Corn Fund, the Teucrium Wheat Fund, the Teucrium Soybean Fund and the Teucrium Sugar Fund (collectively, the “Underlying Funds”). The Underlying Fund Average will have a weighting of 25% to each Underlying Fund, and the Fund’s assets will be rebalanced, generally on a daily basis, to maintain the approximate 25% allocation to each Underlying Fund.

Each Fund seeks to achieve its investment objective by investing under normal market conditions in Benchmark Component Futures Contracts of the Fund or, in certain circumstances, in other Futures Contracts for its Specified Commodity. In addition, and to a limited extent, a Fund also may invest in exchange-traded options on Futures Contracts for its Specified Commodity and in swap agreements based on its Specified Commodity that are cleared through a futures exchange or its affiliated provider of clearing services (“Cleared Swaps”) in furtherance of the Fund's investment objective. Once position limits or accountability levels on Futures Contracts on a Fund’s Specified Commodity are applicable, each Operating Fund's intention is to invest first in Cleared Swaps based on its Specified Commodity, to the extent practicable under the position limits or accountability levels applicable to such Cleared Swaps and appropriate in light of the liquidity in the market for such Cleared Swaps, and then in contracts and instruments such as cash-settled options on Futures Contracts and forward contracts, swaps other than Cleared Swaps, and other over-the-counter transactions that are based on the price of its Specified Commodity or Futures Contracts on its Specified Commodity (collectively, “Other Commodity Interests,” and together with Futures Contracts and Cleared Swaps, “Commodity Interests”). By utilizing certain or all of these investments, the Sponsor will endeavor to cause each Operating Fund's performance to closely track that of its Benchmark.

The Sponsor operates the Funds with the intent to never hold a Benchmark Component Futures Contract once it becomes the next-to-expire contract (commonly called the “spot” contract). Accordingly, the positions of each Fund in its Specified Commodity Interests are changed or “rolled” on a regular basis in order to track the changing nature of the Benchmark. Using CORN as an example, five times a year (on the dates on which certain Corn Futures Contracts expire), a particular Corn Futures Contract will no longer be a Benchmark Component Futures Contract, and the Corn Fund’s investments will have to be changed accordingly. Corn Futures Contracts traded on the CBOT expire on a specified day in the following five months: March, May, July, September, and December. Therefore, in terms of the Benchmark, in June of a given year the next-



to-expire or “spot month” Corn Futures Contract will expire in July of that year, and the Benchmark Component Futures Contracts will be the contracts expiring in September of that year (the second-to-expire contract), December of that year (the third-to-expire contract), and December of the following year. As another example using CORN, in November of a given year the Benchmark Component Futures Contracts will be the contracts expiring in March, May and December of the following year. The Teucrium Corn Fund is designed to roll or replace its contracts five times per year but will always hold a December Corn Futures Contract as an “anchor” month. The Sponsor will determine if the investments of a Fund will be “rolled” in one day or over a period of several days, in order that any trading does not cause unwanted market movements and to make it more difficult for third parties to profit by trading based on such expected market movements. Such “roll” periods are posted to the website for each Fund well in advance of the “roll” date.

The Sponsor employs a “neutral” investment strategy intended to track the changes in the Benchmark of each Fund regardless of whether the Benchmark goes up or goes down. The Funds’ “neutral” investment strategy is designed to permit investors generally to purchase and sell the Shares of each Fund for the purpose of investing indirectly in the commodity-specific market in a cost-effective manner. Such investors may include participants in the specific industry and other industries seeking to hedge the risk of losses in their commodity specific-related transactions, as well as investors seeking exposure to that commodity market. Accordingly, depending on the investment objective of an individual investor, the risks generally associated with investing in the commodity-specific market and/or the risks involved in hedging may exist. In addition, an investment in a Fund involves the risks that the changes in the price of the Fund’s Shares will not accurately track the changes in the Benchmark, and that changes in the Benchmark will not closely correlate with changes in the price of the commodity on the spot market. The Sponsor does not intend to operate each Fund in a fashion such that its per share NAV equals, in dollar terms, the spot price of the commodity or the price of any particular commodity-specific Futures Contract related to the Fund or the commodities of the Underlying Funds.

***Calculation of the Benchmark***

The notional amount of each Benchmark Component Futures Contract included in each Benchmark is intended to reflect the changes in market value of each such Benchmark Component Futures Contract within the Benchmark. The closing level of each Benchmark is calculated on each business day by the Bank of New York Mellon (the “Administrator”) based on the closing price of the futures contracts for each of the underlying Benchmark Component Futures Contracts and the notional amounts of such Benchmark Component Futures Contracts.

Each Benchmark is rebalanced periodically to ensure that each of the Benchmark Component Futures Contracts is weighted in the same proportion as in the investment objective for each Fund. The following tables reflect the December 31, 2013, Benchmark Component Futures Contracts weights for each of the Operating Funds:

| <b>CORN Benchmark Component Futures Contracts</b> | <b>Notional Value</b> | <b>Weight (%)</b> |
|---|-----------------------|-------------------|
| CBOT Corn Futures                                 | \$ 16,607,650         | 35                |

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|  |               |     |   |
|--|---------------|-----|---|
| (772 contracts, settlement date May 14, 2014)      |               |     |   |
| CBOT Corn Futures                                  | 14,246,200    | 30  |   |
| (652 contracts, settlement date July 14, 2014)     |               |     |   |
| CBOT Corn Futures                                  | 16,636,738    | 35  |   |
| (739 contracts, settlement date December 12, 2014) |               |     |   |
| Total at December 31, 2013                         | \$ 47,490,588 | 100 | % |

**NAGS Benchmark Component Futures Contracts Notional Value Weight (%)**

|  |              |     |   |
|--|--------------|-----|---|
| NYMEX Natural Gas Futures                          | \$ 419,300   | 23  |   |
| (10 contracts, settlement date February 26, 2014)  |              |     |   |
| NYMEX Natural Gas Futures                          | 451,550      | 25  |   |
| (11 contracts, settlement date March 27, 2014)     |              |     |   |
| NYMEX Natural Gas Futures                          | 457,820      | 26  |   |
| (11 contracts, settlement date September 26, 2014) |              |     |   |
| NYMEX Natural Gas Futures                          | 462,440      | 26  |   |
| (11 contracts, settlement date October 29, 2014)   |              |     |   |
| Total at December 31, 2013                         | \$ 1,791,110 | 100 | % |

**CRUD Benchmark Component Futures Contracts Notional Value Weight (%)**

|  |              |     |   |
|--|--------------|-----|---|
| WTI Crude Oil Futures                            | \$ 680,960   | 34  |   |
| (7 contracts, settlement date May 20, 2014)      |              |     |   |
| WTI Crude Oil Futures                            | 649,040      | 32  |   |
| (7 contracts, settlement date November 20, 2014) |              |     |   |
| WTI Crude Oil Futures                            | 690,320      | 34  |   |
| (8 contracts, settlement date November 20, 2015) |              |     |   |
| Total at December 31, 2013                       | \$ 2,020,320 | 100 | % |

| <b>SOYB Benchmark Component Futures Contracts</b> | <b>Notional Value</b> | <b>Weight (%)</b> |   |
|---|-----------------------|-------------------|---|
| CBOT Soybean Futures                              | \$ 1,421,750          | 35                |   |
| (22 contracts, settlement date March 14, 2014)    |                       |                   |   |
| CBOT Soybean Futures                              | 1,213,150             | 30                |   |
| (19 contracts, settlement date May 14, 2014)      |                       |                   |   |
| CBOT Soybean Futures                              | 1,418,750             | 35                |   |
| (25 contracts, settlement date November 14, 2014) |                       |                   |   |
| Total at December 31, 2013                        | \$ 4,053,650          | 100               | % |

| <b>CANE Benchmark Component Futures Contracts</b> | <b>Notional Value</b> | <b>Weight (%)</b> |   |
|---|-----------------------|-------------------|---|
| ICE Sugar Futures                                 | \$ 871,718            | 35                |   |
| (47 contracts, settlement date April 30, 2014)    |                       |                   |   |
| ICE Sugar Futures                                 | 749,504               | 30                |   |
| (40 contracts, settlement date June 30, 2014)     |                       |                   |   |
| ICE Sugar Futures                                 | 854,840               | 35                |   |
| (43 contracts, settlement date February 27, 2015) |                       |                   |   |
| Total at December 31, 2013                        | \$ 2,476,062          | 100               | % |

| <b>WEAT Benchmark Component Futures Contracts</b> | <b>Notional Value</b> | <b>Weight (%)</b> |   |
|---|-----------------------|-------------------|---|
| CBOT Wheat Futures                                | \$ 2,478,600          | 35                |   |
| (81 contracts, settlement date May 14, 2014)      |                       |                   |   |
| CBOT Wheat Futures                                | 2,127,788             | 30                |   |
| (69 contracts, settlement date July 14, 2014)     |                       |                   |   |
| CBOT Wheat Futures                                | 2,465,925             | 35                |   |
| (77 contracts, settlement date December 12, 2014) |                       |                   |   |
| Total at December 31, 2013                        | \$ 7,072,313          | 100               | % |

| <b>TAGS Benchmark Component Futures Contracts</b> | <b>Fair Value</b> | <b>Weight (%)</b> |
|---|-------------------|-------------------|
| Shares of Teucrium Corn Fund                      | 473,707           | 25                |

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|                                 |             |     |   |
|---------------------------------|-------------|-----|---|
| Shares of Teucrium Soybean Fund | 466,670     | 25  |   |
| Shares of Teucrium Wheat Fund   | 459,782     | 24  |   |
| Shares of Teucrium Sugar Fund   | 484,838     | 26  |   |
| Total at December 31, 2013      | \$1,884,997 | 100 | % |

The price relationship between the near month Futures Contract to expire and the Benchmark Component Futures Contracts will vary and may impact both the total return of each Fund over time and the degree to which such total return tracks the total return of the price indices related to the commodity of each Fund. In cases in which the near month contract's price is lower than later-expiring contracts' prices (a situation known as "contango" in the futures markets), then absent the impact of the overall movement in commodity prices the value of the Benchmark Component Futures Contracts would tend to decline as they approach expiration. In cases in which the near month contract's price is higher than later-expiring contracts' prices (a situation known as "backwardation" in the futures markets), then absent the impact of the overall movement in a Fund's prices the value of the Benchmark Component Futures Contracts would tend to rise as they approach expiration. All other things being equal, a situation involving prolonged periods of contango may adversely impact the returns of the Funds; conversely a situation involving prolonged periods of backwardation may positively impact the returns of the Funds.

The total portfolio composition for each Fund is disclosed each business day that the NYSE Arca is open for trading on the Fund's website. The website for CORN is [www.teucriumcornfund.com](http://www.teucriumcornfund.com); for NAGS is [www.teucriumnagsfund.com](http://www.teucriumnagsfund.com); for CRUD is [www.teucriumcrudfund.com](http://www.teucriumcrudfund.com); for CANE is [www.teucriumcanefund.com](http://www.teucriumcanefund.com); for SOYB is [www.teucriumsoybfund.com](http://www.teucriumsoybfund.com); for WEAT is [www.teucriumweatfund.com](http://www.teucriumweatfund.com); for TAGS is [www.teucriumtagsfund.com](http://www.teucriumtagsfund.com). These sites are accessible at no charge. The website disclosure of portfolio holdings is made daily and includes, as applicable, the name and value of each Futures Contract and Cleared Swap (for example, like Corn Futures Contracts, Cleared Corn Swaps are standardized as to certain material economic terms, including that each such swap be for a quantity of 5,000 bushels, which permits less flexibility in their structuring than with over-the-counter Corn Interests. The two parties to a Cleared Corn Swap agree on the specific fixed price component and the calendar month of expiration, and agree to submit the Cleared Corn Swap to the clearing organization. The clearing organization assumes the credit risk relating to the transaction, which effectively eliminates the creditworthiness of the counterparty as a risk. Unlike Corn Futures Contracts, Cleared Corn Swaps call for settlement in cash, and do not permit settlement by delivery or receipt of physical



corn). The specific types of Other Interests (in addition to futures contracts, options on futures contracts and cleared swaps, derivative contracts) that are tied to various commodities are entered into outside of public exchanges. These “over-the-counter” contracts are entered into between two parties in private contracts. For example, unlike Futures Contracts and Cleared Corn Swaps, which are guaranteed by a clearing organization, each party to an over-the-counter derivative contract bears the credit risk of the other party (i.e., the risk that the other party will not be able to perform its obligations under its contract), and characteristics of such Other Interests, and the amount of cash and cash equivalents held in the Fund’s portfolio.

Consistent with achieving a Fund’s investment objective of closely tracking the Benchmark, the Sponsor may for certain reasons cause the Fund to enter into or hold Futures Contracts other than the Benchmark Component Futures Contracts, Cleared Swaps and/or Other Interests. For example, certain Cleared Corn Swaps have standardized terms similar to, and are priced by reference to, a corresponding Benchmark Component Futures Contract. Additionally, Other Corn Interests that do not have standardized terms and are not exchange-traded, referred to as “over-the-counter” Corn Interests, can generally be structured as the parties to the Corn Interest contract desire. Therefore, each Fund might enter into multiple Cleared Swaps and/or over-the-counter Interests intended to exactly replicate the performance of each of the Benchmark Component Futures Contracts for the Fund, or a single over-the-counter Interest designed to replicate the performance of the Benchmark as a whole. Assuming that there is no default by a counterparty to an over-the-counter Interest, the performance of the Interest will necessarily correlate exactly with the performance of the Benchmark or the applicable Benchmark Component Futures Contract. Each Fund might also enter into or hold Interests other than Benchmark Component Futures Contracts to facilitate effective trading, consistent with the discussion of the Fund’s “roll” strategy. In addition, each Fund might enter into or hold Interests that would be expected to alleviate overall deviation between the Fund’s performance and that of the Benchmark that may result from certain market and trading inefficiencies or other reasons. By utilizing certain or all of the investments described above, the Sponsor will endeavor to cause the Fund’s performance to closely track that of the Benchmark of the Fund.

The Funds earn interest income from the Treasury securities and/or cash equivalents that it purchases and on the cash it holds through the Custodian or other financial institution. The Sponsor anticipates that the earned interest income will increase the NAV of each Fund. The Funds apply the earned interest income to the acquisition of additional investments or uses it to pay its expenses. If the Fund reinvests the earned interest income, it makes investments that are consistent with its investment objectives. Any Treasury security and cash equivalent invested by a Fund will have a remaining maturity of less than one year at the time of investment, or will be subject to a demand feature that enables that Fund to sell the security within one year, at approximately the security’s face value (plus accrued interest). Any cash equivalents invested by a Fund will be rated in the highest short-term rating category by a nationally recognized statistical rating organization or will be deemed by the Sponsor to be of comparable quality.

In managing the assets of the Funds, the Sponsor does not use a technical trading system that automatically issues buy and sell orders. Instead, the Sponsor will purchase or sell the specific underlying Commodity Interests with an aggregate market value that approximates the amount of cash received or paid upon the purchase or redemption of Shares.

The Sponsor does not anticipate letting the commodity Futures Contracts of any Operating Fund expire, thus taking delivery of the underlying commodity. Instead, the Sponsor will close out existing positions, for instance, in response to ongoing changes in the Benchmark or if it otherwise determines it would be appropriate to do so and reinvest the proceeds in new Commodity Interests. Positions may also be closed out to meet redemption orders, in which case the proceeds from closing the positions will not be reinvested.

## **Market Outlook**

### *The Corn Market*

Corn is the most widely produced livestock feed grain in the United States, and the majority of the United States' corn crop is used in livestock feed. Corn is also processed into food and industrial products, including starch, sweeteners, corn oil, beverages and industrial alcohol. Additionally, corn is used in ethanol production. The United States Department of Agriculture ("USDA") publishes weekly, monthly, quarterly and annual updates for U.S. domestic and worldwide corn production and consumption. These reports are available on the USDA's website, [www.usda.gov](http://www.usda.gov), at no charge.

The United States is the world's leading producer and exporter of corn. For the Crop Year 2013-14, the United States Department of Agriculture ("USDA") estimates that the U.S. will produce approximately 37% of all the corn globally; about 84% of the U.S. produced corn will be sold domestically, while approximately 11% will be exported. For 2013-2014, consumption of 939.7 Million Metric Tons (MMT) is expected to be surpassed by global production of 966.9 MMT. If the global supply of corn exceeds global demand, this may have an adverse impact on the price of corn. Besides the United States, other principal world corn exporters include Argentina, Brazil and the former Soviet Union nations known as the FSU-12. Major importer nations include Mexico, Japan, the European Union (EU), South Korea, Egypt and parts of Southeast Asia.

Standard Corn Futures Contracts trade on the CBOT in units of 5,000 bushels, although 1,000 bushel "mini-corn" Corn Futures Contracts also trade. Three grades of corn are deliverable under CBOT Corn Futures Contracts: Number 1 yellow, which may be delivered at 1.5 cents over the contract price; Number 2 yellow, which may be delivered at the contract price; and Number 3 yellow, which may be delivered at 1.5 cents under the contract price. There are five months each year in which CBOT Corn Futures Contracts expire: March, May, July, September and December.

If the futures market is in a state of backwardation (i.e., when the price of corn in the future is expected to be less than the current price), the Fund will buy later-to-expire contracts for a lower price than the sooner-to-expire contracts that it sells. Hypothetically, and assuming no changes to either prevailing corn prices or the price relationship between immediate delivery, soon-to-expire contracts and later-to-expire contracts, the value of a contract will rise as it approaches expiration. Over time, if backwardation remained constant, the differences would continue to increase. If the futures market is in contango, the Fund will buy later-to-expire contracts for a higher price than the sooner-to-expire contracts that it sells. Hypothetically, and assuming no other changes to either prevailing corn prices or the price relationship between the spot price, soon-to-expire contracts and later-to-expire contracts, the value of a contract will fall as it approaches expiration. Over time, if contango remained constant, the difference would continue to increase. Historically, the corn futures markets have experienced periods of both contango and backwardation. Frequently, whether contango or backwardation exists is a function, among other factors, of the seasonality of the corn market and the corn harvest cycle.

On January 10, 2014, the USDA released its monthly World Agricultural Supply and Demand Estimates (WASDE) for the Crop Year 2013-14. The USDA estimated that the yield per acre for U.S. production would be 158.8 bushels per acre with 95.4 million acres planted and 87.7 million acres harvested. The yield per acre in 2013-14 is an improvement from the 123.4 bushels per acre estimated for the 2012-13 Crop Year; the improvement is a result of mitigation in the 2012 drought conditions in the principal corn growing areas of the U.S. The total domestic supply of corn is estimated to be 14,781 million bushels with total usage, including exports, forecast at 13,150 million bushels. The supply for 2013-14 is a significant increase over the 10,780 estimated for 2012-13 and usage is estimated to be up approximately 18.4% period over period. The USDA projects that the resulting “Ending Stocks” or inventory will be 1,631 million bushels, up significantly from the 989 million bushels for the 2011-12 Crop Year and from the 821 million bushels estimated for the 2012-2013 Crop Year. The USDA’s projected “Carry-out Days Supply,” which is defined as the Ending Stocks divided by the demand per day, is projected at 45.3 days for 2013-14, up significantly from the 27.0 days estimated for 2012-2013.

Global corn production as projected by the USDA is estimated to increase from 863 MMT in 2012-13 to 967 MMT in 2013-14. Usage in 2012-13 was nearly equal to production, and this year production is projected to exceed usage by approximately 27 MMT.

#### *Natural Gas and the Natural Gas Market*

In 2013, according to the United States Energy Information Administration (“EIA”), natural gas accounted for just over a quarter of U.S. energy consumption. The price of natural gas is established by the supply and demand conditions in the North American market, and more particularly, in the main refining center of the U.S. Gulf Coast. The EIA publishes daily, weekly, monthly and annual information regarding the natural gas industry, usage and supply estimates. The information is available on the EIA’s website, [www.eia.gov](http://www.eia.gov), at no charge.

Natural gas has limited means of transportation and distribution and therefore has not generally been viewed as a commodity with a “global” price. As a result, the natural gas market is mostly affected by events that happen locally or

are confined to the North American Continent. The primary means for transporting natural gas is through pipeline, although natural gas may be liquefied in order to be transported outside the pipeline structure.

There are four main cost components for natural gas – wellhead price, transport (long-distance and local distribution), storage and delivery. Wellhead prices are deregulated in North America. Transportation costs are regulated by the National Energy Boards and local entities regulate local distribution costs. Prices are also measured for different end-users such as residential usage, commercial, industrial or electrical utility. The largest share of the final price to all end-users is the distribution costs due to the limited means of distribution. Most large commercial users buy natural gas directly from producers or market makers, thereby reducing price.

Both weather and population changes affect consumption of natural gas. In addition, alternative fuels and competition from other sources of energy such as oil, wind energy and coal can affect the price of natural gas.

The natural gas market essentially constitutes an auction, where the highest bidder wins the supply. When markets are “strong” ( i.e., when demand is high and/or supply is low), the bidder must be willing to pay a higher premium to capture the supply. When markets are “weak” (i.e., when demand is low and/or supply is high), a bidder may choose not to outbid competitors, waiting instead for later, possibly lower priced, supplies. Demand for natural gas by consumers, as well as agricultural, manufacturing and transportation industries, determines overall demand for natural gas. Since the precursors of product demand are linked to economic activity, natural gas demand will tend to reflect economic conditions. If the supply of natural gas exceeds demand, this may have an adverse impact on the price of natural gas.

The NYMEX is the world’s largest physical commodity futures exchange and the dominant market for the trading of energy and precious metals. The Natural Gas Futures Contracts trades in units of 10,000 MMBtu and is based on delivery at the Henry Hub in Louisiana, the nexus of 16 intra- and interstate natural gas pipeline systems that draw supplies from the region’s prolific gas deposits. The pipelines serve markets throughout the U.S. East Coast, the Gulf Coast, the Midwest and up to the Canadian border.

Over time, the price of natural gas fluctuates based on a number of market factors, including demand for the commodity relative to its supply. The value of Natural Gas contracts likewise fluctuates in reaction to a number of market factors. If investors seek to maintain their holdings in Natural Gas contracts with a roughly constant expiration profile and not take delivery of the natural gas, they must on an ongoing basis sell their current positions as they approach expiration and invest in later-to-expire contracts.

If the futures market is in a state of backwardation (i.e., when the price of natural gas in the future is expected to be less than the current price), the Fund will buy later-to-expire contracts for a lower price than the sooner-to-expire contracts that it sells. Hypothetically, and assuming no changes to either prevailing natural gas prices or the price relationship between immediate delivery, soon-to-expire contracts and later-to-expire



contracts, the value of a contract will rise as it approaches expiration. If the futures market is in contango, the Fund will buy later-to-expire contracts for a higher price than the sooner-to-expire contracts that it sells. Hypothetically, and assuming no other changes to either prevailing natural gas prices or the price relationship between the spot price, soon-to-expire contracts and later-to-expire contracts, the value of a contract will fall as it approaches expiration. Since early 2008, the deepest contango structure has historically occurred during September or October. It is during these periods natural gas storage reaches its highest level as the market tries to build the optimal inventory for the upcoming winter heating season. All other things being equal, a situation involving prolonged periods of contango may adversely impact the returns of the Funds; conversely a situation involving prolonged periods of backwardation may positively impact the returns of the Funds.

#### *WTI Light Sweet Crude Oil and the Oil Industry*

WTI light, sweet crude oil comprises a blend of several U.S. domestic streams of crude oil delivered to Cushing, Oklahoma, where there are many intersecting pipelines and storage facilities, along with easy access to refiners and suppliers. WTI light, sweet crude oil flows both inbound and outbound from Cushing. The United States Energy Information Administration (“EIA”) publishes daily, weekly, monthly and annual information regarding the crude oil industry, usage and supply estimates. The information is available on the EIA’s website, [www.eia.gov](http://www.eia.gov), at no charge.

Light sweet crudes are preferred by refiners because of the low sulfur content and relatively high yields of high-value products such as gasoline, diesel fuel, heating oil, and jet fuel. The price of light sweet crude oil has historically exhibited periods of significant volatility.

Demand for petroleum products by consumers, as well as agricultural, manufacturing and transportation industries, determines demand for crude oil by refiners. Since product demand is linked to economic activity, crude oil demand will tend to reflect economic conditions. Changes in consumer behavior, such as mass transportation initiatives, alternative fuels, and change in economic standards in China, India and other developing nations may change global petroleum consumption. In addition, other factors such as weather also influence product and crude oil demand. If the global supply of crude oil exceeds global demand, this may have an adverse impact on the price of crude oil.

WTI Crude Oil Futures contracts are most widely traded on the NYMEX and the ICE exchanges in 1,000 barrel contracts.

Crude oil supply is determined by economic, political and environmental factors. Oil prices (along with drilling costs, availability of attractive prospects for drilling, taxes and technology, among other factors) determine exploration and development spending, which influence output capacity with a lag. In the short run, production decisions by OPEC also affect supply and prices. Oil export embargoes represent other routes through which political developments move the market. Oil extraction may also have a significant impact on the environment, from accidents and routine activities such as seismic exploration and drilling. It is not possible to predict the aggregate effect of all or any

combination of these factors.

If the futures market is in a state of backwardation (i.e., when the price of crude oil in the future is expected to be less than the current price), the Fund will buy later-to-expire contracts for a lower price than the sooner-to-expire contracts that it sells. Hypothetically, and assuming no changes to either prevailing crude oil prices or the price relationship between immediate delivery, soon-to-expire contracts and later-to-expire contracts, the value of a contract will rise as it approaches expiration. If the futures market is in contango, the Fund will buy later-to-expire contracts for a higher price than the sooner-to-expire contracts that it sells. Hypothetically, and assuming no other changes to either prevailing crude oil prices or the price relationship between the spot price, soon-to-expire contracts and later-to-expire contracts, the value of a contract will fall as it approaches expiration. Historically, the crude oil futures markets have experienced periods of both contango and backwardation. During 2006 and the first half of 2007, the crude oil futures markets experienced contango. However, starting early in the third quarter 2007, the crude oil futures markets moved into backwardation and remained in backwardation until late in the second quarter 2008 when the crude oil futures markets moved into contango. The crude oil markets remained in contango until late third quarter 2008, when they moved into backwardation. The crude oil markets moved back into contango for the balance of 2008, reaching supercontango in December 2008. Crude oil since early 2009 has fluctuated between mild contango, spiking into deep contango for several weeks at a time during third and fourth quarters of 2009, second and third quarters 2010 and finally the last major contango during first quarter 2011. All other things being equal, a situation involving prolonged periods of contango may adversely impact the returns of the Funds; conversely a situation involving prolonged periods of backwardation may positively impact the returns of the Funds.

#### *The Soybean Market*

Global soybean production is concentrated in the U.S., Brazil, Argentina and China. The United States Department of Agriculture (“USDA”) has estimated that, for the Crop Year 2013-2014, the United States will produce approximately 89.5 MMT of soybeans or approximately 31% of estimated world production, with Brazil production equaling that of the U.S. Argentina is projected to produce about 19%. For 2013-2014, global production of 86.8 MMT is expected to exceed consumption of 270.9 MMT. If the global supply of soybeans exceeds global demand, this may have an adverse impact on the price of soybeans. The USDA publishes weekly, monthly, quarterly and annual updates for U.S. domestic and worldwide soybean production and consumption. These reports are available on the USDA’s website, [www.usda.gov](http://www.usda.gov), at no charge.

The soybean processing industry converts soybeans into soybean meal, soybean hulls, and soybean oil. Soybean meal and soybean hulls are processed into soy flour or soy protein, which are used, along with other commodities, by livestock producers and the farm fishing industry as feed. Soybean oil is sold in multiple grades and is used by the food, petroleum and chemical industries. The food industry uses soybean oil in cooking and salad dressings, baking and frying fats, and butter substitutes, among other uses. In addition, the soybean industry continues to

introduce soy-based products as substitutes to various petroleum-based products including lubricants, plastics, ink, crayons and candles. Soybean oil is also converted to biodiesel for use as fuel.

Standard Soybean Futures Contracts trade on the CBOT in units of 5,000 bushels, although 1,000 bushel “mini-sized” Soybean Futures Contracts also trade. Three grades of soybean are deliverable under CBOT Soybean Futures Contracts: Number 1 yellow, which may be delivered at 6 cents per bushel over the contract price; Number 2 yellow, which may be delivered at the contract price; and Number 3 yellow, which may be delivered at 6 cents per bushel under the contract price. There are seven months each year in which CBOT Soybean Futures Contracts expire: January, March, May, July, August, September and November.

If the futures market is in a state of backwardation (i.e., when the price of soybeans in the future is expected to be less than the current price), the Fund will buy later-to-expire contracts for a lower price than the sooner-to-expire contracts that it sells. Hypothetically, and assuming no changes to either prevailing soybean prices or the price relationship between immediate delivery, soon-to-expire contracts and later-to-expire contracts, the value of a contract will rise as it approaches expiration. If the futures market is in contango, the Fund will buy later-to-expire contracts for a higher price than the sooner-to-expire contracts that it sells. Hypothetically, and assuming no other changes to either prevailing soybean prices or the price relationship between the spot price, soon-to-expire contracts and later-to-expire contracts, the value of a contract will fall as it approaches expiration. Historically, the soybeans futures markets have experienced periods of both contango and backwardation. Frequently, whether contango or backwardation exists is a function, among other factors, of the seasonality of the soybean market and the soybean harvest cycle. All other things being equal, a situation involving prolonged periods of contango may adversely impact the returns of the Funds; conversely a situation involving prolonged periods of backwardation may positively impact the returns of the Funds.

On January 10, 2014, the USDA released its monthly World Agricultural Supply and Demand Estimates (WASDE) for the Crop Year 2013-14. The USDA estimated that the yield per acre for U.S. production would be 43.3 bushels per acre with 76.5 million acres planted and 75.9 million acres harvested. The yield per acre in 2013-14 is an improvement from the 39.8 bushels per acre estimated for the 2012-13 Crop Year; the improvement is a result of mitigation in the 2012 drought conditions in the principal soybean growing areas of the U.S. The total domestic supply of soybeans is estimated to be 3,454 million bushels with total usage, including exports, forecast at 3,304 million bushels. The USDA projects that the resulting “Ending Stocks” or inventory will be 150 million bushels, down from the 169 million bushels for the 2011-12 Crop Year, but an increase from the 141 million bushels estimated for the 2012-2013 Crop Year. The USDA’s projected “Carry-out Days Supply,” which is defined as the Ending Stocks divided by the demand per day, is projected at 16.6 days for 2013-14, which is basically equal to 2012-13.

Global soybean production as projected by the USDA is estimated to increase from 269 MMT in 2012-13 to 287 MMT in 2013-14. Production in both 2012-13 and this year is projected to exceed usage.

### *The Sugar Market*



Sugarcane accounts for about 75% of the world's sugar production, and sugar beets account for the remainder of the world's sugar production. Sugar manufacturers use sugar beets and sugarcane as the raw material from which refined sugar (sucrose) for industrial and consumer use is produced. Sugar is produced in various forms, including granulated, powdered, liquid, brown, and molasses. The food industry (in particular, producers of baked goods, beverages, cereal, confections, and dairy products) uses sugar and sugarcane molasses to make sugar-containing food products. Sugar beet pulp and molasses products are used as animal feed ingredients. Ethanol is an important by-product of sugarcane processing. Additionally, the material that is left over after sugarcane is processed is used to manufacture paper, cardboard, and "environmentally friendly" eating utensils.

The United States Department of Agriculture ("USDA") publishes two major reports annually on U.S. domestic and worldwide sugar production and consumption. These are usually released in November and May. In addition, the USDA publishes periodic, but not as comprehensive, reports on sugar monthly. All of these reports are available on the USDA's website, [www.usda.gov](http://www.usda.gov), at no charge. The USDA's May 2013 report forecasts that Brazil will continue to be the leading producer of sugarcane, producing just under one-quarter of the world's supply. Other principal producers of sugarcane are India, Thailand and China. The principal world producers of sugar beets, as forecasted by the USDA for 2013, include the European Union, the United States and Russia. If the global supply of sugar exceeds global demand, this may have an adverse impact on the price of sugar.

The Sugar No. 11 Futures Contract is the world benchmark contract for raw sugar trading. This contract prices the physical delivery of raw cane sugar, delivered to the receiver's vessel at a specified port within the country of origin of the sugar. Sugar No. 11 Futures Contracts trade on the ICE Futures and the NYMEX in units of 112,000 pounds.

If the futures market is in a state of backwardation (i.e., when the price of sugar in the future is expected to be less than the current price), the Fund will buy later-to-expire contracts for a lower price than the sooner-to-expire contracts that it sells. Hypothetically, and assuming no changes to either prevailing soybean prices or the price relationship between immediate delivery, soon-to-expire contracts and later-to-expire contracts, the value of a contract will rise as it approaches expiration. If the futures market is in contango, the Fund will buy later-to-expire contracts for a higher price than the sooner-to-expire contracts that it sells. Hypothetically, and assuming no other changes to either prevailing sugar prices or the price relationship between the spot price, soon-to-expire contracts and later-to-expire contracts, the value of a contract will fall as it approaches expiration. Historically, the sugar futures markets have experienced periods of both contango and backwardation. Frequently, whether contango or backwardation exists is a function, among other factors, of the seasonality of the sugar market and the sugar harvest cycle. All other things being equal, a situation involving prolonged periods of contango may adversely impact the returns of the Funds; conversely a situation involving prolonged periods of backwardation may positively impact the returns of the Funds.

*The Wheat Market*

Wheat is used to produce flour, the key ingredient for breads, pasta, crackers and many other food products, as well as several industrial products such as starches and adhesives. Wheat by-products are used in livestock feeds. Wheat is the principal food grain produced in the United States, and the United States' output of wheat is typically exceeded only by that of China, the European Union and India. The United States Department of Agriculture ("USDA") estimates that for 2013-2014, that the principal global producers of wheat will be the EU, the former Soviet nations known as the FUS-12, China, India, the United States, Australia and Canada. The U.S. generates approximately 8% of the global production, with almost half of that being exported. Global wheat production is estimated to be 712.7 MMT for 2013-2014, which is basically equal to consumption of 703.4 MMT. If the global supply of wheat exceeds global demand, this may have an adverse impact on the price of wheat. The USDA publishes weekly, monthly, quarterly and annual updates for U.S. domestic and worldwide wheat production and consumption. These reports are available on the USDA's website, [www.usda.gov](http://www.usda.gov), at no charge.

There are several types of wheat grown in the U.S., which are classified in terms of color, hardness, and growing season. CBOT Wheat Futures Contracts call for delivery of #2 soft red winter wheat, which is generally grown in the eastern third of the United States, but other types and grades of wheat may also be delivered (Grade #1 soft red winter wheat, Hard Red Winter, Dark Northern Spring and Northern Spring wheat may be delivered at 3 cents premium per bushel over the contract price and #2 soft red winter wheat, Hard Red Winter, Dark Northern Spring and Northern Spring wheat may be delivered at the contract price.) Winter wheat is planted in the fall and is harvested in the late spring or early summer of the following year, while spring wheat is planted in the spring and harvested in late summer or fall of the same year.

Standard Wheat Futures Contracts trade on the CBOT in units of 5,000 bushels, although 1,000 bushel "mini-wheat" Wheat Futures Contracts also trade. There are five months each year in which CBOT Wheat Futures Contracts expire: March, May, July, September and December.

If the futures market is in a state of backwardation (i.e., when the price of wheat in the future is expected to be less than the current price), the Fund will buy later-to-expire contracts for a lower price than the sooner-to-expire contracts that it sells. Hypothetically, and assuming no changes to either prevailing wheat prices or the price relationship between immediate delivery, soon-to-expire contracts and later-to-expire contracts, the value of a contract will rise as it approaches expiration. If the futures market is in contango, the Fund will buy later-to-expire contracts for a higher price than the sooner-to-expire contracts that it sells. Hypothetically, and assuming no other changes to either prevailing wheat prices or the price relationship between the spot price, soon-to-expire contracts and later-to-expire contracts, the value of a contract will fall as it approaches expiration. Historically, the wheat futures markets have experienced periods of both contango and backwardation. Frequently, whether contango or backwardation exists is a function, among other factors, of the seasonality of the wheat market and the wheat harvest cycle. All other things being equal, a situation involving prolonged periods of contango may adversely impact the returns of the Funds; conversely a situation involving prolonged periods of backwardation may positively impact the returns of the Funds.

On January 10, 2014, the USDA released its monthly World Agricultural Supply and Demand Estimates (WASDE) for the Crop Year 2013-14. The USDA estimated that the yield per acre for U.S. production would be 47.2 bushels per acre with 56.2 million acres planted and 45.2 million acres harvested. The total domestic supply of wheat is estimated to be 3,008 million bushels with total usage, including exports, forecast at 2,399 million bushels. The USDA projects that the resulting “Ending Stocks” or inventory will be 608 million bushels, down significantly from the 743 million bushels for the 2011-12 Crop Year, and from the 718 million bushels estimated for the 2012-2013 Crop Year. The USDA’s projected “Carry-out Days Supply,” which is defined as the Ending Stocks divided by the demand per day, is projected at 92.5 days for 2013-14, down from the 108.6 days in 2012-2013.

Global wheat production as projected by the USDA is estimated to increase from 656.5 MMT in 2012-13 to 712.7 MMT in 2013-14. Usage in 2012-13 exceeded supply by approximately 25 MMT and is estimated to be roughly equal to production this year.

### **The Sponsor’s Operations**

The Sponsor established the Trust and caused the Trust to establish the first series, the Corn Fund, which commenced offering its Shares to the public on June 9, 2010. Two additional series of the Trust, the Natural Gas Fund and the Crude Oil Fund, commenced offering of shares in February 2011, three more series, namely the Sugar Fund, the Soybean Fund and the Wheat Fund, commenced offering of shares in September, 2011 and the Teucrium Agricultural Fund commenced operation on March 28, 2012. Aside from establishing these series, operating those series that have commenced offering their shares and obtaining capital from a small number of outside investors in order to engage in these activities, the Sponsor did not engage in any business activity.

The Trust and the Funds do not have any employees or officers. Any persons acting in those capacities do so as employees or officers of the Sponsor.

Under the Trust Agreement, the Sponsor is solely responsible for the management, and conducts or directs the conduct of the business of the Trust, the Funds, and any other Fund that may from time to time be established and designated by the Sponsor. The Sponsor is required to oversee the purchase and sale of Shares by firms designated as “Authorized Purchasers” and to manage the Funds’ investments, including to evaluate the credit risk of futures commission merchants and swap counterparties and to review daily positions and margin/collateral requirements. The Sponsor has the power to enter into agreements as may be necessary or appropriate for the offer and sale of the Funds’ Shares and the conduct of the Trust’s activities. Accordingly, the Sponsor is responsible for selecting the Trustee, Administrator, Distributor, the independent registered public accounting firm of the Trust, and any legal counsel employed by the Trust. The Sponsor is also responsible for

preparing and filing periodic reports on behalf of the Trust with the SEC and providing any required certification for such reports. No person other than the Sponsor and its principals was involved in the organization of the Trust or the Funds.

The Sponsor maintains websites on behalf of each of the Funds. The total portfolio composition of each Fund is disclosed on the Fund's website each business day that the NYSE Arca is open for trading. The website disclosure of portfolio holdings is made daily and includes, as applicable, the name and value of each Commodity Futures Contract held and those that are pending and the amount of cash and cash equivalents held in the Fund's portfolio. Each Fund's website also includes the NAV, the 4 p.m. Bid/Ask Midpoint as reported by the NYSE Arca, the last trade price as reported by the NYSE Arca, the shares outstanding, the shares available for issuance, and the shares created or redeemed on that day. The prospectus, Monthly Statement of Account, Quarterly Performance of the Midpoint versus the NAV (as required by the CFTC), and the Roll Dates, as well as Form 10-Qs, Form 10-Ks, and other SEC filings for that Fund, are also posted on the website. Each Fund's website is publicly accessible at no charge. The website for CORN is [www.teucriumcornfund.com](http://www.teucriumcornfund.com); for NAGS is [www.teucriumnagsfund.com](http://www.teucriumnagsfund.com); for CRUD is [www.teucriumcrudfund.com](http://www.teucriumcrudfund.com); for CANE is [www.teucriumcanefund.com](http://www.teucriumcanefund.com); for SOYB is [www.teucriumsoybfund.com](http://www.teucriumsoybfund.com); for WEAT is [www.teucriumweatfund.com](http://www.teucriumweatfund.com); and for TAGS is [www.teucriumtagsfund.com](http://www.teucriumtagsfund.com). The website address for the Sponsor is [www.teucrium.com](http://www.teucrium.com).

The Sponsor receives a fee as compensation for services performed under the Trust Agreement, except in the case of TAGS where there is no such fee. The Sponsor's fees accrue daily and are paid monthly at an annual rate of 1.00% of the average daily net assets of each Fund. The Sponsor receives no compensation from the Funds other than such fee. Each Fund is also generally responsible for other ongoing fees, costs and expenses of its operations, including brokerage fees, SEC and FINRA registration fees, and legal, printing, accounting, custodial, administration and transfer agency costs, although the Sponsor has borne or will bear the costs and expenses related to the initial offer and sale of Shares. In addition, the Sponsor may choose to waive, for a period of time at its discretion, the collection of the Sponsor Fee or certain other fees for any of the Funds.

Ownership or "membership" interests in the Sponsor are owned by persons referred to as "members." The Sponsor currently has three voting or "Class A" members – Mr. Sal Gilbertie, Mr. Dale Riker and Mr. Carl N. Miller III – and a small number of non-voting or "Class B" members who have provided working capital to the Sponsor. Messrs. Gilbertie and Riker each currently own 45% of the Sponsor's Class A membership interests.

### **Management of the Sponsor**

In general, under the Sponsor's Amended and Restated Limited Liability Company Operating Agreement, as amended from time to time, the Sponsor (and as a result the Trust and the Fund) is managed by the officers of the Sponsor. The Chief Executive Officer of the Sponsor is responsible for the overall strategic direction of the Sponsor and will have general control of its business. The Chief Investment Officer and President of the Sponsor is primarily responsible for new investment product development with respect to the Trust and each of the Teucrium Funds. The Chief Operating Officer has assumed primary responsibility for trade operations, trade execution, and portfolio activities with respect to the Fund. The Chief Financial Officer, Chief Accounting Officer and Chief Compliance Officer acts as the Sponsor's principal financial and accounting officer, which position includes the functions previously performed by the

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Treasurer of the Sponsor, and administers the Sponsor's regulatory compliance programs. Furthermore, certain fundamental actions regarding the Sponsor, such as the removal of officers, the addition or substitution of members, or the incurrence of liabilities other than those incurred in the ordinary course of business and *de minimis* liabilities, may not be taken without the affirmative vote of a majority of the Class A members (which is generally defined as the affirmative vote of Mr. Gilbertie and one of the other two Class A members). The Sponsor has no board of directors, and the Trust has no board of directors or officers. The three Class A members of the Sponsor are Sal Gilbertie, Dale Riker and Carl N. Miller III.

The Officers of the Sponsor, two of whom are also Class A members of the Sponsor, are the following:

**Sal Gilbertie** has been the President of the Sponsor since its inception and its Chief Investment Officer since September 2011, was approved by the NFA as a principal of the Sponsor on September 23, 2009, and was registered as an associated person of the Sponsor on November 10, 2009. He maintains his main business office at 653A Garcia, Santa Fe, New Mexico 87505. Effective July 16, 2012, Mr. Gilbertie was registered with the NFA as the Branch Manager for this location. From October 2005 until December 2009, Mr. Gilbertie was employed by Newedge USA, LLC, an FCM and broker-dealer registered with the CFTC and the SEC (whose business is described in greater detail below under "The Service Providers"), where he headed the Renewable Fuels/Energy Derivatives OTC Execution Desk and was an active futures contract and over-the-counter derivatives trader and market maker in multiple classes of commodities. (Between January 2008 and October 2008, he also held a comparable position with Newedge Financial, Inc., an FCM and an affiliate of Newedge USA, LLC.) From October 1998 until October 2005, Mr. Gilbertie was principal and co-founder of Cambial Asset Management, LLC, an adviser to two private funds that focused on equity options, and Cambial Financing Dynamics, a private boutique investment bank. While at Cambial Asset Management, LLC and Cambial Financing Dynamics, Mr. Gilbertie served as principal and managed the day-to-day activities of the business and the portfolio of both companies. Mr. Gilbertie is 54 years old.

**Dale Riker** has been the Secretary of the Sponsor since January 2010, and its Chief Executive Officer since September 2011, was approved by the NFA as a principal of the Sponsor on October 29, 2009, and was registered as an associated person of the Sponsor on February 17, 2010. He maintains his main business office at 232 Hidden Lake Road, Brattleboro, Vermont 05301 and is responsible for the overall strategic direction of the Sponsor and has general control of its business. Mr. Riker was Treasurer of the Sponsor from its inception until September 2011. From February 2005 to the present, Mr. Riker has been President of Cambial Emerging Markets LLC, a consulting company specializing in emerging market equity investment. As President of Cambial Emerging Markets LLC, Mr. Riker had responsibility for business strategy, planning and operations. From July 1996 to February 2005, Mr. Riker was a private investor. Mr. Riker is married to the Chief Financial Officer, Chief Accounting Officer and Chief Compliance Officer of the Sponsor, Barbara Riker. Mr. Riker is 56 years old.

**Barbara Riker** began working for the Sponsor in July 2010 providing accounting and compliance support. She has been the Chief Financial Officer, Chief Accounting Officer and Chief Compliance Officer for Teucrium since September 2011, was approved by the NFA as a principal of the Sponsor on October 19, 2011, and has a background in finance, accounting, investor relations, corporate communications and operations. She maintains her main business office at 232 Hidden Lake Road, Brattleboro, Vermont 05301. From September 1980 to February 1993, Ms. Riker worked in various financial capacities for Pacific Telesis Group, the California-based Regional Bell Operating Company, and its predecessors. In February 1993, with the spin-off of AirTouch Communications from Pacific Telesis Group, Ms. Riker was selected to lead the Investor Relations team for the global mobile phone operator. In her capacity as Executive Director – Investor Relations and Corporate Communications from February 1993 to June 1995, AirTouch completed its initial public offering and was launched as an independent publicly-traded company. In June 1995, she was named Chief Financial Officer of AirTouch International and, in addition to her other duties, served on the board of several of the firm’s joint ventures, both private and public, across Europe. In June 1997, Ms. Riker moved into an operations capacity as the District General Manager for AirTouch Paging’s San Francisco operations. In February 1998 she was named Vice President and General Manager of AirTouch Cellular for Arizona and New Mexico. Ms. Riker retired in July 1999, coincident with the purchase of AirTouch by Vodafone PLC and remained retired until she began working for the Sponsor. Ms. Riker graduated with a Bachelor of Science in Business Administration from Cal State – East Bay in 1980. Ms. Riker is married to the Chief Executive Officer of the Sponsor, Dale Riker. Ms. Riker is 55 years old.

**Steve Kahler**, Chief Operating Officer, began working for the Sponsor in November 2011 as Managing Director in the trading division. He became the Chief Operating Officer on May 24, 2012 and has primary responsibility for the Trade Operations for the Funds. He maintains his main business office at 13520 Excelsior Blvd., Minnetonka, MN 55345. Mr. Kahler was registered as an Associated Person of the Sponsor on November 25, 2011, approved as a Branch Manager of the Sponsor on March 16, 2012 and approved by the NFA as a Principal of the Sponsor on May 16, 2012. Prior to his employment with the Sponsor, Mr. Kahler worked for Cargill Inc., an international producer and marketer of food, agricultural, financial and industrial products and services, from April 2006 until November 2011 in the Energy Division as Senior Petroleum Trader. In October 2006 and while employed at Cargill Inc., Mr. Kahler was approved as an Associated Person of Cargill Commodity Services Inc., a commodity trading affiliate of Cargill Inc. from September 13, 2006 to November 9, 2011. Mr. Kahler graduated from the University of Minnesota with a Bachelors of Agricultural Business Administration in 1992 and is 46 years old.

The third Class-A member of the Sponsor is the following:

**Carl N. (Chuck) Miller III** was approved by the NFA as a principal of the Sponsor on November 10, 2009 and was registered as an associated person of the Sponsor on April 19, 2010. He maintains his main business office at 653A Garcia, Santa Fe, New Mexico 87505. Mr. Miller has certain voting authority as a Class A member of the Sponsor as described above, but is not involved with the Sponsor’s day-to-day trading or operations.

Mr. Kahler is primarily responsible for making trading and investment decisions for the Fund and other Teucrium Funds, and for directing Fund and other Teucrium Fund trades for execution.

Messrs. Gilbertie, Riker, Kahler and Miller and Ms. Riker are individual “principals,” as that term is defined in CFTC Rule 3.1, of the Sponsor. These individuals are principals due to their positions and/or due to their ownership interests in the Sponsor. Beneficial ownership interests of the principals, if any, are shown under the section entitled “Security Ownership of Principal Shareholders and Management” below and any of the principals may acquire beneficial interests in the Fund in the future. In addition, each of the three Class A members of the Sponsor are registered with the CFTC as associated persons of the Sponsor and are NFA associate members. GFI Group LLC is a principal for the Sponsor under CFTC Rules due to its ownership of certain non-voting securities of the Sponsor.

## **The Custodian and Administrator**

In its capacity as the custodian for the Funds, the Custodian, The Bank of New York Mellon, holds the Funds' shares and the Treasury Securities, cash and/or cash equivalents owned by the Funds pursuant to a custodial agreement. The Custodian is also the registrar and transfer agent for the Funds' Shares. In addition, the Custodian also serves as Administrator for the Funds, performing certain administrative and accounting services and preparing certain SEC and CFTC reports on behalf of the Funds. For these services, the Fund pays fees to the Custodian as set forth in the table entitled "Fees and Compensation Arrangements with the Sponsor and Non-Affiliated Service Providers."

The Custodian also acts as a broker for some, but not all, of the equity transactions related to the purchase and sale of the Underlying Funds for TAGS.

The Custodian's principal business address is One Wall Street, New York, New York 10286. The Custodian is a New York state chartered bank subject to regulation by the Board of Governors of the Federal Reserve System and the New York State Banking Department.

## **The Distributor**

The Funds employ Foreside Fund Services, LLC as the Distributor for the Funds. The Distributor receives, for its services as distributor for the Funds, a fee at an annual rate of 0.01% of each Underlying Fund's average daily net assets, and an annual fee of \$100,000 in the aggregate for all of the Funds. These fees are set forth in the table entitled "Fees and Compensation Arrangements with the Sponsor and Non-Affiliated Service Providers."

The Distribution Services Agreement among the Distributor, the Sponsor and the Trust calls for the Distributor to work with the Custodian in connection with the receipt and processing of orders for Creation Baskets and Redemption Baskets and the review and approval of all Fund sales literature and advertising materials. The Distributor and the Sponsor have also entered into a Securities Activities and Service Agreement (the "SASA") under which certain employees and officers of the Sponsor are licensed as registered representatives or registered principals of the Distributor, under FINRA rules. As Registered Representatives of the Distributor, these persons are permitted to engage in certain marketing

activities for the Fund that they would otherwise not be permitted to engage in. Under the SASA, the Sponsor is obligated to ensure that such marketing activities comply with applicable law and are permitted by the SASA and the Distributor's internal procedures.

The Distributor's principal business address is Three Canal Plaza, Suite 100, Portland, Maine 04101. The Distributor is a broker-dealer registered with the U.S. Securities and Exchange Commission and a member of the Financial Industry Regulatory Authority.

### **The Trustee**

The sole Trustee of the Trust is Wilmington Trust Company, a Delaware banking corporation. The Trustee's principal offices are located at 1100 North Market Street, Wilmington, Delaware 19890-0001. The Trustee is unaffiliated with the Sponsor. The Trustee's duties and liabilities with respect to the offering of Shares and the management of the Trust and the Fund are limited to its express obligations under the Trust Agreement.

The Trustee will accept service of legal process on the Trust in the State of Delaware and will make certain filings under the Delaware Statutory Trust Act. The Trustee does not owe any other duties to the Trust, the Sponsor or the Shareholders. The Trustee is permitted to resign upon at least sixty (60) days' notice to the Sponsor. If no successor trustee has been appointed by the Sponsor within such sixty-day period, the Trustee may, at the expense of the Trust, petition a court to appoint a successor. The Trust Agreement provides that the Trustee is entitled to reasonable compensation for its services from the Sponsor or an affiliate of the Sponsor (including the Trust), and is indemnified by the Sponsor against any expenses it incurs relating to or arising out of the formation, operation or termination of the Trust, or any action or inaction of the Trustee under the Trust Agreement, except to the extent that such expenses result from the gross negligence or willful misconduct of the Trustee. The Sponsor has the discretion to replace the Trustee.

Under the Trust Agreement, the duty and authority to manage the business affairs of the Trust, and of all of the funds that are a series of the Trust, including control of the Fund and the Underlying Funds, is rested solely with the Sponsor, which the Sponsor may delegate as provided for in the Trust Agreement. The Trustee has no duty or liability to supervise or monitor the performance of the Sponsor, nor does the Trustee have any liability for the acts or omissions of the Sponsor. As the Trustee has no authority over the operation of the Trust, the Trustee itself is not registered in any capacity with the CFTC.

### **The Clearing Broker**



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Currently, Newedge USA, LLC (“Newedge USA”) serves as the Fund’s clearing broker to execute and clear the Fund’s futures and provide other brokerage-related services. For TAGS, Newedge will serve as that Fund’s clearing broker to execute and clear futures transactions. Newedge USA is a futures commission merchant and broker dealer registered with the U.S. Commodity Futures Trading Commission (“CFTC”) and the U.S. Securities and Exchange Commission (“SEC”), and is a member of FINRA. Newedge USA is a clearing member of all principal futures exchanges located in the United States as well as a member of the Chicago Board Options Exchange, International Securities Exchange, New York Stock Exchange, Options Clearing Corporation, and Government Securities Clearing Corporation.

Newedge USA is headquartered at 550 W. Jackson, Suite 500, Chicago, IL 60661 with branch offices in New York, New York; Cypress, Texas (futures only); Santa Monica, California (securities only) and Montreal, Canada (futures only).

Prior to January 2, 2008, Newedge USA was known as Fimat USA, LLC. On September 1, 2008, Newedge USA merged with future commission merchant and broker dealer Newedge Financial Inc. (“NFI”) – formerly known as Calyon Financial Inc. Newedge USA was the surviving entity.

In February 2011, Newedge USA settled, without admitting or denying the allegations, a disciplinary action brought by the CFTC alleging that Newedge USA exceeded speculative limits in the October 2009 live cattle futures contract on the Chicago Mercantile Exchange and failed to provide accurate and timely reports to the CFTC regarding their larger trader positions. Newedge USA paid a \$140,000 civil penalty and disgorgement value of \$80,910 to settle this matter. In addition, the CFTC Order required Newedge USA to implement and maintain a program designed to prevent and detect reporting violations of the Commodity Exchange Act and CFTC regulations.

In January 2012, Newedge USA settled, without admitting or denying the allegations, a disciplinary action brought by the CFTC alleging that Newedge USA failed to file accurate and timely reports to the CFTC and failed to report certain large trader information to the CFTC. Newedge USA paid a \$700,000 civil penalty to settle this matter. In addition, the CFTC Order required Newedge USA to timely submit accurate position reports and notices, and to implement and maintain procedures to prevent and detect reporting violations of the Commodity Exchange Act and CFTC regulations.

In July 2013, Newedge USA settled, without admitting or denying the allegations, a matter brought by FINRA, on its behalf and on behalf of NYSE/NYSE ARCA, BATS and NASDAQ exchanges, involving rules and regulations pertaining to supervision of equities direct market access and sponsored access business, Regulation SHO and books and records retention. In connection with this matter, Newedge USA paid a fine of \$9,500,000. In addition, Newedge USA agreed to retain an independent consultant to review its policies, systems, procedures and training relating to these areas and to implement the recommendation of such consultant based on its review and written reports.

Other than the foregoing proceedings, which did not have a material adverse effect upon the financial condition of Newedge USA, there have been no material administrative, civil or criminal actions brought, pending or concluded against Newedge USA or its principals in the past five years.

**Fees and Compensation Arrangements with the Sponsor and Non-Affiliated Service Providers**

| <b>Service Provider</b>  | <b>Compensation Paid by the Fund</b>  |
|--|---|
| Teucrium Trading, LLC, Sponsor   | 1.00% of average net assets annually<br>For custody services: 0.0075% of average gross assets up to \$1 billion, and 0.0050% of average gross assets over \$1 billion, annually, plus certain per-transaction charges   |
| The Bank of New York Mellon,<br>Custodian, Transfer Agent and<br>Administrator | For transfer agency services: 0.0075% of average gross assets annually<br><br>For administrative services: 0.05% of average gross assets up to \$1 billion, 0.04% of average gross assets between \$1 billion and \$3 billion, and 0.03% of average gross assets over \$3 billion, annually |

A combined minimum annual fee of up to \$125,000 for custody, transfer agency and administrative services is assessed.

The Distributor receives a fee of 0.01% of the Fund’s average daily net assets and an aggregate annual fee of \$100,000 for all Teucrium Funds, along with certain expense reimbursements, currently estimated at \$3,000 per year related to its services for all Teucrium Funds.

|  |   |
|--|---|
| Foreside Fund<br>Services, LLC,<br>Distributor                             | Under the Securities Activities and Service Agreement (the “SASA”), the Distributor receives compensation for its activities on behalf of the Teucrium Funds which is estimated not to exceed an aggregate for the Teucrium Funds of \$40,000 per year. In addition, the Distributor receives certain expense reimbursements relating to the registration, continuing education and other administrative expenses of the Registered Representatives in relation to the Teucrium Funds, currently estimated not to exceed \$25,000 per year. |
| Newedge USA, LLC,<br>Futures Commission<br>Merchant and<br>Clearing Broker | \$4.00 per Futures Contract purchase or sale for CORN, SOYB, CANE and WEAT; \$2.97 per Futures Contract purchase or sale for NAGS and CRUD  |
| Wilmington Trust<br>Company, Trustee                                       | \$3,300 annually for the Trust  |

Asset-based fees are calculated on a daily basis (accrued at 1/365 of the applicable percentage of NAV on that day) and paid on a monthly basis. NAV is calculated by taking the current market value of the Fund's total assets and subtracting any liabilities.

## **Form of Shares**

### ***Registered Form***

For all the Funds, Shares are issued in registered form in accordance with the Trust Agreement. The Custodian has been appointed registrar and transfer agent for the purpose of transferring Shares in certificated form. The Custodian keeps a record of all Shareholders and holders of the Shares in certificated form in the registry (Register). The Sponsor recognizes transfers of Shares in certificated form only if done in accordance with the Trust Agreement. The beneficial interests in such Shares are held in book-entry form through participants and/or accountholders in DTC.

### ***Book Entry***

For all Funds, individual certificates are not issued for the Shares. Instead, Shares are represented by one or more global certificates, which are deposited by the Administrator with DTC and registered in the name of Cede & Co., as nominee for DTC. The global certificates evidence all of the Shares outstanding at any time. Shareholders are limited to (1) participants in DTC such as banks, brokers, dealers and trust companies (DTC Participants), (2) those who maintain, either directly or indirectly, a custodial relationship with a DTC Participant (Indirect Participants), and (3) those who hold interests in the Shares through DTC Participants or Indirect Participants, in each case who satisfy the requirements for transfers of Shares. DTC Participants acting on behalf of investors holding Shares through such participants accounts in DTC will follow the delivery practice applicable to securities eligible for DTC's Same-Day Funds Settlement System. Shares are credited to DTC Participants securities accounts following confirmation of receipt of payment.

### ***DTC***

DTC has advised us as follows: It is a limited purpose trust company organized under the laws of the State of New York and is a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code and a "clearing agency" registered pursuant to the provisions of Section 17A of the Exchange Act. DTC holds securities for DTC Participants and facilitates the clearance and settlement of transactions between DTC Participants through electronic book-entry changes in accounts of DTC Participants.

## **Transfer of Shares**

For all Funds, the Shares are only transferable through the book-entry system of DTC. Shareholders who are not DTC Participants may transfer their Shares through DTC by instructing the DTC Participant holding their Shares (or by instructing the Indirect Participant or other entity through which their Shares are held) to transfer the Shares. Transfers are made in accordance with standard securities industry practice.

Transfers of interests in Shares with DTC are made in accordance with the usual rules and operating procedures of DTC and the nature of the transfer. DTC has established procedures to facilitate transfers among the participants and/or accountholders of DTC. Because DTC can only act on behalf of DTC Participants, who in turn act on behalf of Indirect Participants, the ability of a person or entity having an interest in a global certificate to pledge such interest to persons or entities that do not participate in DTC, or otherwise take actions in respect of such interest, may be affected by the lack of a certificate or other definitive document representing such interest.

DTC has advised us that it will take any action permitted to be taken by a Shareholder (including, without limitation, the presentation of a global certificate for exchange) only at the direction of one or more DTC Participants in whose account with DTC interests in global certificates are credited and only in respect of such portion of the aggregate principal amount of the global certificate as to which such DTC Participant or Participants has or have given such direction.

## **Creation and Redemption of Shares**

The Funds create and redeem Shares from time to time, but only in one or more Creation Baskets or Redemption Baskets. The creation and redemption of baskets are only made in exchange for delivery to the Funds or the distribution by the Funds of the amount of cash equal to the combined NAV of the number of Shares included in the baskets being created or redeemed determined as of 4:00 p.m. New York time on the day the order to create or redeem baskets is properly received.

Authorized Purchasers are the only persons that may place orders to create and redeem baskets. Authorized Purchasers must be (1) either registered broker-dealers or other securities market participants, such as banks and other financial institutions, that are not required to register as broker-dealers to engage in securities transactions, and (2) DTC Participants. To become an Authorized Purchaser, a person must enter into an Authorized Purchaser Agreement with the Sponsor. The Authorized Purchaser Agreement provides the procedures for the creation and redemption of baskets and for the delivery of the cash required for such creations and redemptions. The Authorized Purchaser Agreement and the related procedures attached thereto may be amended by the Sponsor, without the consent of any Shareholder or Authorized Purchaser. Authorized Purchasers pay a transaction fee to the Sponsor for each order they

place to create one or more baskets and a fee per basket when they redeem baskets. The table below details these fees for the Funds as of December 31, 2013:

**NAGS (50,000 units per basket)**

Creation Fee \$500 per order  
Redemption Fee \$500 per basket

**CORN, CRUD, CANE, WEAT, SOYB, and TAGS (25,000 units per basket)**

Creation Fee \$250 per basket order, max \$500 per day (2 or more basket orders, no order limit)  
Redemption Fee \$250 per basket

Authorized Purchasers who make deposits with a Fund in exchange for baskets receive no fees, commissions or other form of compensation or inducement of any kind from either the Trust or the Sponsor, and no such person will have any obligation or responsibility to the Trust or the Sponsor to effect any sale or resale of Shares.

Certain Authorized Purchasers are expected to be capable of investing directly in the Specified Commodities or the Commodity Interest markets. Some Authorized Purchasers or their affiliates may from time to time buy or sell the Specified Commodity or Commodity Interests and may profit in these instances. The Sponsor believes that the size and operation of the markets for the Specified Commodities make it unlikely that Authorized Purchasers' direct activities in the commodities markets will significantly affect the price of the Specified Commodity, Commodity Interests, or the Funds' Shares.

Each Authorized Purchaser will be required to be registered as a broker-dealer under the 1934 Act and a member in good standing with FINRA, or be exempt from being or otherwise not required to be registered as a broker-dealer or a member of FINRA, and will be qualified to act as a broker or dealer in the states or other jurisdictions where the nature of its business so requires. Certain Authorized Purchasers may also be regulated under federal and state banking laws and regulations. Each Authorized Purchaser has its own set of rules and procedures, internal controls and information barriers as it determines is appropriate in light of its own regulatory regime.

Under the Authorized Purchaser Agreement, the Sponsor has agreed to indemnify the Authorized Purchasers against certain liabilities, including liabilities under the 1933 Act, and to contribute to the payments the Authorized Purchasers may be required to make in respect of those liabilities.

### ***Minimum Number of Shares***

There are a minimum number of baskets and associated shares specified for each Fund in the Fund's respective prospectus as amended from time to time. Once the minimum number of baskets is reached, there can be no more redemptions until there has been a creation basket. As of December 31, 2013 these minimum levels are as follows:

CORN: 50,000 shares representing 2 baskets (1,550,004 shares outstanding as of December 31, 2013; 3,825,004 shares outstanding as of March 9, 2014)

NAGS: 100,000 shares representing 2 baskets (150,004 shares outstanding as of December 31, 2013 and as of March 9, 2014)

CRUD: 50,000 shares representing 2 baskets (minimum level of shares outstanding as of December 31, 2013 and as of March 9, 2014)

SOYB: 50,000 shares representing 2 baskets (175,004 shares outstanding as of December 31, 2013 and as of March 9, 2014)

CANE: 50,000 shares representing 2 baskets (175,004 shares outstanding as of December 31, 2013; 200,004 shares outstanding as of March 9, 2014)

WEAT: 50,000 shares representing 2 baskets (475,004 shares outstanding as of December 31, 2013; 825,004 shares outstanding as of March 9, 2014)

TAGS: 50,000 shares representing 2 baskets (minimum level of shares outstanding as of December 31, 2013 and as of March 9, 2014)

If a Fund has a minimum number of shares outstanding, this means that there can be no redemptions of shares until there is a creation of shares or unless the Sponsor has reason to believe that the placer of the redemption order does in fact possess all the outstanding Shares in the Fund and can deliver them. When there can be no redemption of shares, the price of the Fund, as represented by the bid and the ask, compared to the NAV may diverge more than would be the case if redemptions could occur.

The following description of the procedures for the creation and redemption of baskets is only a summary and an investor should refer to the relevant provisions of the Trust Agreement and the form of Authorized Purchaser Agreement for more detail, each of which has been incorporated by reference as an exhibit to the registration statement for each of the Funds.

### **The Flow of Shares**



### *Calculating the Net Asset Value*

The NAV of each Fund is calculated by:

• Taking the current market value of its total assets, and

• Subtracting any liabilities.

The Administrator, the Bank of New York Mellon, calculates the NAV of each Fund once each trading day. It calculates NAV as of the earlier of the close of the New York Stock Exchange or 4:00 p.m., New York time. The NAV for a particular trading day will be released after 4:15 p.m., New York time.

In determining the value of the Futures Contracts for each Fund, the Administrator uses the closing price on the exchange on which the commodity is traded, commonly referred to as the settlement price. The time of settlement for each exchange is determined by that exchange and may change from time to time. The current settlement time for each exchange can be found at the appropriate website which are:

- 1) for the CBOT (CORN, SOYB and WEAT) [http://www.cmegroup.com/trading\\_hours/commodities-hours.html](http://www.cmegroup.com/trading_hours/commodities-hours.html);
- 2) for the NYMEX (CRUD and NAGS) [http://www.cmegroup.com/trading\\_hours/energy-hours.html](http://www.cmegroup.com/trading_hours/energy-hours.html);
- 3) for ICE (CANE) <http://www.theice.com/productguide/Search.shtml?tradingHours=>.

The Administrator determines the value of all other investments for each Fund as of the earlier of the close of the New York Stock Exchange or 4:00 p.m., New York time, in accordance with the current Services Agreement between the Administrator and the Trust.

The value of Cleared Swaps and over-the-counter Interests will be determined based on the value of the commodity or Futures Contract underlying such Interest, except that a fair value may be determined if the Sponsor believes that a Fund is subject to significant credit risk relating to the counterparty to such Interest. For purposes of financial statements and reports, the Sponsor will recalculate the NAV of a specific Fund where necessary to reflect the “fair value” of a Futures Contract when the Futures Contract of such Fund closes at its price fluctuation limit for the day. Treasury Securities held by the Fund are valued by the Administrator using values received from recognized third-party vendors (such as Reuters) and dealer quotes. The NAV includes any unrealized profit or loss on open Interests and any other credit or debit accruing to each Fund but unpaid or not received by the Fund.



In addition, in order to provide updated information relating to the Funds for use by investors and market professionals, the NYSE Arca calculates and disseminates throughout the trading day an updated indicative fund value for each Fund. The indicative fund value is calculated by using the prior day's closing NAV per share of the Fund as a base and updating that value throughout the trading day to reflect changes in the value of the Fund's commodity Interests during the trading day. Changes in the value of Treasury Securities and cash equivalents will not be included in the calculation of indicative value. For this and other reasons, the indicative fund value disseminated during NYSE Arca trading hours should not be viewed as an actual real time update of the NAV for each Fund. The NAV is calculated only once at the end of each trading day.

The indicative fund value is disseminated on a per share basis every 15 seconds during regular NYSE Arca trading hours of 9:30 a.m., New York time, to 4:00 p.m., New York time. The CBOT, the NYMEX and the ICE are generally open for trading only during specified hours which vary by exchange and may be adjusted by the exchange. However, the futures markets on these exchanges do not currently operate twenty-four hours per day. In addition, there may be some trading hours which may be limited to electronic trading only. This means that there is a gap in time at the beginning and the end of each day during which the Fund's Shares are traded on the NYSE Arca, when, for example, real-time CBOT trading prices for Corn Futures Contracts traded on such Exchange are not available. As a result, during those gaps there will be no update to the indicative fund values. The most current trading hours for each exchange may be found on the website of that exchange as listed above.

The NYSE Arca disseminates the indicative fund value through the facilities of CTA/CQ High Speed Lines. In addition, the indicative fund value is published on the NYSE Arca's website and is available through on-line information services such as Bloomberg and Reuters.

Dissemination of the indicative fund values provides additional information that is not otherwise available to the public and is useful to investors and market professionals in connection with the trading of Shares of the Funds on the NYSE Arca. Investors and market professionals are able throughout the trading day to compare the market price of each Fund and its indicative fund value. If the market price of the Shares of a Fund diverges significantly from the indicative fund value, market professionals may have an incentive to execute arbitrage trades. For example, if the Fund appears to be trading at a discount compared to the indicative fund value, a market professional could buy Fund Shares on the NYSE Arca, aggregate them into Redemption Baskets, and receive the NAV of such Shares by redeeming them to the Trust, provided that there is not a minimum number of shares outstanding for the Fund. Such arbitrage trades can tighten the tracking between the market price of the Fund and the indicative fund value.

### ***Creation Procedures***

On any business day, an Authorized Purchaser may place an order with the transfer agent to create one or more baskets for a Fund. For purposes of processing purchase and redemption orders, a “business day” means any day other than a day when any of the NYSE Arca, CBOT, ICE, or the New York Stock Exchange is closed for regular trading. Purchase orders must be placed by noon New York time or the close of regular trading on the New York Stock Exchange, whichever is earlier for CRUD, CANE, TAGS and NAGS and by 1:15pm New York time or the close of regular trading on the New York Stock Exchange, whichever is earlier for CORN, SOYB and WEAT. The day on which the Custodian receives a valid purchase order is referred to as the purchase order date.

By placing a purchase order, an Authorized Purchaser agrees to deposit Treasury Securities, cash, commodity futures or shares of the Underlying Funds or a combination thereof with the Trust, as described below. Prior to the delivery of baskets for a purchase order, the Authorized Purchaser must also have wired to the Custodian the non-refundable transaction fee due for the purchase order. Authorized Purchasers may not withdraw a purchase order without the prior consent of the Sponsor in its discretion.

### ***Determination of Required Deposits***

The total deposit required to create each basket (Creation Basket Deposit) is the amount of Treasury Securities, cash and/or commodity futures that is in the same proportion to the total assets of the applicable Fund (net of estimated accrued but unpaid fees, expenses and other liabilities) on the purchase order date as the number of Shares to be created under the purchase order is in proportion to the total number of Shares outstanding on the purchase order date. The Sponsor determines, directly in its sole discretion or in consultation with the Custodian, the requirements for Treasury Securities, cash and/or commodity futures, including the remaining maturities of the Treasury Securities and proportions of Treasury Securities that may be included in deposits to create baskets. If Treasury Securities are to be included in a Creation Basket Deposit for orders placed on a given business day, the Distributor will publish an estimate of the Creation Basket Deposit requirements at the beginning of such day.

### ***Delivery of Required Deposits***

An Authorized Purchaser who places a purchase order is responsible for transferring to the account of that Fund with the Custodian the required amount of securities, commodity futures and/or cash by the end of the next business day following the purchase order date or by the end of such later business day, not to exceed three business days after the purchase order date, as agreed to between the Authorized Purchaser and the Custodian when the purchase order is placed (the “Purchase Settlement Date”). Upon receipt of the deposit amount, the Custodian will direct DTC to credit the number of baskets ordered for the specific Fund to the Authorized Purchaser’s DTC account on the Purchase Settlement Date.

Because orders to purchase baskets must be placed by noon or 1:15pm, New York time, depending on the Fund, but the total payment required to create a basket during the continuous offering period will not be determined until 4:00 p.m., New York time, on the date the purchase order is received, Authorized Purchasers will not know the total amount of the payment required to create a basket at the time they submit an irrevocable purchase order for the basket. The Fund's NAV and the total amount of the payment required to create a basket could rise or fall substantially between the time an irrevocable purchase order is submitted and the time the amount of the purchase price in respect thereof is determined.

### ***Rejection of Purchase Orders***

The Sponsor acting by itself or through the Distributor or Custodian may reject a purchase order or a Creation Basket Deposit if:

- it determines that, due to position limits or otherwise, investment alternatives that will enable that Fund to meet its investment objective are not available or practicable at that time;
- it determines that the purchase order or the Creation Basket Deposit is not in proper form;
- it believes that acceptance of the purchase order or the Creation Basket Deposit would have adverse tax consequences to that Fund or its Shareholders;
- the acceptance or receipt of the Creation Basket Deposit would, in the opinion of counsel to the Sponsor, be unlawful;
- circumstances outside the control of the Sponsor, Distributor or Custodian make it, for all practical purposes, not feasible to process creations of baskets;
- there is a possibility that any or all of the Benchmark Component Futures Contracts of the Fund on the applicable exchange from which the NAV of the Fund is calculated will be priced at a daily price limit restriction; or
- if, in the sole discretion of the Sponsor, the execution of such an order would not be in the best interest of the Fund or its Shareholders.

None of the Sponsor, Distributor or Custodian will be liable for the rejection of any purchase order or Creation Basket Deposit.



In addition, the Sponsor may reject a previously placed purchase order at any time prior to the order cut-off time, if in the sole discretion of the Sponsor, the execution of such an order would not be in the best interest of a Fund or its Shareholders.

### ***Redemption Procedures***

The procedures by which an Authorized Purchaser can redeem one or more baskets mirror the procedures for the creation of baskets. On any business day, an Authorized Purchaser may place an order with the Distributor to redeem one or more baskets. Redemption orders must be placed by noon or 1:15 pm, New York time, depending on the Fund, or the close of regular trading on the New York Stock Exchange, whichever is earlier. A redemption order so received will be effective on the date it is received in satisfactory form by the Custodian. The redemption procedures allow Authorized Purchasers to redeem baskets and do not entitle an individual Shareholder to redeem any Shares in an amount less than a Redemption Basket, or to redeem baskets other than through an Authorized Purchaser. By placing a redemption order, an Authorized Purchaser agrees to deliver the baskets to be redeemed through DTC's book-entry system to a Fund by the end of the next business day following the effective date of the redemption order for all funds other than TAGS or by the end of the third business day for TAGS, or by the end of such later business day, not to exceed three business days after the effective date of the redemption order, as agreed to between the Authorized Purchaser and the Distributor when the redemption order is placed (the "Redemption Settlement Date"). Prior to the delivery of the redemption distribution for a redemption order, the Authorized Purchaser must also have wired to the Sponsor's account at the Custodian the non-refundable transaction fee due for the redemption order. An Authorized Purchaser may not withdraw a redemption order without the prior consent of the Sponsor in its discretion.

### ***Determination of Redemption Distribution***

The redemption distribution from a Fund will consist of a transfer to the redeeming Authorized Purchaser of an amount of securities, commodity futures and/or cash that is in the same proportion to the total assets of the Fund (net of estimated accrued but unpaid fees, expenses and other liabilities) on the date the order to redeem is properly received as the number of Shares to be redeemed under the redemption order is in proportion to the total number of Shares outstanding on the date the order is received. The Sponsor, directly or in consultation with the Custodian, determines the requirements for securities, commodity futures and/or cash, including the remaining maturities of the Treasury Securities and proportions of Treasury Securities and cash that may be included in distributions to redeem baskets. If Treasury Securities are to be included in a redemption distribution for orders placed on a given business day, the Custodian will publish an estimate of the redemption distribution composition as of the beginning of such day.

### ***Delivery of Redemption Distribution***

The redemption distribution due from a Fund will be delivered to the Authorized Purchaser on the Redemption Settlement Date if the Fund's DTC account has been credited with the baskets to be redeemed. If the Fund's DTC account has not been credited with all of the baskets to be redeemed by the end of such date, the redemption distribution will be delivered to the extent of whole baskets received. Any remainder of the redemption distribution will be delivered on the next business day after the Redemption Settlement Date to the extent of remaining whole baskets received if the Sponsor receives the fee applicable to the extension of the Redemption Settlement Date which the Sponsor may, from time to time, determine and the remaining baskets to be redeemed are credited to the Fund's DTC account on such next business day. Any further outstanding amount of the redemption order shall be cancelled. Pursuant to information from the Sponsor, the Custodian will also be authorized to deliver the redemption distribution notwithstanding that the baskets to be redeemed are not credited to the Fund's DTC account by noon New York time on the Redemption Settlement Date if the Authorized Purchaser has collateralized its obligation to deliver the baskets through DTC's book entry-system on such terms as the Sponsor may from time to time determine.

### ***Suspension or Rejection of Redemption Orders***

The Sponsor may, in its discretion, suspend the right of redemption, or postpone the redemption settlement date, (1) for any period during which the NYSE Arca, CBOT, NYMEX or ICE is closed other than customary weekend or holiday closings, or trading on the NYSE Arca or any of the applicable exchanges, is suspended or restricted, (2) for any period during which an emergency exists as a result of which delivery, disposal or evaluation of Treasury Securities is not reasonably practicable, (3) for such other period as the Sponsor determines to be necessary for the protection of the Shareholders, (4) if there is a possibility that any or all of the Benchmark Component Futures Contracts of the applicable Fund on the exchange from which the NAV of the Fund is calculated will be priced at a daily price limit restriction, or (5) if, in the sole discretion of the Sponsor, the execution of such an order would not be in the best interest of the Fund or its Shareholders.

For example, the Sponsor may determine that it is necessary to suspend redemptions to allow for the orderly liquidation of a Fund's assets at an appropriate value to fund a redemption. If the Sponsor has difficulty liquidating a Fund's positions, e.g., because of a market disruption event in the futures markets or an unanticipated delay in the liquidation of a position in an over-the-counter contract, it may be appropriate to suspend redemptions until such time as such circumstances are rectified. None of the Sponsor, the Distributor, or the Custodian will be liable to any person or in any way for any loss or damages that may result from any such suspension or postponement.

Redemption orders must be made in whole baskets. The Sponsor will reject a redemption order if the order is not in proper form as described in the Authorized Purchaser Agreement or if the fulfillment of the order, in the opinion of its counsel, might be unlawful. The Sponsor may also reject a redemption order if the number of Shares being redeemed would reduce the remaining outstanding Shares below the minimum levels established or less, unless the Sponsor has reason to believe that the placer of the redemption order does in fact possess all the outstanding Shares and can deliver them. As of December 31, 2013 these minimum levels are as follows:

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CORN: 50,000 shares representing 2 baskets (1,550,004 shares outstanding as of December 31, 2013; 3,825,004 shares outstanding as of March 9, 2014)

NAGS: 100,000 shares representing 2 baskets (150,004 shares outstanding as of December 31, 2013 and as of March 9, 2014)

CRUD: 50,000 shares representing 2 baskets (minimum level of shares outstanding as of December 31, 2013 and as of March 9, 2014)

SOYB: 50,000 shares representing 2 baskets (175,004 shares outstanding as of December 31, 2013 and as of March 9, 2014)

CANE: 50,000 shares representing 2 baskets (175,004 shares outstanding as of December 31, 2013; 200,004 shares outstanding as of March 9 2014)

WEAT: 50,000 shares representing 2 baskets (475,004 shares outstanding as of December 31, 2013; 825,004 shares outstanding as of March 9, 2014)

TAGS: 50,000 shares representing 2 baskets (minimum level of shares outstanding as of December 31, 2013 and as of March 9, 2014)

If a Fund has a minimum number of shares outstanding, this means that there can be no redemptions of shares until there is a creation of shares or unless the Sponsor has reason to believe that the placer of the redemption order does in fact possess all the outstanding Shares in the Fund and can deliver them. When there can be no redemption of shares, the price of the Fund, as represented by the bid and the ask, compared to the NAV may diverge more than would be the case if redemptions could occur.

### *Creation and Redemption Transaction Fees*

To compensate the Sponsor for its expenses in connection with the creation and redemption of baskets, an Authorized Purchaser is required to pay a transaction fee to the Sponsor. The fees as of December 31, 2013 are as follows:

#### **NAGS (50,000 units per basket)**

Creation Fee \$500 per order  
Redemption Fee \$500 per basket

#### **CORN, CRUD, CANE, WEAT, SOYB, and TAGS (25,000 units per basket)**

Creation Fee \$250 per basket order, max \$500 per day (2 or more basket orders, no order limit)  
Redemption Fee \$250 per basket

The transaction fees may be reduced, increased or otherwise changed by the Sponsor. The Sponsor shall notify DTC of any change in a transaction fee and will not implement any increase in the fee for the redemption of baskets until 30 days after the date of the notice.

### ***Tax Responsibility***

Authorized Purchasers are responsible for any transfer tax, sales or use tax, stamp tax, recording tax, value added tax or similar tax or governmental charge applicable to the creation or redemption of baskets, regardless of whether or not such tax or charge is imposed directly on the Authorized Purchaser, and agree to indemnify the Sponsor and the Fund if they are required by law to pay any such tax, together with any applicable penalties, additions to tax and interest thereon.

### **The Trust Agreement**

The following paragraphs are a summary of certain provisions of the Trust Agreement. The following discussion is qualified in its entirety by reference to the Trust Agreement.

### ***Authority of the Sponsor***

The Sponsor is generally authorized to perform all acts deemed necessary to carry out the purposes of the Trust and to conduct the business of the Trust. The Trust and the Fund will continue to exist until terminated in accordance with the Trust Agreement. The Sponsor's authority includes, without limitation, the right to take the following actions:

- To enter into, execute, deliver and maintain contracts, agreements and any other documents as may be in furtherance of the Trust's purpose or necessary or appropriate for the offer and sale of the Shares and the conduct of Trust activities;
- To establish, maintain, deposit into, sign checks and otherwise draw upon accounts on behalf of the Trust with appropriate banking and savings institutions, and execute and accept any instrument or agreement incidental to the Trust's business and in furtherance of its purposes;
- To supervise the preparation and filing of any registration statement (and supplements and amendments thereto) for the Fund;
- To adopt, implement or amend, from time to time, such disclosure and financial reporting, information gathering and control policies and procedures as are necessary or desirable to ensure compliance with applicable disclosure and financial reporting obligations under any applicable securities laws;





- To make any necessary determination or decision in connection with the preparation of the Trust's financial statements and amendments thereto;
- To prepare, file and distribute, if applicable, any periodic reports or updates that may be required under the 1934 Act, the CEA or rules and regulations promulgated thereunder;
- To pay or authorize the payment of distributions to the Shareholders and expenses of the Fund;
  - To make any elections on behalf of the Trust under the Code, or any other applicable U.S. federal or state tax law as the Sponsor shall determine to be in the best interests of the Trust; and
- In its sole discretion, to determine to admit an affiliate or affiliates of the Sponsor as additional Sponsors.

***The Sponsor's Obligations***

In addition to the duties imposed by the Delaware Trust Statute and under the Trust Agreement, the Sponsor has the following obligations as a sponsor of the Trust:

- Devote to the business and affairs of the Trust such of its time as it determines in its discretion (exercised in good faith) to be necessary for the benefit of the Trust and the shareholders of the Teucrium Funds;
- Execute, file, record and/or publish all certificates, statements and other documents and do any and all other things as may be appropriate for the formation, qualification and operation of the Trust and for the conduct of its business in all appropriate jurisdictions;
- Appoint and remove independent public accountants to audit the accounts of the Trust and employ attorneys to represent the Trust;
- Use its best efforts to maintain the status of the Trust and each Teucrium Fund as a statutory trust for state law purposes and as a partnership for U.S. federal income tax purposes;
- Invest, reinvest, hold uninvested, sell, exchange, write options on, lease, lend and, subject to certain limitations set forth in the Trust Agreement, pledge, mortgage and hypothecate the estate of each Teucrium Fund in accordance with the purposes of the Trust and any registration statement filed on behalf of a Fund, the Underlying Funds or any other Teucrium Funds;
- Have fiduciary responsibility for the safekeeping and use of the Trust's assets, whether or not in the Sponsor's immediate possession or control;
- Enter into and perform agreements with Authorized Purchasers, receive from Authorized Purchasers and process properly submitted purchase orders, receive Creation Basket Deposits, deliver or cause the delivery of Creation Baskets to the Depository for the account of the Authorized Purchaser submitting a purchase order;
- Receive from Authorized Purchasers and process, or cause the Distributor or other Fund service provider to process, properly submitted redemption orders, receive from the redeeming Authorized Purchasers through the Depository, and thereupon cancel or cause to be cancelled, Shares corresponding to the Redemption Baskets to be redeemed;
- Interact with the Depository; and
- Delegate duties to one or more administrators, as the Sponsor determines.

To the extent that, at law (common or statutory) or in equity, the Sponsor has duties (including fiduciary duties) and liabilities relating thereto to the Trust, the Fund or any other Teucrium Fund, the Shareholders or to any other person, the Sponsor will not be liable to the Trust, the Fund or any other Teucrium Fund, the Shareholders or to any other person for its good faith reliance on the provisions of the Trust Agreement or this prospectus (or the prospectus applicable to such other Teucrium Fund) unless such reliance constitutes gross negligence or willful misconduct on the part of the Sponsor.

***Liability and Indemnification***

Under the Trust Agreement, the Sponsor, the Trustee and their respective Affiliates (collectively, Covered Persons) shall have no liability to the Trust, the Funds, or to any Shareholder for any loss suffered by the Trust or the Funds which arises out of any action or inaction of such Covered Person if such Covered Person, in good faith, determined that such course of conduct was in the best interest of the Trust or the Funds and such course of conduct did not constitute gross negligence or willful misconduct of such Covered Person. A Covered Person shall not be liable for the conduct or willful misconduct of any administrator or other delegatee selected by the Sponsor with reasonable care, provided, however, that the Trustee and its Affiliates shall not, under any circumstances be liable for the conduct or willful misconduct of any administrator or other delegatee or any other person selected by the Sponsor to provide services to the Trust.

The Trust Agreement also provides that the Sponsor shall be indemnified by the Trust (or by a series separately to the extent the matter in question relates to a single series or disproportionately affects a specific series in relation to other series) against any losses, judgments, liabilities, expenses and amounts paid in settlement of any claims sustained by it in connection with its activities for the Trust, provided that (i) the Sponsor was acting on behalf of or performing services for the Trust and has determined, in good faith, that such course of conduct was in the best interests of the Trust and such liability or loss was not the result of gross negligence, willful misconduct, or a breach of the Trust Agreement on the part of the Sponsor and (ii) any such indemnification will only be recoverable from the assets of the applicable series. The Sponsor's rights to indemnification permitted under the Trust Agreement shall not be affected by the dissolution or other cessation to exist of the Sponsor, or the withdrawal, adjudication of bankruptcy or insolvency of the Sponsor, or the filing of a voluntary or involuntary petition in bankruptcy under Title 11 of the Bankruptcy Code by or against the Sponsor.

Notwithstanding the above, the Sponsor shall not be indemnified for any losses, liabilities or expenses arising from or out of an alleged violation of U.S. federal or state securities laws unless (i) there has been a successful adjudication on the merits of each count involving alleged securities law violations as to the particular indemnitee and the court approves the indemnification of such expenses (including, without limitation,

litigation costs), (ii) such claims have been dismissed with prejudice on the merits by a court of competent jurisdiction as to the particular indemnitee and the court approves the indemnification of such expenses (including, without limitation, litigation costs), or (iii) a court of competent jurisdiction approves a settlement of the claims against a particular indemnitee and finds that indemnification of the settlement and related costs should be made.

The payment of any indemnification shall be allocated, as appropriate, among the Trust's series. The Trust and its series shall not incur the cost of that portion of any insurance which insures any party against any liability, the indemnification of which is prohibited under the Trust Agreement.

Expenses incurred in defending a threatened or pending action, suit or proceeding against the Sponsor shall be paid by the Trust in advance of the final disposition of such action, suit or proceeding, if (i) the legal action relates to the performance of duties or services by the Sponsor on behalf of the Trust; (ii) the legal action is initiated by a party other than the Trust; and (iii) the Sponsor undertakes to repay the advanced funds with interest to the Trust in cases in which it is not entitled to indemnification.

The Trust Agreement provides that the Sponsor and the Trust shall indemnify the Trustee and its successors, assigns, legal representatives, officers, directors, shareholders, employees, agents and servants (the Trustee Indemnified Parties) against any liabilities, obligations, losses, damages, penalties, taxes, claims, actions, suits, costs, expenses or disbursements which may be imposed on a Trustee Indemnified Party relating to or arising out of the formation, operation or termination of the Trust, the execution, delivery and performance of any other agreements to which the Trust is a party, or the action or inaction of the Trustee under the Trust Agreement or any other agreement, except for expenses resulting from the gross negligence or willful misconduct of a Trustee Indemnified Party. Further, certain officers of the Sponsor are insured against liability for certain errors or omissions which an officer may incur or that may arise out of his or her capacity as such.

In the event the Trust is made a party to any claim, dispute, demand or litigation or otherwise incurs any liability or expense as a result of or in connection with any Shareholder's (or assignee's) obligations or liabilities unrelated to the Trust business, such Shareholder (or assignees cumulatively) is required under the Trust Agreement to indemnify the Trust for all such liability and expense incurred, including attorney and accountant fees.

### ***Withdrawal of the Sponsor***

The Sponsor may withdraw voluntarily as the Sponsor of the Trust only upon ninety (90) days' prior written notice to the holders of the Trust's outstanding shares and the Trustee. If the withdrawing Sponsor is the last remaining Sponsor, shareholders holding a majority (over 50%) of the outstanding shares of the Teucrium Funds voting together as a single class (not including shares acquired by the Sponsor through its initial capital contribution) may vote to elect a successor Sponsor. The successor Sponsor will continue the business of the Trust. Shareholders have no right to remove the Sponsor.

In the event of withdrawal, the Sponsor is entitled to a redemption of the shares it acquired through its initial capital contribution to any of the series of the Trust at their NAV per share. If the Sponsor withdraws and a successor Sponsor is named, the withdrawing Sponsor shall pay all expenses as a result of its withdrawal.

### ***Meetings***

Meetings of the Shareholders of the Trust's Series may be called by the Sponsor and will be called by it upon the written request of Shareholders holding at least 25% of the Shares of the Trust or the Fund, as applicable (not including Shares acquired by the Sponsor through its initial capital contribution), to vote on any matter with respect to which Shareholders have a right to vote under the Trust Agreement. The Sponsor shall deposit in the United States mail or electronically transmit written notice to all Shareholders of the Fund of the meeting and the purpose of the meeting, which shall be held on a date not less than 30 nor more than 60 days after the date of mailing of such notice, at a reasonable time and place. When the meeting is being requested by Shareholders, the notice of the meeting shall be mailed or transmitted within 45 days after receipt of the written request from Shareholders. Any notice of meeting shall be accompanied by a description of the action to be taken at the meeting. Shareholders may vote in person or by proxy at any such meeting. Any action required or permitted to be taken by Shareholders by vote may be taken without a meeting by written consent setting forth the actions so taken. Such written consents shall be treated for all purposes as votes at a meeting. If the vote or consent of any Shareholder to any action of the Trust, a Fund, the Funds or any Shareholder, as contemplated by the Trust Agreement, is solicited by the Sponsor, the solicitation shall be effected by notice to each Shareholder given in the manner provided in accordance with the Trust Agreement.

### ***Voting Rights***

Shareholders have very limited voting rights. Specifically, the Trust Agreement provides that shareholders of the Teucrium Funds holding shares representing at least a majority (50%) of the outstanding shares of the Teucrium Funds voting together as a single class (excluding shares acquired by the Sponsor in connection with its initial capital contribution to any Trust series) may vote to (i) continue the Trust by electing a successor Sponsor as described above, and (ii) approve amendments to the Trust Agreement that impair the right to surrender Redemption Baskets for redemption. (Trustee consent to any amendment to the Trust Agreement is required if the Trustee reasonably believes that such amendment adversely affects any of its rights, duties or liabilities.) In addition, shareholders of the Teucrium Funds holding shares representing seventy-five percent (75%) of the outstanding shares of the Teucrium Funds, voting together as a single class (excluding shares acquired by the Sponsor in connection with its initial capital contribution to any Trust series) may vote to dissolve the Trust upon not less than ninety (90) days'

notice to the Sponsor. Shareholders have no voting rights with respect to the Trust or a Fund except as expressly provided in the Trust Agreement. For TAGS, fund Shareholders have no voting rights with respect to shares of the Underlying Funds held by that Fund.

### ***Limited Liability of Shareholders***

Shareholders shall be entitled to the same limitation of personal liability extended to stockholders of private corporations for profit organized under the general corporation law of Delaware, and no Shareholder shall be liable for claims against, or debts of the Trust or the Fund in excess of his share of a Fund's assets. The Trust or a Fund shall not make a claim against a Shareholder with respect to amounts distributed to such Shareholder or amounts received by such Shareholder upon redemption unless, under Delaware law, such Shareholder is liable to repay such amount.

The Trust or a Fund shall indemnify to the full extent permitted by law and the Trust Agreement each Shareholder (excluding the Sponsor to the extent of its ownership of any Shares acquired through its initial capital contribution) against any claims of liability asserted against such Shareholder solely because of its ownership of Shares (other than for taxes on income from Shares for which such Shareholder is liable).

Every written note, bond, contract, instrument, certificate or undertaking made or issued by the Sponsor on behalf of the Trust or a Fund shall give notice to the effect that the same was executed or made by or on behalf of the Trust or a Fund and that the obligations of such instrument are not binding upon the Shareholders individually but are binding only upon the assets and property of a Fund and no recourse may be had with respect to the personal property of a Shareholder for satisfaction of any obligation or claim.

### **The Sponsor Has Conflicts of Interest**

There are present and potential future conflicts of interest in the Trust's structure and operation you should consider before investing in any of the Teucrium Funds. The Sponsor may use this notice of conflicts as a defense against any claim or other proceeding made.

The Sponsor's principals, officers and employees do not devote their time exclusively to the Fund. Under the organizational documents of the Sponsor, Mr. Sal Gilbertie and Mr. Dale Riker are obligated to use commercially reasonable efforts to manage the Sponsor, devote such amount of time to the Sponsor as would be consistent with their roles in similarly placed commodity pool operators, and remain active in managing the Sponsor until they are no longer managing members of the Sponsor or the Sponsor dissolves. In addition, the Sponsor expects that operating the Teucrium Funds will generally constitute the principal and a full-time business activity of its principals, officers and employees. Notwithstanding these obligations and expectations, the Sponsor's principals may be directors,

officers or employees of other entities, and may manage assets of other entities, including the other Teucrium Funds, through the Sponsor or otherwise. In particular, the principals could have a conflict between their responsibilities to the Funds on the one hand and to those other entities on the other. The Sponsor believes that it currently has sufficient personnel, time, and working capital to discharge its responsibilities to the Funds in a fair manner and that these persons' conflicts should not impair their ability to provide services to the Funds. However, it is not possible to quantify the proportion of their time that the Sponsor's personnel will devote to the Funds and its management.

The Sponsor and its principals, officers and employees may trade futures and related contracts for their own accounts. Shareholders will not be permitted to inspect the trading records of such persons or any written policies of the Sponsor related to such trading. A conflict of interest may exist if their trades are in the same markets and at approximately the same times as the trades for the Funds. A potential conflict also may occur when the Sponsor's principals trade their accounts more aggressively or take positions in their accounts which are opposite, or ahead of, the positions taken by the Funds.

The Sponsor has sole current authority to manage the investments and operations of the Funds, and this may allow it to act in a way that furthers its own interests rather than your best interests. Shareholders have very limited voting rights, which will limit the ability to influence matters such as amendment of the Trust Agreement, change in the Funds' basic investment policies, or dissolution of a Fund or the Trust.

The Sponsor serves as the Sponsor to the Teucrium Funds, and may in the future serve as the Sponsor or investment adviser to commodity pools other than the Teucrium Funds. The Sponsor may have a conflict to the extent that its trading decisions for the Funds may be influenced by the effect they would have on the other pools it manages. In addition, the Sponsor may be required to indemnify the officers and directors of the other pools, if the need for indemnification arises. This potential indemnification will cause the Sponsor's assets to decrease. If the Sponsor's other sources of income are not sufficient to compensate for the indemnification, it could cease operations, which could in turn result in Fund losses and/or termination of one or more Funds.

If the Sponsor acquires knowledge of a potential transaction or arrangement that may be an opportunity for a Fund, it shall have no duty to offer such opportunity to that Fund. The Sponsor will not be liable to the Funds or the Shareholders for breach of any fiduciary or other duty if Sponsor pursues such opportunity or directs it to another person or does not communicate such opportunity to the Funds. Neither the Funds nor any Shareholder has any rights or obligations by virtue of the Trust Agreement, the trust relationship created thereby, or the prospectus of any Fund in such business ventures or the income or profits derived from such business ventures. The pursuit of such business ventures, even if competitive with the activities of the Funds, will not be deemed wrongful or improper.

### ***Resolution of Conflicts Procedures***

The Trust Agreement provides that whenever a conflict of interest exists between the Sponsor or any of its Affiliates, on the one hand, and the Trust, any shareholder of a Trust series, or any other person, on the other hand, the Sponsor shall resolve such conflict of interest, take such action or provide such terms, considering in each case the relative interest of each party (including its own interest) to such conflict, agreement, transaction or situation and the benefits and burdens relating to such interests, any customary or accepted industry practices, and any applicable generally accepted accounting practices or principles. In the absence of bad faith by the Sponsor, the resolution, action or terms so made, taken or provided by the Sponsor shall not constitute a breach of the Trust Agreement or any other agreement contemplated therein or of any duty or obligation of the Sponsor at law or in equity or otherwise.

The Sponsor or any affiliate thereof may engage in or possess an interest in other profit-seeking or business ventures of any nature or description, independently or with others, whether or not such ventures are competitive with the Trust and the doctrine of corporate opportunity, or any analogous doctrine, shall not apply to the Sponsor. If the Sponsor acquires knowledge of a potential transaction, agreement, arrangement or other matter that may be an opportunity for the Trust, it shall have no duty to communicate or offer such opportunity to the Trust, and the Sponsor shall not be liable to the Trust or to the Shareholders for breach of any fiduciary or other duty by reason of the fact that the Sponsor pursues or acquires for, or directs such opportunity to, another person or does not communicate such opportunity or information to the Trust. Neither the Trust nor any Shareholder shall have any rights or obligations by virtue of the Trust Agreement or the trust relationship created thereby in or to such independent ventures or the income or profits or losses derived therefrom, and the pursuit of such ventures, even if competitive with the activities of the Trust, shall not be deemed wrongful or improper. Except to the extent expressly provided in the Trust Agreement, the Sponsor may engage or be interested in any financial or other transaction with the Trust, the Shareholders or any affiliate of the Trust or the Shareholders.

### **Regulatory Considerations**

The regulation of futures markets, futures contracts, and futures exchanges has historically been comprehensive. The CFTC and the exchanges are authorized to take extraordinary actions in the event of a market emergency including, for example, the retroactive implementation of speculative position limits, increased margin requirements, the establishment of daily price limits and the suspension of trading.

The regulation of commodity interest transactions in the United States is a rapidly changing area of law and is subject to ongoing modification by governmental and judicial action. Considerable regulatory attention has been focused on non-traditional investment pools that are publicly distributed in the United States. There is a possibility of future regulatory changes within the United States altering, perhaps to a material extent, the nature of an investment in the Funds, or the ability of a Fund to continue to implement its investment strategy. In addition, various national governments outside of the United States have expressed concern regarding the disruptive effects of speculative trading in the commodities markets and the need to regulate the derivatives markets in general. The effect of any future regulatory change on the Funds is impossible to predict but could be substantial and adverse.



Futures exchanges in the United States are subject to varying degrees of regulation under the Commodity Exchange Act (“CEA”) depending on whether such exchange is a designated contract market, exempt board of trade or electronic trading facility. Clearing organizations are also subject to the CEA and the rules and regulations adopted thereunder as administered by the CFTC. The CFTC’s function is to implement the CEA’s objectives of preventing price manipulation and excessive speculation and promoting orderly and efficient commodity interest markets. In addition, the various exchanges and clearing organizations themselves exercise regulatory and supervisory authority over their member firms.

The CFTC also regulates the activities of “commodity trading advisors” and “commodity pool operators” (“CPO”) and the CFTC has adopted regulations with respect to such persons’ activities. Pursuant to its authority, the CFTC requires a CPO, such as the Sponsor, to keep accurate, current and orderly records with respect to each pool it operates. The CFTC may suspend, modify or terminate the registration of any registrant for failure to comply with CFTC rules or regulations. Suspension, restriction or termination of the Sponsor’s registration as a CPO would prevent it, until such time (if any) as such registration were to be reinstated, from managing, and might result in the termination of, the Funds.

Under certain circumstances, the CEA grants unitholders the right to institute a reparations proceeding before the CFTC against the Sponsor (as a registered commodity pool operator), as well as its respective employees who are required to be registered under the CEA. Unitholders may also be able to maintain a private right of action for certain violations of the CEA.

Pursuant to authority in the CEA, the National Futures Association (“NFA”) has been formed and registered with the CFTC as a registered futures association. The NFA promulgates rules governing the conduct of commodity professionals and disciplines those professionals that do not comply with such standards. The CFTC has delegated to the NFA responsibility for the registration of commodity pool operators.

The regulations of the CFTC and the NFA prohibit any representation by a person registered with the CFTC or by any member of the NFA, that registration with the CFTC, or membership in the NFA, in any respect indicates that the CFTC or the NFA, as the case may be, has approved or endorsed that person or that person’s trading program or objectives. The registrations and memberships of the parties described in this summary must not be considered as constituting any such approval or endorsement. Likewise, no futures exchange has given or will give any similar approval or endorsement.

The CEA requires all FCMs, such as the Funds’ clearing brokers, to meet and maintain specified fitness and financial requirements, to segregate customer funds from proprietary funds and account separately for all customers’ funds and positions, and to maintain specified books and records open to inspection by the staff of the CFTC. The CFTC has similar authority over introducing brokers, or persons who solicit or accept orders for commodity interest trades but who do not accept margin deposits for the execution of trades. The CEA authorizes the CFTC to regulate trading by FCMs and by their officers and directors, permits the CFTC to require action by exchanges in the event of market

emergencies, and establishes an administrative procedure under which customers may institute complaints for damages arising from alleged violations of the CEA. The CEA also gives the states powers to enforce its provisions and the regulations of the CFTC.

On November 14, 2013, the CFTC published final regulations that require enhanced customer protections, risk management programs, internal monitoring and controls, capital and liquidity standards, customer disclosures and auditing and examination programs for FCMs. The rules are intended to afford greater assurances to market participants that customer segregated funds and secured amounts are protected, customers are provided with appropriate notice of the risks of futures trading and of the FCMs with which they may choose to do business, FCMs are monitoring and managing risks in a robust manner, the capital and liquidity of FCMs are strengthened to safeguard the continued operations and the auditing and examination programs of the CFTC and the self-regulatory organizations are monitoring the activities of FCMs in a thorough manner.

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) was enacted in response to the economic crisis of 2008 and 2009 and it significantly altered the regulatory regime to which the securities and commodities markets are subject. To date, the CFTC has issued proposed versions of all of the rules it is required to promulgate under the Dodd-Frank Act, and it continues to issue proposed versions of additional rules that it has authority to promulgate. The CFTC has issued final rules under the Dodd-Frank Act relating to recordkeeping and reporting of swap transactions, mandatory clearing of certain classes of credit default swaps and interest rate swaps, as well as the definition of key terms such as “swap” and “swap dealer.” Provisions of the new law include the requirement that position limits be established on a wide range of commodity interests, including agricultural, energy, and metal-based commodity futures contracts, options on such futures contracts and cleared and uncleared swaps that are economically equivalent to such futures contracts and options (“Reference Contracts”); new registration and recordkeeping requirements for swap market participants; capital and margin requirements for “swap dealers” and “major swap participants,” as determined by the new law and applicable regulations; and the mandatory use of clearinghouse mechanisms for sufficiently standardized swap transactions that were historically entered into in the over-the-counter market.

The CFTC published final rules on February 17, 2012 and April 3, 2012 that require “swap dealers” and “major swap participants” to: 1) adhere to business conduct standards, 2) implement policies and procedures to ensure compliance with the Commodity Exchange Act and 3) maintain records of such compliance. These new requirements may impact the documentation requirements for both cleared and non-cleared swaps and cause swap dealers and major swap participants to face increased compliance costs that, in turn, may be passed along to counterparties, such as the Funds, in the form of higher fees and expenses that relate to trading swaps.

On August 13, 2012 the CFTC and the SEC published joint final rules defining the terms “swap” and “security-based swaps.” The term “swap” is broadly defined to include various types of over-the-counter derivatives, including swaps and options. The effective date of these final rules was October 12, 2012. Pursuant to the Dodd-Frank Act, certain transactions within the definition of “swap” must be executed on organized exchanges or “swap execution facilities” and cleared through regulated clearing organizations (which are referred to in the Dodd-Frank Act as “derivative clearing organizations” (“DCOs”). On November 28, 2012 the CFTC issued its final clearing determination requiring that certain credit default swaps and interest rate swaps be cleared by registered DCOs. This is the CFTC’s first clearing determination under the Dodd-Frank Act and became effective February 11, 2013. Beginning on March 11, 2013, swap dealers, major swap participants, and certain active funds were required to clear certain credit default swaps and interest rate swaps; and beginning on June 10, 2013, commodity pools, certain private funds and entities predominately engaged in financial activities were required to clear the same types of swaps. As a result, if a Fund enters into or had entered into certain interest rate or credit default swaps on or after June 10, 2013, such swaps will be required to be centrally cleared. Determinations on other types of swaps are expected in the future and, when

finalized, could require the Fund to centrally clear certain over-the-counter instruments presently entered into and settled on a bi-lateral basis. If a swap is required to be cleared, the initial margin will be set by the clearing organization, subject to certain regulatory requirements and guidelines. Initial and variation margin requirements for swap dealers and major swap participants who enter into uncleared swaps and capital requirements for swap dealers and major swap participants who enter into both cleared and uncleared trades will be set by the CFTC, the SEC or the applicable “Prudential Regulator.”

The Dodd-Frank Act also requires that certain swaps determined to be available to trade on a swap execution facility (“SEF”) must be executed over such a facility. On June 5, 2013, the CFTC published a final rule regarding the obligations of SEFs, including the obligation for facilities offering multiple person execution services to register as a SEF by October 2, 2013. Based upon applications filed by several SEFs with the CFTC in the second half of October 2013, it is expected that the CFTC will determine certain interest rate swaps and credit default index swaps to be available to trade on those SEFs in the first quarter of 2014. On November 14, 2013 the CFTC Division of Clearing and Risk, Division on Market Oversight, and Division of Swap Dealer and Intermediary Oversight published guidance with respect to the application of certain CFTC rules on SEFs. That guidance clarified that SEFs could not restrict access to participants who are permitted to trade swaps and that SEFs may not require participants to have brokerage agreements in place with other counterparties.

On April 5, 2013, the CFTC’s Division of Clearing and Risk issued a letter granting no-action relief from certain swap data reporting requirements for swaps entered into between affiliated counterparties. In general, the letter grants relief from real-time, historical and regular swap reporting (under Part 43, Part 45 and Part 46 of the CFTC’s regulations, respectively).

On April 9, 2013, the CFTC’s Division of Market Oversight issued a letter granting time-limited no-action relief to non-swap dealer, non-major swap participant counterparties from the real-time, regular and historical swap reporting requirements (under Part 43, Part 45 and Part 46 of the CFTC’s regulations, respectively). The regular reporting requirements (Part 45 of the CFTC regulations) for interest rate and credit swaps of a financial entity (including a commodity pool such as the Funds) began on April 10, 2013. The letter delays implementation of the reporting requirements based upon the asset class underlying the swap and the classification of the reporting counterparty. For a financial entity (including a commodity pool such as the Funds), regular reporting requirements for equity, foreign exchange and other commodity swaps began on May 29, 2013 and reporting of all historical swaps for all asset classes begins on September 30, 2013.

On April 11, 2013, the CFTC published a final rule to exempt swaps between certain affiliated entities within a corporate group from the clearing requirement. The rule permits affiliated counterparties to elect not to clear a swap subject to the clearing requirement if, among other things, the counterparties are majority-owned affiliates whose financial statements are included in the same consolidated financial statements and whose

swaps are documented and subject to a centralized risk management program. However, the exemption does not apply to swaps entered into by affiliated counterparties with unaffiliated counterparties.

On November 6, 2013, the CFTC published a final rule to impose requirements on swap dealers and major swap participants with respect to the treatment of collateral posted by their counterparties to margin, guarantee, or secure uncleared swaps. Essentially, the rule places restrictions on what swap dealers and major swap participants can do with collateral posted by the Fund in connection with uncleared swaps.

In addition to the rules and regulations imposed under the Dodd-Frank Act, swap dealers that are European banks may also be subject to European Market Infrastructure Regulation (“EMIR”). These regulations have not yet been fully implemented.

On August 12, 2013, the CFTC issued final rules establishing compliance obligations for CPOs of investment companies registered under the Investment Company Act of 1940 that are required to register due to recent changes to Commission Regulation 4.5. For entities that are registered with both the CFTC and SEC, the CFTC will accept the SEC’s disclosure, reporting, and recordkeeping regime as substituted compliance for substantially all of Part 4 of the CFTC’s regulations, so long as they comply with comparable requirements under the SEC’s statutory and regulatory compliance regime. Thus, the final rules (the “Harmonization Rules”) allow dually registered entities to meet certain CFTC regulatory requirements for CPOs by complying with SEC rules to which they are already subject. Although the Funds are not a series of a registered investment company under the Investment Company Act, the Harmonization Rules amended certain CFTC disclosure rules to make the requirements for all CPOs to periodically update their disclosure documents, consistent with those of the SEC. This change will decrease the burden to the Funds and the Sponsor of having to comply with inconsistent regulatory requirements. It is not known whether the CFTC will make additional amendments to its disclosure, reporting and recordkeeping rules to further harmonize these obligations with those of the SEC as they apply to the Funds and the Sponsor, but any such further rule changes could result in additional operating efficiencies for the Funds and the Sponsor.

On November 5, 2013 the CFTC proposed a rulemaking that would establish specific limits on speculative positions in 28 physical commodity futures and option contracts as well as swaps that are economically equivalent to such contracts in the agriculture, energy and metal markets (the “Position Limit Rules”). On that same date, the CFTC proposed another rule addressing the circumstances under which market participants would be required to aggregate their positions with other persons under common ownership or control (the “Proposed Aggregation Requirements”). Specifically, the original position limit requirements identify which contracts are subject to speculative position limits; set thresholds that restrict the number of speculative positions that a person may hold in a spot month, individual month, and all months combines; create an exemption for positions that constitute bona fide hedging transactions; impose responsibilities on designated contract markets (DCMs) and SEFs to establish position limits or, in some cases, position accountability rules; and apply to both futures and swaps across four relevant venues: over-the-counter, DCMs, SEFs, and non-US located platforms. Furthermore, until such time as the Position Limit Rules are adopted, the regulatory architecture in effect prior to the adoption of the Position Limit Rules will govern transactions in Reference Contracts. Currently, the CFTC enforces federal limits on speculation in agricultural products (e.g., corn, wheat and soy), while futures exchanges enforce position limits and accountability levels for agricultural and certain energy products (e.g., oil and natural gas). As a result, the Funds may be limited with respect to the size of their investments

in any commodity subject to these limits. Finally, subject to certain narrow exceptions, the Position Limit Rules require the aggregation, for purposes of the position limits, of all positions in Reference Contracts of the 28 regulated commodities held by a single entity and its affiliates, regardless of whether such positions exist on US futures exchanges, non-US futures exchanges, cleared swaps, or in over-the-counter swaps. Under the CFTC's existing position limit requirements and the Position Limit Rules, a market participant is generally required to aggregate all positions for which ownership interest in an account or position, as well as the positions of two or more persons acting pursuant to an express or implied agreement or understanding. As this time, it is unclear how the Proposed Aggregation Requirements may affect the Fund, but it may be substantial and adverse. By way of example, the Proposed Aggregation Requirements in combination with the Position Limit Rules may negatively impact the ability of the Funds to meet their respective investment objectives through limits that may inhibit the Sponsor's ability to sell additional Creation Baskets of the Funds.

Based on its current understanding of existing position limit requirements and the Position Limit Rules, the Funds do not anticipate significant negative impact on the ability of any Fund to achieve its investment objective.

Accountability levels differ from position limits in that they do not represent a fixed ceiling, but rather a threshold above which a futures exchange may exercise greater scrutiny and control over an investor's positions. If a Fund were to exceed an applicable accountability level for investments in futures contracts, the exchange will monitor the Fund's exposure and may ask for further information on its activities, including the total size of all positions, investment and trading strategy, and the extent of liquidity resources of the Fund. If deemed necessary by the exchange, the Fund could be ordered to reduce its aggregate net position back to the accountability level.

Management believes that as of December 31, 2013 it had fulfilled in a timely manner all Dodd-Frank reporting requirements, both historical and on-going, for the categories under which the firm operates and is registered.

## **Books and Records**

The Trust keeps its books of record and account at its office located at 232 Hidden Lake Road, Building A, Brattleboro, Vermont 05301, or at the offices of the Administrator located at One Wall Street, New York, New York 10286, or such office, including of an administrative agent, as it may subsequently designate upon notice. The books of account of the Funds are open to inspection by any Shareholder (or any duly constituted designee of a Shareholder) at all times during the usual business hours of the Funds upon reasonable advance notice to the extent such access is required under CFTC rules and regulations. In addition, the Trust keeps a copy of the Trust Agreement on file in its office which will be available for inspection by any Shareholder at all times during its usual business hours upon reasonable advance notice.

## **SEC Reports**

The Sponsor makes available, free of charge, on the website for each Fund, the annual reports on Form 10-K for the Trust, the quarterly reports on Form 10-Q for the Trust, current reports on Form 8-K and amendments to these reports. These reports are also available from the SEC through that agency's website at: [www.sec.gov](http://www.sec.gov) and will be provided free of charge in paper or electronically on request.

## **CFTC Reports**

The Sponsor makes available, free of charge, on the website for each Fund, the monthly reports required to be filed pursuant to Rule 4.22(h) under the Commodity Exchange Act.

## **Intellectual Property**

On December 17, 2013 the Sponsor was issued a patent on certain business methods and procedures used with respect to the Funds.

## **Item 1A. Risk Factors**

*The risk factors should be read in conjunction with the other information included in this annual report on Form 10-K, including Management's Discussion and Analysis of Financial Condition and the Results of Operations, as well as the financial statements and the related footnotes for the Trust and the Funds.*

The commodity interests in which each of the Funds invests, and in which TAGS invests indirectly through the Shares of the Underlying Funds, are referred to as Commodity Interests and for each Fund individually as the specific commodity interests, e.g. Corn Interests.

Additional information regarding many of the risk areas outlined below can be found in the section of this Form on 10-K entitled: Part I, Item 1. Business, which precedes this section. A discussion of the market outlook for each of the specific underlying commodity can be found in Part I, Item 1. Business. Market Outlook of this Form on 10-K.

*Risks Applicable to all Funds*

**There are Risks Related to Fund Structure and Operations of the Funds**

Unlike mutual funds, commodity pools and other investment pools that manage their investments so as to realize income and gains for distribution to their investors, a Fund generally does not distribute dividends to Shareholders. You should not invest in a Fund if you will need cash distributions from the Fund to pay taxes on your share of income and gains of the Fund, if any, or for other purposes.

The Sponsor has consulted with legal counsel, accountants and other advisers regarding the formation and operation of the Trust and the Funds. No counsel has been appointed to represent you in connection with the offering of Shares. Accordingly, you should consult with your own legal, tax and financial advisers regarding the desirability of an investment in the Shares.

The Sponsor intends to re-invest any income and realized gains of a Fund in additional Commodity Interests, or Shares of the Underlying Funds in the case of TAGS, rather than distributing cash to Shareholders. Although a Fund does not intend to make cash distributions, the income earned from its investments held directly or posted as margin may reach levels that merit distribution, e.g., at levels where such income is not necessary to support its underlying investments in commodity interests, corn for example, and where investors adversely react to being taxed on such income without receiving distributions that could be used to pay such tax. Cash distributions may be made in these and similar instances.

A Fund must pay for all brokerage fees, taxes and other expenses, including licensing fees for the use of intellectual property, registration or other fees paid to the SEC, the Financial Industry Regulatory Authority (“FINRA”), formerly the National Association of Securities Dealers, or any other regulatory agency in connection with the offer and sale of subsequent Shares, after its initial registration, and all legal, accounting, printing and other expenses associated therewith. Each Fund also pays the fees and expenses associated with the Trust’s tax accounting and reporting requirements. Each Fund, excluding TAGS, is also contractually obligated to pay a management fee to the Sponsor. Such fees may be waived by the Sponsor at its discretion. Accordingly, each Fund must realize interest income and/or gains on Commodity Interests sufficient to cover these fees and expenses before it can earn any profit.

A Fund may terminate at any time, regardless of whether the Fund has incurred losses, subject to the terms of the Trust Agreement. For example, the dissolution or resignation of the Sponsor would cause the Trust to terminate unless shareholders holding a majority of the outstanding shares of the Trust elect within 90 days of the event to continue the Trust and appoint a successor Sponsor. In addition, the Sponsor may terminate a Fund if it determines that the Fund’s aggregate net assets in relation to its operating expenses make the continued operation of the Fund unreasonable or imprudent. However, no level of losses will require the Sponsor to terminate a Fund. The Fund’s termination would result in the liquidation of its investments and the distribution of its remaining assets to the Shareholders on a pro rata basis in accordance with their Shares, and the Fund could incur losses in liquidating its investments in connection with



a termination. Termination could also negatively affect the overall maturity and timing of your investment portfolio. Any expenses related to the operation of a Fund would need to be paid by the Fund at the time of termination.

To the extent that investors use a Fund as a means of investing indirectly in a specific commodity interest, there is the risk that the changes in the price of the Fund's Shares on the NYSE Arca will not closely track the changes in spot price of that commodity interest. This could happen if the price of Shares traded on the NYSE Arca does not correlate with the Fund's NAV, if the changes in the Fund's NAV do not correlate with changes in the Benchmark, or if the changes in the Benchmark do not correlate with changes in the cash or spot price of the specific commodity interest. This is a risk because if these correlations are not sufficiently close, then investors may not be able to use the Fund as a cost-effective way to invest indirectly in the specific commodity interest, or the underlying specific commodity interest in the case of TAGS, or as a hedge against the risk of loss in commodity-related transactions.

None of the Funds are an investment company subject to the Investment Company Act of 1940. Accordingly, you do not have the protections afforded by that statute, which, for example, requires investment companies to have a board of directors with a majority of disinterested directors and regulates the relationship between the investment company and its investment manager.

The arrangements between clearing brokers and counterparties on the one hand and the Funds on the other generally are terminable by the clearing brokers or counterparty upon notice to the Funds. In addition, the agreements between the Funds and their third-party service providers, such as the Distributor and the Custodian, are generally terminable at specified intervals. Upon termination, the Sponsor may be required to renegotiate or make other arrangements for obtaining similar services if the Funds intend to continue to operate. Comparable services from another party may not be available, or even if available, these services may not be available on the terms as favorable as those of the expired or terminated arrangements.

The Sponsor does not employ trading advisors for the Funds; however, it reserves the right to employ them in the future. The only advisor to the Funds is the Sponsor. A lack of independent trading advisors may be disadvantageous to the Funds because they will not receive the benefit of their expertise.

The Sponsor's trading strategy is quantitative in nature, and it is possible that the Sponsor will make errors in its implementation. The execution of the quantitative strategy is subject to human error, such as incorrect inputs into the Sponsor's computer systems and incorrect information provided to the Funds' clearing brokers. In addition, it is possible that a computer or software program may malfunction and cause an error in computation. Any failure, inaccuracy or delay in executing the Funds' transactions could affect its ability to achieve its investment objective. It could also result in decisions to undertake transactions based on inaccurate or incomplete information. This could cause substantial losses on transactions.

The Funds' trading activities depend on the integrity and performance of the computer and communications systems supporting them. Extraordinary transaction volume, hardware or software failure, power or telecommunications failure, a natural disaster or other catastrophe could cause the computer systems to operate at an unacceptably slow speed or even fail. Any significant degradation or failure of the systems that the Sponsor uses to gather and analyze information, enter orders, process data, monitor risk levels and otherwise engage in trading activities may result in substantial losses on transactions, liability to other parties, lost profit opportunities, damages to the Sponsor's and

Funds' reputations, increased operational expenses and diversion of technical resources.

The development of complex computer and communications systems and new technologies may render the existing computer and communications systems supporting the Funds' trading activities obsolete. In addition, these computer and communications systems must be compatible with those of third parties, such as the systems of exchanges, clearing brokers and the executing brokers. As a result, if these third parties upgrade their systems, the Sponsor will need to make corresponding upgrades to continue effectively its trading activities. The Funds' future success may depend on the Funds' ability to respond to changing technologies on a timely and cost-effective basis.

The Funds depend on the proper and timely function of complex computer and communications systems maintained and operated by the futures exchanges, brokers and other data providers that the Sponsor uses to conduct trading activities. Failure or inadequate performance of any of these systems could adversely affect the Sponsor's ability to complete transactions, including its ability to close out positions, and result in lost profit opportunities and significant losses on commodity interest transactions. This could have a material adverse effect on revenues and materially reduce the Funds' available capital. For example, unavailability of price quotations from third parties may make it difficult or impossible for the Sponsor to conduct trading activities so that each Fund will closely track its Benchmark. Unavailability of records from brokerage firms may make it difficult or impossible for the Sponsor to accurately determine which transactions have been executed or the details, including price and time, of any transaction executed. This unavailability of information also may make it difficult or impossible for the Sponsor to reconcile its records of transactions with those of another party or to accomplish settlement of executed transactions.

The operations of the Funds, the exchanges, brokers and counterparties with which the Funds do business, and the markets in which the Funds do business could be severely disrupted in the event of a major terrorist attack, natural disaster, or the outbreak, continuation or expansion of war or other hostilities. Global terrorist attacks, anti-terrorism initiatives and political unrest continue to fuel this concern.

The Trust may, in its discretion, suspend the right to redeem Shares of a Fund or postpone the redemption settlement date: (1) for any period during which an applicable exchange is closed other than customary weekend or holiday closing, or trading is suspended or restricted; (2) for any period during which an emergency exists as a result of which delivery, disposal or evaluation of a Fund's assets is not reasonably practicable; (3) for such other period as the Sponsor determines to be necessary for the protection of Shareholders; (4) if there is a possibility that any or all of the Benchmark Component Futures Contracts of a Fund on the specific exchange where the Fund is traded and from which the NAV of the Fund is calculated will be priced at a daily price limit restriction; or (5) if, in the sole discretion of the Sponsor, the execution of such an order would not be in the best interest of a Fund or its Shareholders. In addition, the Trust will reject a redemption order if the order is not in proper form as described in the agreement with the Authorized Purchaser or if the fulfillment of the order, in the opinion of its counsel, might be unlawful. Any such postponement, suspension or rejection could adversely affect a redeeming Shareholder. For example, the resulting delay may adversely

affect the value of the Shareholder's redemption proceeds if the NAV of a Fund declines during the period of delay. The Trust Agreement provides that the Sponsor and its designees will not be liable for any loss or damage that may result from any such suspension or postponement. A minimum number of baskets and associated Shares are specified for each Fund in its Form S-1 and in Part I, Item 1 of this document. Once that minimum number of Shares outstanding is reached, there can be no further redemptions until there has been a Creation Basket.

The Intraday Indicative Value ("IIV") and the Benchmark for each Fund are calculated and disseminated by the NYSE Arca under an agreement between the Sponsor and the NYSE Arca. Additionally information may be calculated and disseminated under similar agreements between the Sponsor and other third party entities. Although reasonable efforts are taken to ensure the accuracy of the information disseminated under this agreement, there may, from time to time, be recalculations of previously released information.

Third parties may assert that the Sponsor has infringed or otherwise violated their intellectual property rights. Third parties may independently develop business methods, trademarks or proprietary software and other technology similar to that of the Sponsor and claim that the Sponsor has violated their intellectual property rights, including their copyrights, trademark rights, trade names, trade secrets and patent rights. As a result, the Sponsor may have to litigate in the future to determine the validity and scope of other parties' proprietary rights, or defend itself against claims that it has infringed or otherwise violated other parties' rights. Any litigation of this type, even if the Sponsor is successful and regardless of the merits, may result in significant costs, may divert resources from the Fund, or may require the Sponsor to change its proprietary software and other technology or enter into royalty or licensing agreements. The Sponsor has a patent on certain business methods and procedures used with respect to the Funds. The Sponsor utilizes certain proprietary software. Any unauthorized use of such proprietary software, business methods and/or procedures could adversely affect the competitive advantage of the Sponsor or the Funds and/or cause the Sponsor to take legal action to protect its rights.

### **The Sponsor Has Limited Experience and May Have Conflicts of Interest**

The Sponsor has limited experience operating commodity pools. The Sponsor currently sponsors seven commodity pools (the "Teucrium Funds"), all of which have commenced operations. Prior to June 9, 2010, the Sponsor had never operated a commodity pool.

In managing and directing the day-to-day activities and affairs of these Funds, the Sponsor relies almost entirely on a small number of individuals, including Mr. Sal Gilbertie, Mr. Dale Riker, Mr. Steve Kahler and Ms. Barbara Riker. If Mr. Gilbertie, Mr. Riker, Mr. Kahler or Ms. Riker were to leave or be unable to carry out their present responsibilities, it may have an adverse effect on the management of the Funds. To the extent that the Sponsor establishes additional commodity pools, even greater demands will be placed on these individuals.

## Edgar Filing: Teucrium Commodity Trust - Form 10-K

The Sponsor was formed for the purpose of managing the Trust, including all the Teucrium Funds, and any other series of the Trust that may be formed in the future, and has been provided with capital primarily by its principals and a small number of outside investors. If the Sponsor operates at a loss for an extended period, its capital will be depleted, and it may be unable to obtain additional financing necessary to continue its operations. If the Sponsor were unable to continue to provide services to these Funds, the Funds would be terminated if a replacement sponsor could not be found.

You cannot be assured that the Sponsor will be willing or able to continue to service each Fund for any length of time. The Sponsor was formed for the purpose of sponsoring the Funds and other commodity pools, and has limited financial resources and no significant source of income apart from its management fees from such commodity pools to support its continued service for each Fund. If the Sponsor discontinues its activities on behalf of a Fund, the Fund may be adversely affected. If the Sponsor's registrations with the CFTC or memberships in the NFA were revoked or suspended, the Sponsor would no longer be able to provide services to the Funds.

The structure and operation of the Funds may involve conflicts of interest. For example, a conflict may arise because the Sponsor and its principals and affiliates may trade for themselves. In addition, the Sponsor has sole current authority to manage the investments and operations, and the interests of the Sponsor may conflict with the Shareholders' best interests, including the authority of the Sponsor to allocate expenses to and between the Funds.

### **The Performance of Each Fund May Not Correlate with the Applicable Benchmark**

Each Fund has a limited operating history, so there is limited performance history to serve as a basis for you to evaluate an investment in the Fund.

If a Fund is required to sell Treasury Securities or cash equivalents at a price lower than the price at which they were acquired, the Fund will experience a loss. This loss may adversely impact the price of the Shares and may decrease the correlation between the price of the Shares, the Benchmark, and the spot price of the specific commodity interest or the commodity interests of the Underlying Funds in the case of TAGS. The value of Treasury Securities and other debt securities generally moves inversely with movements in interest rates. The prices of longer maturity securities are subject to greater market fluctuations as a result of changes in interest rates. While the short-term nature of a Fund's investments in Treasury Securities and cash equivalents should minimize the interest rate risk to which the Fund is subject, it is possible that the Treasury Securities and cash equivalents held by the Fund will decline in value.

The Sponsor's trading system is quantitative in nature, and it is possible that the Sponsor may make errors. In addition, it is possible that a computer or software program may malfunction and cause an error in computation.

Increases in assets under management may affect trading decisions. While all of the Funds' assets are currently at manageable levels, the Sponsor does not intend to limit the amount of any Fund's assets. The more assets the Sponsor manages, the more difficult it may be for it to trade

profitably because of the difficulty of trading larger positions without adversely affecting prices and performance and of managing risk associated with larger positions.

Each Fund seeks to have the changes in its Shares' NAV in percentage terms track changes in the Benchmark in percentage terms, rather than profit from speculative trading of the specific Commodity Interests, or the commodity interests of the Underlying Funds in the case of TAGS. The Sponsor therefore endeavors to manage each Fund so that the Fund's assets are, unlike those of many other commodity pools, not leveraged (i.e., so that the aggregate amount of the Fund's exposure to losses from its investments in specific Commodity Interests at any time will not exceed the value of the Fund's assets). There is no assurance that the Sponsor will successfully implement this investment strategy. If the Sponsor permits a Fund to become leveraged, you could lose all or substantially all of your investment if the Fund's trading positions suddenly turns unprofitable. These movements in price may be the result of factors outside of the Sponsor's control and may not be anticipated by the Sponsor.

The Sponsor cannot predict to what extent the performance of the commodity interest will or will not correlate to the performance of other broader asset classes such as stocks and bonds. If the performance of a specific Fund were to move more directly with the financial markets, an investment in the Fund may provide you little or no diversification benefits. Thus, in a declining market, the Fund may have no gains to offset your losses from other investments, and you may suffer losses on your investment in the Fund at the same time you may incur losses with respect to other asset classes. Variables such as drought, floods, weather, embargoes, tariffs and other political events may have a larger impact on commodity and Commodity Interests prices than on traditional securities and broader financial markets. These additional variables may create additional investment risks that subject a Fund's investments to greater volatility than investments in traditional securities. Lower correlation should not be confused with negative correlation, where the performance of two asset classes would be opposite of each other. There is no historic evidence that the spot price of a specific commodity, corn, for example, and prices of other financial assets, such as stocks and bonds, are negatively correlated. In the absence of negative correlation, a Fund cannot be expected to be automatically profitable during unfavorable periods for the stock market, or vice versa.

Under the Trust Agreement, the Trustee and the Sponsor are not liable, and have the right to be indemnified, for any liability or expense incurred absent gross negligence or willful misconduct on the part of the Trustee or Sponsor, as the case may be. That means the Sponsor may require the assets of a Fund to be sold in order to cover losses or liability suffered by the Sponsor or by the Trustee. Any sale of that kind would reduce the NAV of the Fund and the value of its Shares.

The Shares of a Fund are limited liability investments; Shareholders may not lose more than the amount that they invest plus any profits recognized on their investment. However, Shareholders could be required, as a matter of bankruptcy law, to return to the estate of the Fund any distribution they received at a time when the Fund was in fact insolvent or in violation of its Trust Agreement.

A period of recession for the economy as a whole began in 2008, and the financial markets experienced very difficult conditions and volatility during that period. The conditions in these markets resulted in a decrease in availability of

corporate credit and liquidity and led indirectly to the insolvency, closure or acquisition of a number of major financial institutions and contributed to further consolidation within the financial services industry. A continued recession or a slow recovery could adversely affect the financial condition and results of operations of the Funds' service providers and Authorized Purchasers, which would impact the ability of the Sponsor to achieve the Funds' investment objectives.

The price relationship between the near month Commodity Futures Contract to expire and the Benchmark Component Futures Contracts for each Fund, or the Underlying Funds in the case of TAGS, will vary and may impact both a Fund's total return over time and the degree to which such total return tracks the total return of the specific commodity price indices. In cases in which the near month contract's price is lower than later-expiring contracts' prices (a situation known as "contango" in the futures markets), then absent the impact of the overall movement in the commodity specific prices the value of the Benchmark Component Futures Contracts would tend to decline as they approach expiration which could cause the Benchmark Component Futures Contracts, and therefore the Fund's total return, to track lower. In cases in which the near month contract's price is higher than later-expiring contracts' prices (a situation known as "backwardation" in the futures markets), then absent the impact of the overall movement in commodity specific prices, the value of the Benchmark Component Futures Contracts would tend to rise as they approach expiration.

While it is expected that the trading prices of the Shares will fluctuate in accordance with the changes in a Fund's NAV, the prices of Shares may also be influenced by various market factors, including but not limited to, the number of shares of the Fund outstanding and the liquidity of the underlying. There is no guarantee that the Shares will not trade at appreciable discounts from, and/or premiums to, the Fund's NAV. This could cause the changes in the price of the Shares to substantially vary from the changes in the spot price of the underlying commodity, even if a Fund's NAV was closely tracking movements in the spot price of that commodity. If this occurs, you may incur a partial or complete loss of your investment.

Investors, including those who directly participate in the specific commodity market, may choose to use a Fund as a vehicle to hedge against the risk of loss, and there are risks involved in hedging activities. While hedging can provide protection against an adverse movement in market prices, it can also preclude a hedger's opportunity to benefit from a favorable market movement.

While it is not the current intention of the Funds to take physical delivery of any Commodity under its Commodity Interests, Commodity Futures Contracts are traditionally not cash-settled contracts, and it is possible to take delivery under these and some Other Interests. Storage costs associated with purchasing the specific commodity could result in costs and other liabilities that could impact the value of the Commodity Futures Contracts or certain Other Interests. Storage costs include the time value of money invested in the physical commodity plus the actual costs of storing the commodity less any benefits from ownership that are not obtained by the holder of a futures contract. In general, Commodity Futures Contracts have a one-month delay for contract delivery and the pricing of back month contracts (the back month is any future delivery



month other than the spot month) includes storage costs. To the extent that these storage costs change for the commodity while a Fund holds the Commodity Interests, the value of the Commodity Interests, and therefore the Fund's NAV, may change as well.

The design of each Fund's Benchmark is such that the Benchmark Component Futures Contracts change throughout the year, and the Fund's investments must be rolled periodically to reflect the changing composition of the Benchmark. For example, when the second-to-expire Commodity Futures Contract becomes the first-to-expire contract, such contract will no longer be a Benchmark Component Futures Contract and the Fund's position in it will no longer be consistent with tracking the Benchmark. In the event of a commodity futures market where near-to-expire contracts trade at a higher price than longer-to-expire contracts, a situation referred to as "backwardation," then absent the impact of the overall movement in the specific commodity prices of the Fund, the value of the Benchmark Component Futures Contracts would tend to rise as they approach expiration. As a result, a Fund may benefit because it would be selling more expensive contracts and buying less expensive ones on an ongoing basis. Conversely, using corn as an example, in the event of a corn futures market where near-to-expire contracts trade at a lower price than longer-to-expire contracts, a situation referred to as "contango," then absent the impact of the overall movement in corn prices the value of the Benchmark Component Futures Contracts would tend to decline as they approach expiration. As a result the Fund's total return may be lower than might otherwise be the case because it would be selling less expensive contracts and buying more expensive ones. The impact of backwardation and contango may lead the total return of a Fund to vary significantly from the total return of other price references, such as the spot price of the specific commodity. In the event of a prolonged period of contango, and absent the impact of rising or falling specific commodity prices, this could have a significant negative impact on a Fund's NAV and total return.

The Sponsor may use spreads and straddles as part of its overall trading strategy to closely follow the Benchmark. There is a risk that a Fund's NAV may not closely track the change in its Benchmark. Spreads combine simultaneous long and short positions in related futures contracts that differ by commodity, by market or by delivery month (for example, long April, short November). Spreads gain or lose value as a result of relative changes in price between the long and short positions. Spreads often reduce risk to investors because the contracts tend to move up or down together. However, both legs of the spread could move against an investor simultaneously, in which case the spread would lose value. Certain types of spreads may face unlimited risk, e.g., because the price of a futures contract underlying a short position can increase by an unlimited amount and the investor would have to take delivery or offset at that price. A commodity straddle takes both long and short option position in the same commodity in the same market and delivery month simultaneously. The buyer of a straddle profits if either the long or the short leg of the straddle moves further than the combined cost of both options. The seller of the straddle profits if both the long and short positions do not trade beyond a range equal to the combined premium for selling both options. If the Sponsor were to utilize a spread or straddle position and the position performed differently than expected, the results could impact that Fund's tracking error. This could affect the Fund's investment objective of having its NAV closely track the Benchmark. Additionally, a loss on the position would negatively impact the Fund's absolute return.

### **The Trust Structure and the Trust Agreement Provide Limited Shareholder Rights**

You will have no rights to participate in the management of any of the Funds and will have to rely on the duties and judgment of the Sponsor to manage the Funds.

As interests in separate series of a Delaware statutory trust, the Shares do not involve the rights normally associated with the ownership of shares of a corporation (including, for example, the right to bring shareholder oppression and derivative actions). In addition, the Shares have limited voting and distribution rights (for example, Shareholders do not have the right to elect directors, as the Trust does not have a board of directors, and generally will not receive regular distributions of the net income and capital gains earned by the Fund). The Funds are also not subject to certain investor protection provisions of the Sarbanes Oxley Act of 2002 and the NYSE Arca governance rules (for example, audit committee requirements).

Each Fund is a series of a Delaware statutory trust and not itself a legal entity separate from the other Teucrium Funds. The Delaware Statutory Trust Act provides that if certain provisions are included in the formation and governing documents of a statutory trust organized in series and if separate and distinct records are maintained for any series and the assets associated with that series are held in separate and distinct records and are accounted for in such separate and distinct records separately from the other assets of the statutory trust, or any series thereof, then the debts, liabilities, obligations and expenses incurred by a particular series are enforceable against the assets of such series only, and not against the assets of the statutory trust generally or any other series thereof. Conversely, none of the debts, liabilities, obligations and expenses incurred with respect to any other series thereof is enforceable against the assets of such series. The Sponsor is not aware of any court case that has interpreted this inter-series limitation on liability or provided any guidance as to what is required for compliance. The Sponsor intends to maintain separate and distinct records for each Fund and account for each Fund separately from any other Trust series, but it is possible a court could conclude that the methods used do not satisfy the Delaware Statutory Trust Act, which would potentially expose assets in any Fund to the liabilities of one or more of the Teucrium Funds and/or any other Trust series created in the future.

Neither the Sponsor nor the Trustee is obligated to, although each may, in its respective discretion, prosecute any action, suit or other proceeding in respect of any Fund property. The Trust Agreement does not confer upon Shareholders the right to prosecute any such action, suit or other proceeding.

### **Rapidly Changing Regulation May Adversely Affect the Ability of the Funds to Meet Their Investment Objectives**

The regulation of futures markets, futures contracts, and futures exchanges has historically been comprehensive. The CFTC and the exchanges are authorized to take extraordinary actions in the event of a market emergency including, for example, the retroactive implementation of speculative position limits, increased margin requirements, the establishment of daily price limits and the suspension of trading.

The regulation of commodity interest transactions in the United States is a rapidly changing area of law and is subject to ongoing modification by governmental and judicial action. Considerable regulatory attention has been focused on non-traditional investment pools that are publicly distributed in the United States. There is a possibility of future regulatory changes within the United States altering, perhaps to a material extent, the nature of an investment in the Funds, or the ability of a Fund to continue to implement its investment strategy. In addition, various national governments outside of the United States have expressed concern regarding the disruptive effects of speculative trading in the commodities markets and the need to regulate the derivatives markets in general. The effect of any future regulatory change on the Funds is impossible to predict but could be substantial and adverse.

For additional information regarding recent regulatory developments that may impact the Funds or the Trust, refer to the section entitled “Regulatory Considerations” on page 23 of Part I of this document.

**There Is No Assurance that There Will Be a Liquid Market for the Shares of the Funds or the Funds’ Underlying Investments, which May Mean that Shareholders May Not be Able to Sell Their Shares at a Market Price Relatively Close to the NAV**

If a substantial number of requests for redemption of Redemption Baskets are received by a Fund during a relatively short period of time, the Fund may not be able to satisfy the requests from the Fund’s assets not committed to trading. As a consequence, it could be necessary to liquidate the Fund’s trading positions before the time that its trading strategies would otherwise call for liquidation.

A portion of a Fund’s investments could be illiquid, which could cause large losses to investors at any time or from time to time.

A Fund may not always be able to liquidate its positions in its investments at the desired price. As to futures contracts, it may be difficult to execute a trade at a specific price when there is a relatively small volume of buy and sell orders in a market. Limits imposed by futures exchanges or other regulatory organizations, such as accountability levels, position limits and price fluctuation limits, may contribute to a lack of liquidity with respect to some exchange-traded commodity Interests. In addition, over-the-counter contracts and cleared swaps may be illiquid because they are contracts between two parties and generally may not be transferred by one party to a third party without the counterparty’s consent. Conversely, a counterparty may give its consent, but the Fund still may not be able to transfer an over-the-counter Commodity Interest to a third party due to concerns regarding the counterparty’s credit risk.

A market disruption, such as a foreign government taking political actions that disrupt the market in its currency, its commodity production or exports, or in another major export, can also make it difficult to liquidate a position. Unexpected market illiquidity may cause major losses to investors at any time or from time to time. In addition, no Fund intends at this time to establish a credit facility, which would provide an additional source of liquidity, but instead will rely only on the Treasury Securities, cash and/or cash equivalents that it holds to meet its liquidity needs.

The anticipated large value of the positions in a specific Commodity Interest that the Sponsor will acquire or enter into for a Fund increases the risk of illiquidity. Because Commodity Interests may be illiquid, a Fund's holdings may be more difficult to liquidate at favorable prices in periods of illiquid markets and losses may be incurred during the period in which positions are being liquidated.

A Fund may invest in Other Commodity Interests. To the extent that these Other Commodity Interests are contracts individually negotiated between their parties, they may not be as liquid as Commodity Futures Contracts and will expose the Fund to credit risk that its counterparty may not be able to satisfy its obligations to the Fund.

The changing nature of the participants in the commodity specific market will influence whether futures prices are above or below the expected future spot price. Producers of the specific commodity will typically seek to hedge against falling commodity prices by selling Commodity Futures Contracts. Therefore, if commodity producers become the predominant hedgers in the futures market, prices of Commodity Futures Contracts will typically be below expected future spot prices. Conversely, if the predominant hedgers in the futures market are the purchasers of the commodity, who purchase Commodity Futures Contracts to hedge against a rise in prices, prices of the Commodity Futures Contracts will likely be higher than expected future spot prices. This can have significant implications for a Fund when it is time to sell a Commodity Futures Contract that is no longer a Benchmark Component Futures Contract and purchase a new Commodity Futures Contract or to sell a Commodity Futures Contract to meet redemption requests.

A Fund's NAV includes, in part, any unrealized profits or losses on open swap agreements, futures or forward contracts. Under normal circumstances, the NAV reflects the quoted exchange settlement price of open futures contracts on the date when the NAV is being calculated. In instances when the quoted settlement price of a futures contract traded on an exchange may not be reflective of fair value based on market condition, generally due to the operation of daily limits or other rules of the exchange or otherwise, the NAV may not reflect the fair value of open future contracts on such date. For purposes of financial statements and reports, the Sponsor will recalculate the NAV where necessary to reflect the "fair value" of a Futures Contract when the Futures Contract closes at its price fluctuation limit for the day.

In the event that one or more Authorized Purchasers that are actively involved in purchasing and selling Shares cease to be so involved, the liquidity of the Shares will likely decrease, which could adversely affect the market price of the Shares and result in your incurring a loss on your investment. In addition, a decision by a market maker or lead market maker to cease activities for the Fund could adversely affect liquidity, the spread between the bid and ask quotes, and potentially the price of the Shares. The Sponsor can make no guarantees that participation by Authorized Purchasers or market makers will continue.

Trading in Shares of a Fund may be halted due to market conditions or, in light of NYSE Arca rules and procedures, for reasons that, in the view of the NYSE Arca, make trading in Shares inadvisable. In addition, trading is subject to trading halts caused by extraordinary market volatility pursuant to "circuit breaker" rules that require trading to be halted for a specified period based on a specified market decline. There can be no assurance that the requirements necessary to maintain the listing of the Shares will continue to be met or will remain unchanged. A Fund will be terminated if its Shares are delisted.



**There is Credit Risk Associated with the Operation of the Funds, Service Providers and Counter-Parties Which May Cause an Investment Loss**

For all Teucrium Funds except for TAGS, the majority of each Fund's assets are held in short-term Treasury Securities, cash and/or cash equivalents with the Custodian, although the Sponsor may choose to place any cash on deposit with an alternate financial institution unrelated to the Custodian ("Financial Institution"). Any cash or cash equivalents invested by a Fund will be rated in the highest short-term rating category by a nationally recognized statistical rating organization or will be deemed by the Sponsor to be of comparable quality.

The insolvency of the Custodian or any Financial Institution in which funds are deposited could result in a complete loss of a Fund's assets held by the Custodian or the Financial Institution, which, at any given time, would likely comprise a substantial portion of a Fund's total assets. Assets deposited with the Custodian or a Financial Institution may, at times, exceed federally insured limits. For TAGS, the vast majority of the Fund's assets are held in Shares of the Underlying Funds. The failure or insolvency of the Custodian or the Financial Institution could impact the ability to access in a timely manner TAGS' assets held by the Custodian.

Under CFTC regulations, a clearing broker with respect to a Fund's exchange-traded Commodity Interests must maintain customers' assets in a bulk segregated account. If a clearing broker fails to do so, or is unable to satisfy a substantial deficit in a customer account, its other customers may be subject to risk of a substantial loss of their funds in the event of that clearing broker's bankruptcy. In that event, the clearing broker's customers, such as a Fund, are entitled to recover, even in respect of property specifically traceable to them, only a proportional share of all property available for distribution to all of that clearing broker's customers. A Fund also may be subject to the risk of the failure of, or delay in performance by, any exchanges and markets and their clearing organizations, if any, on which Commodity Interests are traded. From time to time, the clearing brokers may be subject to legal or regulatory proceedings in the ordinary course of their business. A clearing broker's involvement in costly or time-consuming legal proceedings may divert financial resources or personnel away from the clearing broker's trading operations, which could impair the clearing broker's ability to successfully execute and clear a Fund's trades. For additional information regarding recent regulatory developments related to FCMs that may impact the Funds or the Trust, refer to the section entitled "Regulatory Considerations" on page 23 of Part I of this document.

Commodity pools' trading positions in futures contracts or other commodity interests are typically required to be secured by the deposit of margin funds that represent only a small percentage of a futures contract's (or other commodity interest's) entire market value. This feature permits commodity pools to "leverage" their assets by purchasing or selling futures contracts (or other commodity interests) with an aggregate notional amount in excess of the commodity pool's assets. While this leverage can increase a pool's profits, relatively small adverse movements in the price of a pool's commodity interests can cause significant losses to the pool. While the Sponsor does not intend to leverage the Funds' assets, it is not prohibited from doing so under the Trust Agreement. If the Sponsor were to cause or permit a Fund to become leveraged, you could lose all or substantially all of your investment if the Fund's trading positions suddenly turns unprofitable.

The Funds may engage in off exchange transactions broadly called an “exchange for risk” transaction, also referred to as an “exchange for swap.” For purposes of the Dodd-Frank Act and related CFTC rules, an “exchange for risk” transaction is treated as a “swap.” An “exchange for risk” transaction, sometimes referred to as an “exchange for swap” or “exchange of futures for risk,” is a privately negotiated and simultaneous exchange of a futures contract position for a swap or other over-the-counter instrument on the corresponding commodity. An exchange for risk transaction can be used by the Funds as a technique to avoid taking physical delivery of a commodity futures contract, corn for example, in that a counterparty will take the Fund’s position in a Corn Futures Contract into its own account in exchange for a swap that does not by its terms call for physical delivery. The Funds will become subject to the credit risk of a counterparty when it acquires an over-the-counter position in an exchange for risk transaction. The Fund may use an “exchange for risk” transaction in connection with the creation and redemption of shares.

A portion of the Fund’s assets may be used to trade over-the-counter Commodity Interests, such as forward contracts or swaps. Currently, over-the-counter contracts are typically traded on a principal-to-principal non-cleared basis through dealer markets that are dominated by major money center and investment banks and other institutions and that prior to the passage of the Dodd-Frank Act had been essentially unregulated by the CFTC, although this is an area of pending, substantial regulatory change. The markets for over-the-counter contracts will continue to rely upon the integrity of market participants in lieu of the additional regulation imposed by the CFTC on participants in the futures markets. To date, the forward markets have been largely unregulated, forward contracts have been executed bi-laterally and, in general historically, forward contracts have not been cleared or guaranteed by a third party. On November 16, 2012, the Secretary of the Treasury issued a final determination that exempts both foreign exchange swaps and foreign exchange forwards from the definition of “swap” and, by extension, additional regulatory requirements (such as clearing and margin). The final determination does not extend to other FX derivatives, such as FX options, certain currency swaps, and non-deliverable forwards. While the Dodd-Frank Act and certain regulations adopted thereunder are intended to provide additional protections to participants in the over-the-counter market, the lack of regulation in these markets could expose the Fund in certain circumstances to significant losses in the event of trading abuses or financial failure by participants. While increased regulation of over-the-counter Commodity Interests is likely to result from changes that are required to be effectuated by the Dodd-Frank Act, there is no guarantee that such increased regulation will be effective to reduce these risks.

Each Fund faces the risk of non-performance by the counterparties to the over-the-counter contracts. Unlike in futures contracts, the counterparty to these contracts is generally a single bank or other financial institution, rather than a clearing organization backed by a group of financial institutions. As a result, there will be greater counterparty credit risk in these transactions. A counterparty may not be able to meet its obligations

to a Fund, in which case the Fund could suffer significant losses on these contracts. If a counterparty becomes bankrupt or otherwise fails to perform its obligations due to financial difficulties, a Fund may experience significant delays in obtaining any recovery in a bankruptcy or other reorganization proceeding. During any such period, the Fund may have difficulty in determining the value of its contracts with the counterparty, which in turn could result in the overstatement or understatement of the Fund's NAV. The Fund may eventually obtain only limited recovery or no recovery in such circumstances.

Over-the-counter contracts may have terms that make them less marketable than Futures Contracts or cleared swaps. Over-the-counter contracts are less marketable because they are not traded on an exchange, do not have uniform terms and conditions, and are entered into based upon the creditworthiness of the parties and the availability of credit support, such as collateral, and in general, they are not transferable without the consent of the counterparty. These conditions make such contracts less liquid than standardized futures contracts traded on a commodities exchange and diminish the ability to realize the full value of such contracts. In addition, even if collateral is used to reduce counterparty credit risk, sudden changes in the value of over-the-counter transactions may leave a party open to financial risk due to a counterparty default since the collateral held may not cover a party's exposure on the transaction in such situations. In general, valuing OTC derivatives is less certain than valuing actively traded financial instruments such as exchange traded futures contracts and securities or cleared swaps because the price and terms on which such OTC derivatives are entered into or can be terminated are individually negotiated, and those prices and terms may not reflect the best price or terms available from other sources. In addition, while market makers and dealers generally quote indicative prices or terms for entering into or terminating OTC contracts, they typically are not contractually obligated to do so, particularly if they are not a party to the transaction. As a result, it may be difficult to obtain an independent value for an outstanding OTC derivatives transaction.

### **There are Risks Associated with Trading in International Markets**

A significant portion of the Commodity Futures Contracts entered into by the Fund are traded on United States exchanges, including the CBOT, the NYMEX and the ICE. However, a portion of the Funds' trades may take place on markets and exchanges outside the United States. Some non-U.S. markets present risks because they are not subject to the same degree of regulation as their U.S. counterparts. Neither the CFTC, the NFA, or any domestic exchange regulates activities of any foreign boards of trade or exchanges, including the execution, delivery and clearing of transactions, nor has the power to compel enforcement of the rules of a foreign board of trade or exchange or of any applicable non-U.S. laws. Similarly, the rights of market participants, such as the Funds, in the event of the insolvency or bankruptcy of a non-U.S. market or broker are also likely to be more limited than in the case of U.S. markets or brokers. As a result, in these markets, the Funds have less legal and regulatory protection than they do when they trade domestically. In some of these non-U.S. markets, the performance on a futures contract is the responsibility of the counterparty and is not backed by an exchange or clearing corporation and therefore exposes the Funds to credit risk. Additionally, trading on non-U.S. exchanges is subject to the risks presented by exchange controls, expropriation, increased tax burdens and exposure to local economic declines and political instability. An adverse development with respect to any of these variables could reduce the profit or increase the loss earned on trades in the affected international markets.



The price of any non-U.S. Commodity Interest and, therefore, the potential profit and loss on such investment, may be affected by any variance in the foreign exchange rate between the time the order is placed and the time it is liquidated, offset or exercised. As a result, changes in the value of the local currency relative to the U.S. dollar may cause losses to a Fund even if the contract is profitable. The Funds invest primarily in Commodity Interests that are traded or sold in the United States. However, a portion of the trades for a Fund may take place in markets and on exchanges outside the United States. Some non-U.S. markets present risks because they are not subject to the same degree of regulation as their U.S. counterparts. In some of these non-U.S. markets, the performance on a contract is the responsibility of the counterparty and is not backed by an exchange or clearing corporation and therefore exposes a Fund to credit risk. Trading in non-U.S. markets also leaves a Fund susceptible to fluctuations in the value of the local currency against the U.S. dollar.

Some non-U.S. exchanges also may be in a more developmental stage so that prior price histories may not be indicative of current price dynamics. In addition, a Fund may not have the same access to certain positions on foreign trading exchanges as do local traders, and the historical market data on which the Sponsor bases its strategies may not be as reliable or accessible as it is for U.S. exchanges.

**The Funds are Treated as Partnerships for Tax Purposes which Means that There May be a Lack of Certainty as to Tax Treatment for an Investor's Gains and Losses**

Cash or property will be distributed at the sole discretion of the Sponsor, and the Sponsor currently does not intend to make cash or other distributions with respect to Shares. You will be required to pay U.S. federal income tax and, in some cases, state, local, or foreign income tax, on your allocable share of a Fund's taxable income, without regard to whether you receives distributions or the amount of any distributions. Therefore, the tax liability resulting from your ownership of Shares may exceed the amount of cash or value of property (if any) distributed.

Due to the application of the assumptions and conventions applied by a Fund in making allocations for U.S. federal income tax purposes and other factors, your allocable share of the Fund's income, gain, deduction or loss may be different than your economic profit or loss from your Shares for a taxable year. This difference could be temporary or permanent and, if permanent, could result in your being taxed on amounts in excess of your economic income.

The Funds are treated as partnerships for United States federal income tax purposes. The U.S. tax rules pertaining to entities taxed as partnerships are complex and their application to publicly traded partnerships such as the Funds are in many respects uncertain. The Funds apply certain assumptions and conventions in an attempt to comply with the intent of the applicable rules and to report taxable income, gains, deductions, losses and credits in a manner that properly reflects Shareholders' economic gains and losses. These assumptions and conventions may not fully comply with all aspects of the Internal Revenue Code (the "Code") and applicable Treasury Regulations, however, and it is possible that the U.S. Internal Revenue Service (the "IRS") will successfully challenge our allocation methods and require us to reallocate items of income, gain,

deduction, loss or credit in a manner that adversely affects you. If this occurs, you may be required to file an amended tax return and to pay additional taxes plus deficiency interest.

The Trust has received an opinion of counsel that, under current U.S. federal income tax laws, the Funds will be treated as partnerships that are not taxable as corporations for U.S. federal income tax purposes, provided that (i) at least 90 percent of each Fund's annual gross income consists of "qualifying income" as defined in the Code, (ii) the Funds are organized and operated in accordance with its governing agreements and applicable law, and (iii) the Funds do not elect to be taxed as corporations for federal income tax purposes. Although the Sponsor anticipates that the Funds have satisfied and will continue to satisfy the "qualifying income" requirement for all of its taxable years, that result cannot be assured. The Funds have not requested and will not request any ruling from the IRS with respect to its classification as partnerships not taxable as corporations for federal income tax purposes. If the IRS were to successfully assert that the Funds are taxable as corporations for federal income tax purposes in any taxable year, rather than passing through its income, gains, losses and deductions proportionately to Shareholders, each Fund would be subject to tax on its net income for the year at corporate tax rates. In addition, although the Sponsor does not currently intend to make distributions with respect to Shares, any distributions would be taxable to Shareholders as dividend income. Taxation of the Funds as corporations could materially reduce the after-tax return on an investment in Shares and could substantially reduce the value of your Shares.

### ***Risks Specific to the Teucrium Corn Fund***

Investors may choose to use the Fund as a means of investing indirectly in corn, and there are risks involved in such investments. The risks and hazards that are inherent in corn production may cause the price of corn to fluctuate widely. Price movements for corn are influenced by, among other things: weather conditions, crop failure, production decisions, governmental policies, changing demand, the corn harvest cycle, and various economic and monetary events. Corn production is also subject to U.S. federal, state and local regulations that materially affect operations.

The price movements for corn are influenced by, among other things, weather conditions, crop disease, transportation difficulties, various planting, growing and harvesting problems, governmental policies, changing demand, and seasonal fluctuations in supply. More generally, commodity prices may be influenced by economic and monetary events such as changes in interest rates, changes in balances of payments and trade, U.S. and international inflation rates, currency valuations and devaluations, U.S. and international economic events, and changes in the philosophies and emotions of market participants. Because the Fund invests primarily in interests in a single commodity, it is not a diversified investment vehicle, and therefore may be subject to greater volatility than a diversified portfolio of stocks or bonds or a more diversified commodity pool.

The Fund is subject to the risks and hazards of the corn market because it invests in Corn Interests. The risks and hazards that are inherent in the corn market may cause the price of corn to fluctuate widely. If the changes in percentage terms of the Fund's Shares accurately track the percentage changes in the Benchmark or the spot price of corn, then the price of its Shares will fluctuate accordingly.

The price and availability of corn is influenced by economic and industry conditions, including but not limited to supply and demand factors such as: crop disease and infestation (including, but not limited to, Leaf Blight, Ear Rot and Root Rot); transportation difficulties; various planting, growing, or harvesting problems; and severe weather conditions (particularly during the spring planting season and the fall harvest) such as drought, floods, or frost that are difficult to anticipate and which cannot be controlled. Demand for corn in the United States to produce ethanol has also been a significant factor affecting the price of corn. In turn, demand for ethanol has tended to increase when the price of gasoline has increased, and has been significantly affected by United States governmental policies designed to encourage the production of ethanol. Recent changes in government policy have the potential to reduce the demand for ethanol over the next several years. Additionally, demand for corn is affected by changes in consumer tastes, national, regional and local economic conditions, and demographic trends. Finally, because corn is often used as an ingredient in livestock feed, demand for corn is subject to risks associated with the outbreak of livestock disease.

Corn production is subject to United States federal, state, and local policies and regulations that materially affect operations. Governmental policies affecting the agricultural industry, such as taxes, tariffs, duties, subsidies, incentives, acreage control, and import and export restrictions on agricultural commodities and commodity products, can influence the planting of certain crops, the location and size of crop production, the volume and types of imports and exports, the availability and competitiveness of feedstocks as raw materials, and industry profitability. Additionally, corn production is affected by laws and regulations relating to, but not limited to, the sourcing, transporting, storing, and processing of agricultural raw materials as well as the transporting, storing and distributing of related agricultural products. U.S. corn producers also must comply with various environmental laws and regulations, such as those regulating the use of certain pesticides, and local laws that regulate the production of genetically modified crops. In addition, international trade disputes can adversely affect agricultural commodity trade flows by limiting or disrupting trade between countries or regions.

Seasonal fluctuations in the price of corn may cause risk to an investor because of the possibility that Share prices will be depressed because of the corn harvest cycle. In the United States, the corn market is normally at its weakest point, and corn prices are lowest, shortly before and during the harvest (between September and November), due to the high supply of corn in the market. Conversely, corn prices are generally highest during the winter and spring (between December and May), when farmer-owned corn has largely been sold and used. Seasonal corn market peaks generally occur around February or March. These normal market conditions are, however, often influenced by weather patterns, and domestic and global economic conditions, among others factors, and any specific year may not necessarily follow the traditional seasonal fluctuations described above. In the futures market, these seasonal fluctuations are typically reflected in contracts expiring in the relevant season (e.g., contracts expiring during the harvest season are typically priced lower than contracts expiring in the winter and spring). Thus, seasonal fluctuations could result in an investor incurring losses upon the sale of Fund Shares, particularly if the investor needs to sell Shares when the Benchmark Component Futures Contracts are, in whole or part, Corn Futures Contracts expiring in the fall.

Position limits and daily price fluctuation limits set by the CFTC and the exchanges have the potential to cause tracking error, which could cause the price of Shares to substantially vary from the Benchmark and prevent you from being able to effectively use the Fund as a way to hedge against corn-related losses or as a way to indirectly invest in corn.

The CFTC and U.S. designated contract markets such as the CBOT have established position limits on the maximum net long or net short futures contracts in commodity interests that any person or group of persons under common trading control (other than as a hedge, which an investment by the Fund is not) may hold, own or control. For example, the current position limit for investments at any one time in Corn Futures Contracts are 600 spot month contracts, 33,000 contracts expiring in any other single month, and 33,000 total for all months. Cleared Corn Swaps are subject to position limits of 33,000 in any single month and 33,000 total for all months, and are measured separately from, the limits on Corn Futures Contracts. These position limits are fixed ceilings that the Fund would not be able to exceed without specific CFTC authorization.

In addition to position limits, the exchanges set daily price fluctuation limits on futures contracts. The daily price fluctuation limit establishes the maximum amount that the price of futures contracts may vary either up or down from the previous day's settlement price. Once the daily price fluctuation limit has been reached in a particular futures contract, no trades may be made at a price beyond that limit.

For example, the CBOT imposes a \$2,000 per contract price fluctuation limit for Corn Futures Contracts. This limit is initially based off of the previous trading day's settlement price. If two or more Corn Futures Contract months within the first five listed non-spot contracts close at the limit, the daily price limit increases to \$3,000 per contract for the next business day.

All of these limits may potentially cause a tracking error between the price of the Shares and the Benchmark. This may in turn prevent you from being able to effectively use the Fund as a way to hedge against corn-related losses or as a way to indirectly invest in corn.

The Fund does not intend to limit the size of the offering and will attempt to expose substantially all of its proceeds to the corn market utilizing Corn Interests. If the Fund encounters position limits, accountability levels, or price fluctuation limits for Corn Futures Contracts and/or Cleared Corn Swaps on the CBOT, it may then, if permitted under applicable regulatory requirements, purchase Other Corn Interests and/or Corn Futures Contracts listed on foreign exchanges. However, the Corn Futures Contracts available on such foreign exchanges may have different underlying sizes, deliveries, and prices. In addition, the Corn Futures Contracts available on these exchanges may be subject to their own position limits and accountability levels. In any case, notwithstanding the potential availability of these instruments in certain circumstances, position limits could force the Fund to limit the number of Creation Baskets that it sells.

Position limits and daily price fluctuation limits set by the CFTC and the exchanges have the potential to cause tracking error, which could cause the price of Shares to substantially vary from the Benchmark and prevent you from being able to effectively use the Fund as a way to hedge against corn-related losses or as a way to indirectly invest in corn.

### *Risks Specific to the Teucrium Natural Gas Fund*

Investors may choose to use the Fund as a means of investing indirectly in natural gas, and there are risks involved in such investments. The risks and hazards that are inherent in natural gas production may cause the price of natural gas to fluctuate widely. The exploration for, and production of, natural gas is an uncertain process with many risks. The cost of drilling, completing and operating wells for natural gas is often uncertain, and a number of factors can delay or prevent drilling operations or production. These include, but are not limited to: unexpected drilling conditions; pressure or irregularities in formations; equipment failures or repairs; fires or other accidents; adverse weather conditions; pipeline ruptures or spills; shortages or delays in the availability of drilling rigs and the delivery of equipment; and environmental hazards. Environmental hazards include natural gas leaks, ruptures and discharges of toxic gases. Natural gas operations are also subject to various U.S. federal, state and local regulations that materially affect operations. Natural gas production is also mostly concentrated to North America in that transporting natural gas is primarily limited to pipelines, although under limited circumstances, natural gas may be liquefied and shipped to or from North America.

The Fund is subject to the risks and hazards of the natural gas market because it invests in Natural Gas Interests. The risks and hazards that are inherent in the natural gas market may cause the price of natural gas to fluctuate widely. If the changes in percentage terms of the Fund's Shares accurately track the percentage changes in the Benchmark or the spot price of natural gas, then the price of its Shares will fluctuate accordingly.

The exploration for, and production of, natural gas is an uncertain process with many risks. The costs of drilling, completing and operating wells for natural gas is often uncertain, and a number of factors can delay or prevent drilling operations or production, including but not limited to: unexpected drilling conditions; pressure or irregularities in formations; equipment failures or repairs; fires or other accidents; pipeline ruptures or spills; shortages or delays in the availability of drilling rigs and the delivery of equipment; adverse weather conditions; political conflicts; compliance with government regulations; and environmental hazards, including natural gas leaks, ruptures and discharges of toxic gases.

Natural gas production is subject to U.S. federal, state, and local policies and regulations that materially affect operations. Matters regulated include discharge permits for drilling operations, drilling and abandonment bonds, reports concerning operations, the spacing of wells and pooling of properties and taxation. At various times, regulatory agencies have imposed price controls and limitations on production. In order to conserve supplies of natural gas, these agencies have restricted the rates of flow of natural gas wells below actual production capacity. Federal, state and local laws regulate production, handling, storage, transportation and disposal of natural gas, by-products from natural gas and other substances and materials produced or used in connection with natural gas operations.



There are a variety of hazards inherent in natural gas transmission, distribution, gathering and processing, such as leaks, explosions, pollution, release of toxic substances, adverse weather conditions (such as hurricanes and flooding), pipeline failure, abnormal pressures, uncontrollable flows of natural gas, scheduled and unscheduled maintenance, physical damage to the gathering or transportation system, and other hazards which could affect the price of natural gas. To the extent these hazards limit the supply or delivery of natural gas, natural gas prices will increase.

Natural gas prices fluctuate seasonally. For example, in some parts of the United States and other markets, the natural gas demand for power peaks during the cold winter months, with market prices peaking at that time. As a result, in the future, the overall price of natural gas may fluctuate substantially on a seasonal and quarterly basis and thus make consecutive period to period comparisons less relevant

Price movements for natural gas are influenced by, among other things: regional demand for energy, which is affected by economic and seasonal conditions; the domestic supply and inventories of natural gas; weather conditions, including abnormally mild or harsh winters; political conditions; the price and availability of alternative fuels; and the impact of energy conservation efforts. More generally, commodity prices may be influenced by economic and monetary events such as changes in interest rates, changes in balances of payments and trade, U.S. and international inflation rates, currency valuations and devaluations, U.S. and international economic events, and changes in the philosophies and emotions of market participants. Because the Fund invests primarily in interests in a single commodity, it is not a diversified investment vehicle, and therefore may be subject to greater volatility than a diversified portfolio of stocks or bonds or a more diversified commodity pool. There has been tremendous volatility in the price of Natural Gas Futures Contracts in recent years. For example, the price of the NYMEX spot month futures contract on natural gas rose to a high of \$13.69 on July 3, 2008 and dropped to a low of \$1.90 on April 20, 2012. The Sponsor anticipates that there will be continued volatility in the price of the Natural Gas Futures Contracts. Consequently, investors should know that this volatility can lead to a loss of all or substantially all of their investment in the Fund.

Natural gas transmission and storage operations in North America are subject to regulation and oversight by the Federal Energy Regulatory Commission, various state regulatory agencies, and Canadian regulatory authorities. These regulatory bodies have the authority to effect rate settlements on natural gas storage, transmission and distribution services. As a consequence, the price of natural gas may be affected by a change in the rate settlements effected by one or more of these regulatory bodies.

Natural gas is primarily transported and stored throughout the United States by way of pipeline and underground storage facilities. These systems may not be adequate to meet demand, especially in times of peak demand or in areas of the United States where natural gas service is already limited due to minimal pipeline and storage infrastructure. As a result of the limited method for transporting and storing natural gas, the price of natural gas may fluctuate.

Accountability levels, position limits and price fluctuation limits set by the CFTC and the exchanges have the potential to cause tracking error, which could cause the price of Shares to substantially vary from the Benchmark and prevent you from being able to effectively use the Fund as a way to hedge against natural gas-related losses or as a

way to indirectly invest in natural gas.

For example, the CFTC and designated contract markets such as the NYMEX and the ICE have established accountability levels and position limits on the maximum net long or net short futures contracts in commodity interests that any person or group of persons under common trading control may hold, own or control (other than as a hedge, which an investment by the Fund is not). The Cleared Natural Gas Swaps that are most comparable to the Benchmark Component Futures Contracts are subject to accountability levels that are substantially identical to, but are currently measured separately from, the accountability levels on Natural Gas Futures Contracts. Accountability levels are imposed by ICE of 48,000 contracts for all months (12,000 NYMEX NG contract equivalents), 24,000 contracts for any one month (6,000 NYMEX NG contract equivalents), and 4,000 contracts for the spot month (1,000 NYMEX NG contract equivalents). Exemptions may be obtained from these accountability levels for bona fide hedging, risk management and spread positions. Position and accountability limits for ICE are separate and not additive to those of the NYMEX.

The Cleared Natural Gas Swaps that are most comparable to the Benchmark Component Futures Contracts are subject to accountability levels that are substantially identical to, but are currently measured separately from, the accountability levels on Natural Gas Futures Contracts. Various privately-negotiated swap contracts, including certain types of natural gas swaps, are cleared by the ICE's provider of clearing services. The Cleared Natural Gas Swaps that are most comparable to the Benchmark Component Futures Contracts are subject to accountability levels that are substantially identical to, but currently measured differently from, the accountability levels applicable to Natural Gas Futures Contracts. The accountability levels imposed by ICE on those Cleared Natural Gas Swaps are 48,000 contracts for all months (12,000 NYMEX NG contract equivalents) and 24,000 contracts for any one month (6,000 NYMEX NG contract equivalents).

In addition to accountability levels and position limits, the exchanges may also set price fluctuation limits on futures contracts. The price fluctuation limit establishes the maximum amount that the price of futures contracts may vary either up or down from the previous day's settlement price or from the price at which the limit was last imposed. When a price fluctuation limit is in effect for a particular futures contract, no trades may be made at a price beyond that limit.

More specifically, the NYMEX imposes a \$1.50 per MMBtu (\$15,000 per contract) price fluctuation limit for Natural Gas Futures Contracts. This limit is initially based off of the previous NYMEX trading day's settlement price. If any of the first three contract months for a Natural Gas Futures Contract is traded, bid or offered at the limit, trading is halted for five minutes. When trading resumes it begins at the point where the limit was imposed and the limit is reset to be \$1.50 per MMBtu in either direction of that point. If another halt were triggered, the market would continue to be expanded by \$1.50 per MMBtu in either direction after each successive five-minute trading halt. There is not maximum price fluctuation limit during any one trading session.



All of these limits may potentially cause a tracking error between the price of the Shares and the Benchmark. This may in turn prevent you from being able to effectively use the Fund as a way to hedge against natural gas-related losses or as a way to indirectly invest in natural gas.

If the Fund encounters position limits, accountability levels, or price fluctuation limits for Natural Gas Futures Contracts on the NYMEX or Cleared Natural Gas Swaps on the ICE, it may then, if permitted under applicable regulatory requirements, purchase Natural Gas Interests, including Natural Gas Futures Contracts listed on foreign exchanges. However, the Natural Gas Futures Contracts available on such foreign exchanges may have different underlying sizes, deliveries, and prices. The Natural Gas Futures Contracts available on such foreign exchanges may be subject to their own position limits and accountability levels. In any case, notwithstanding the potential availability of these instruments in certain circumstances, position limits could force the Fund to limit the number of Creation Baskets that it sells.

#### ***Risks Specific to the Teucrium WTI Crude Oil Fund***

Investors may choose to use the Fund as a means of investing indirectly in crude oil, and there are risks involved in such investments. The risks and hazards that are inherent in oil production may cause the price of crude oil to fluctuate widely. Price movements for crude oil are influenced by, among other things, many operating risks. Such operating risks include, but are not limited to, risk of fire, explosions, blow-outs, pipe failure, abnormally pressured formations and environmental hazards. Environmental hazards include oil spills, ruptures and discharges of toxic gases. Crude oil operations are also subject to various U.S. federal, state and local regulations that materially affect operations.

Global political risks, including geopolitical conflicts and war could cause the price of WTI light sweet crude oil to fluctuate greatly impacting the Fund's ability to meet its investment strategy. These tensions include concerns over military actions, civil unrest and sabotage affecting the flow of oil. Additionally, production cuts by members of OPEC and refusals to increase oil production may have the impact of tightening world oil markets.

The Fund is subject to the risks and hazards of the crude oil market because it invests in Oil Interests. The risks and hazards that are inherent in the oil market may cause the price of oil to fluctuate widely. If the changes in percentage terms of the Fund's Shares accurately track the percentage changes in the Benchmark or the spot price of WTI light sweet crude oil, then the price of its Shares will fluctuate accordingly.

The price and availability of light sweet crude oil is influenced by economic and industry conditions, including but not limited to: the economic activity of users - as certain economies expand, oil consumption and prices increase, and as economies contract (in a recession or depression), oil demand and prices fall; the increases in oil production due to price increases making it more economical to extract oil from additional sources which may later stabilize further

price increases; decisions of the cartel of oil producing countries (e.g., OPEC, the Organization of the Petroleum Exporting Countries) to produce more or less oil; mechanical difficulties or shortages or delays in the delivery of drilling rigs and other equipment; refinery capacity; compliance with government regulations; adverse weather conditions; political conflicts - including war; title issues; the cancellation, shortening or delaying of crude oil drilling and production activities; not finding commercially productive crude oil reservoirs; operating risks including risk of fire, explosions, blow-outs, pipe failure, abnormally pressured formations and environmental hazards; and environmental hazards including oil spills, ruptures and the discharge of toxic gases.

Crude oil operations are also subject to various U.S. federal, state and local regulations that materially affect operations. Matters regulated include discharge permits for drilling operations, drilling and abandonment bonds, reports concerning operations the spacing of wells and pooling of properties and taxation. At various times, regulatory agencies have imposed price controls and limitations on production. In order to conserve supplies of crude oil, these agencies have restricted the rates of flow of crude oil wells below actual production capacity. Federal, state and local laws regulate production, handling, storage, transportation and disposal of crude oil, by-products from crude oil and other substances and materials produced or used in connection with crude oil operations.

Environmental and other governmental laws and regulations have increased the costs to plan, design, drill, install, operate and abandon oil wells. Other laws have prevented exploration and drilling of oil in certain environmentally sensitive federal lands and waters. Several environmental laws that have a direct or an indirect impact on the price of crude oil include, but are not limited to, the Clean Air Act, Clean Water Act, Resource Conservation and Recovery Act, and the Comprehensive Environmental Response, Compensation and Liability Act of 1980.

Accountability levels, position limits and price fluctuation limits set by the CFTC and the exchanges have the potential to cause tracking error, which could cause the price of Shares to substantially vary from the Benchmark and prevent you from being able to effectively use the Fund as a way to hedge against crude oil-related losses or as a way to indirectly invest in crude oil.

The CFTC and U.S. designated contract markets such as the NYMEX have established accountability levels and position limits on the maximum net long or net short futures contracts in commodity interests that any person or group of persons under common trading control may hold, own or control (other than as a hedge, which an investment by the Fund is not). For example, the current accountability level for investments at any one time in WTI Oil Futures Contracts is 10,000 for any single month and 20,000 for all months. While this is not a fixed ceiling, it is a threshold above which the NYMEX may exercise greater scrutiny and control over an investor. The Cleared Oil Swaps, also known as financially-settled futures, that are most comparable to the Benchmark Component Futures Contracts are subject to accountability levels that are substantially identical to, but measured separately from, the accountability levels for Oil Futures Contracts.

With regard to position limits, the NYMEX limits an investor from holding more than 3,000 net futures in the last three days of trading in the near month contract to expire. The Fund, however, does not believe the current position limits imposed by the NYMEX will have any impact on the Fund. On November 18, 2011, the CFTC adopted regulations that will impose position limits on energy futures contracts, including Oil Futures Contracts. The initial

spot month position limit of a combined 3,000 Oil Futures Contracts and economically equivalent swaps will not

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be effective until 60 days after the CFTC further defines the term “swap.” Non-spot month position limits will be determined based on a survey of at least 12 months of the deliverable supply of WTI crude oil.

Various privately-negotiated swap contracts, including certain types of oil swaps, are cleared by the NYMEX’s and the ICE’s providers of clearing services. The Fund expects to focus on investments in these financially-settled futures, as well as Oil Futures Contracts, rather than over-the-counter swaps. The NYMEX and ICE financially-settled futures, commonly referred to as Cleared Oil Swaps, that are most comparable to the Benchmark Component Futures Contracts are subject to accountability levels that are substantially identical to, but currently measured separately from, the accountability levels applicable to WTI Oil Futures Contracts. The accountability levels imposed by NYMEX and ICE on those financially-settled futures are : as follows: 1) a spot limit of 3,000 ; 2) a single month limit of 10,000; and 3) an all month limit of 20,000. Additionally, the Fund’s ability to rely on these Cleared Oil Swaps may be further limited when the position limit rules discussed above become effective. The accountability limits for the financially-settled futures on NYMEX and ICE are separate and not combined by regulatory entities for purposes of determining maximum holdings

In addition to accountability levels and position limits, the exchanges may also set price fluctuation limits on futures contracts. The price fluctuation limit establishes the maximum amount that the price of futures contracts may vary either up or down from the previous day’s settlement price or from the price at which the limit was last imposed. When a price fluctuation limit is in effect for a particular futures contract, no trades may be made at a price beyond that limit.

More specifically, the NYMEX imposes a \$10.00 per barrel (\$10,000 per contract) price fluctuation limit for WTI Oil Futures Contracts. This limit is initially based off of the previous trading day’s settlement price. If any of the first three contract months for a WTI Oil Futures Contract is traded, bid or offered at the limit, trading is halted for five minutes. When trading resumes, it begins at the point where the limit was imposed and the limit is reset to be \$10.00 per barrel in either direction of that point. If another halt were triggered, the market would continue to be expanded by \$10.00 per barrel in either direction after each successive five-minute trading halt. There is no maximum price fluctuation limit during any one trading session.

All of these limits may potentially cause a tracking error between the price of the Shares and the Benchmark. This may in turn prevent you from being able to effectively use the Fund as a way to hedge against crude oil-related losses or as a way to indirectly invest in crude oil.

If the Fund encounters position limits, accountability levels, or price fluctuation limits for Oil Futures Contracts and/or Cleared Oil Swaps on the NYMEX or the ICE, it may, if permitted under applicable regulatory requirements, purchase Other Oil Interests and/or Oil Futures Contracts listed on foreign exchanges. However, the Oil Futures Contracts available on such foreign exchanges may have different underlying sizes, deliveries, and prices. In addition, the Oil Futures Contracts available on these exchanges may be subject to their own position limits and accountability levels. In any case, notwithstanding the potential availability of these instruments in certain circumstances, accountability levels and position limits could force the Fund to limit the number of Creation Baskets that it sells.

Price movements for barrels of crude oil are influenced by, among other things: (1) operational hazards, such as risk of fire, explosions, blow outs, pipe failure and abnormally pressured formations; (2) environmental hazards, such as oil spills, ruptures and the discharge of toxic gases; (4) economic variances, such as changes in interest rates, actions by oil producing countries, such as OPEC, changes in supply and demand, shifts in demand domestically or other countries such as India and China, currency deviations, inflation rates and changes in balances of payment and trade, as well as changes in philosophies and emotions of market participants; and (5) political influences, such as war, counter-terrorism and government regulation and oversight. More generally, commodity prices may be influenced by economic and monetary events such as changes in interest rates, changes in balances of payments and trade, U.S. and international inflation rates, currency valuations and devaluations, U.S. and international economic events, and changes in the philosophies and emotions of market participants. Because the Fund invests primarily in interests in a single commodity, it is not a diversified investment vehicle, and therefore may be subject to greater volatility than a diversified portfolio of stocks or bonds or a more diversified commodity pool.

### ***Risks Specific to the Teucrium Soybean Fund***

Investors may choose to use the Fund as a means of investing indirectly in soybeans, and there are risks involved in such investments. The risks and hazards that are inherent in soybean production may cause the price of soybean to fluctuate widely. Global price movements for soybean are influenced by, among other things: weather conditions, crop failure, production decisions, governmental policies, changing demand, the soybean harvest cycle, and various economic and monetary events. Soybean production is also subject to domestic and foreign regulations that materially affect operations.

As discussed in more detail above, price movements for soybeans are influenced by, among other things, weather conditions, crop disease, transportation difficulties, various planting, growing and harvesting problems, governmental policies, changing demand, and seasonal fluctuations in supply. More generally, commodity prices may be influenced by economic and monetary events such as changes in interest rates, changes in balances of payments and trade, U.S. and international inflation rates, currency valuations and devaluations, U.S. and international economic events, and changes in the philosophies and emotions of market participants. Because the Fund invests primarily in interests in a single commodity, it is not a diversified investment vehicle, and therefore may be subject to greater volatility than a diversified portfolio of stocks or bonds or a more diversified commodity pool.

The Fund is subject to the risks and hazards of the soybean market because it invests in Soybean Interests. The risks and hazards that are inherent in the soybean market may cause the price of soybeans to fluctuate widely. If the changes in percentage terms of the Fund's Shares accurately track the percentage changes in the Benchmark or the spot price of soybeans, then the price of its Shares will fluctuate accordingly.

The price and availability of soybeans is influenced by economic and industry conditions, including but not limited to supply and demand factors such as: crop disease; weed control; water availability; various planting, growing, or harvesting problems; severe weather conditions such as drought, floods, heavy rains, frost, or natural disasters that are difficult to anticipate and which cannot be controlled; uncontrolled fires, including arson; challenges in doing business with foreign companies; legal and regulatory restrictions; transportation costs; interruptions in energy supply; currency exchange rate fluctuations; and political and economic instability. Additionally, demand for soybeans is affected by changes in international, national, regional and local economic conditions, and demographic trends. The increased production of soybean crops in South America and the rising demand for soybeans in emerging nations such as China and India have increased competition in the soybean market.

The supply of soybeans could be reduced by the spread of soybean rust. Soybean rust is a wind-borne fungal disease that attacks soybeans. Although soybean rust can be killed with chemicals, chemical treatment increases production costs for farmers.

Soybean production is subject to United States and foreign policies and regulations that materially affect operations. Governmental policies affecting the agricultural industry, such as taxes, tariffs, duties, subsidies, incentives, acreage control, and import and export restrictions on agricultural commodities and commodity products, can influence the planting of certain crops, the location and size of crop production, the volume and types of imports and exports, and industry profitability. Additionally, soybean production is affected by laws and regulations relating to, but not limited to, the sourcing, transporting, storing and processing of agricultural raw materials as well as the transporting, storing and distributing of related agricultural products. Soybean producers also may need to comply with various environmental laws and regulations, such as those regulating the use of certain pesticides. In addition, international trade disputes can adversely affect agricultural commodity trade flows by limiting or disrupting trade between countries or regions.

Because processing soybean oil can create trans-fats, the demand for soybean oil may decrease due to heightened governmental regulation of trans-fats or trans-fatty acids. The U.S. Food and Drug Administration currently requires food manufacturers to disclose levels of trans-fats contained in their products, and various local governments have enacted or are considering restrictions on the use of trans-fats in restaurants. Several food processors have either switched or indicated an intention to switch to oil products with lower levels of trans-fats or trans-fatty acids.

In recent years, there has been increased global interest in the production of biofuels as alternatives to traditional fossil fuels and as a means of promoting energy independence. Soybeans can be converted into biofuels such as biodiesel. Accordingly, the soybean market has become increasingly affected by demand for biofuels and related legislation.

The costs related to soybean production could increase and soybean supply could decrease as a result of restrictions on the use of genetically modified soybeans, including requirements to segregate genetically modified soybeans and the products generated from them from other soybean products.

Seasonal fluctuations in the price of soybeans may cause risk to an investor because of the possibility that Share prices will be depressed because of the soybean harvest cycle. In the futures market, fluctuations are typically reflected in contracts expiring in the harvest season (i.e., contracts expiring during the fall are typically priced lower than contracts expiring in the winter and spring). Thus, seasonal fluctuations could result in an investor incurring losses upon the sale of Fund Shares, particularly if the investor needs to sell Shares when the Benchmark Component Futures Contracts are, in whole or part, Soybean Futures Contracts expiring in the fall.

Position limits and daily price fluctuation limits set by the CFTC and the exchanges have the potential to cause tracking error, which could cause the price of Shares to substantially vary from the Benchmark and prevent you from being able to effectively use the Fund as a way to hedge against soybean-related losses or as a way to indirectly invest in soybeans.

The CFTC and U.S. designated contract markets have established position limits on the maximum net long or net short futures contracts in commodity interests that any person or group of persons under common trading control (other than as a hedge, which an investment by the Fund is not) may hold, own or control. For example, the current position limit for investments at any one time in the Soybean Futures Contracts are 600 spot month contracts, 15,000 contracts expiring in any other single month, and 15,000 total for all months. Cleared Soybean Swaps (i.e., Soybean Calendar Swaps as currently offered on the CBOT) are subject to position limits that are currently measured separately from the limits on Soybean Futures Contracts. The position limits for Cleared Soybeans Swaps are 15,000 contracts expiring in any other single month, and 15,000 total for all months. These position limits are fixed ceilings that the Fund would not be able to exceed without specific CFTC authorization.

In addition to position limits, the exchanges set daily price fluctuation limits on futures contracts. The daily price fluctuation limit establishes the maximum amount that the price of futures contracts may vary either up or down from the previous day's settlement price. Once the daily price fluctuation limit has been reached in a particular futures contract, no trades may be made at a price beyond that limit.

Currently, the CBOT imposes an initial \$3,500 per contract maximum daily price fluctuation limit on Soybean Futures Contracts. This limit is based off the previous trading day's settlement price. If two or more Soybean Futures Contract months within the first seven listed non-spot contracts close at the limit, the daily price limit increases to \$5,250 per contract for the next business day and to \$8,000 per contract for the next business day if the limit is met again.

All of these limits may potentially cause a tracking error between the price of the Shares and the Benchmark. This may in turn prevent you from being able to effectively use the Fund as a way to hedge against soybean-related losses or as a way to indirectly invest in soybeans.

If the Fund encounters position limits or price fluctuation limits for Soybean Futures Contracts and/or Cleared Soybean Swaps on the CBOT, it may then, if permitted under applicable regulatory requirements, purchase Other Soybean Interests and/or Soybean Futures Contracts listed on foreign exchanges. However, the Soybean Futures Contracts available on such foreign exchanges may have different underlying sizes, deliveries, and prices. In addition, the Soybean Futures Contracts available on these exchanges may be subject to their own position limits or similar restrictions. In any case, notwithstanding the potential availability of these instruments in certain circumstances, position limits could force the Fund to limit the number of Creation Baskets that it sells.

### ***Risks Specific to the Teucrium Sugar Fund***

Investors may choose to use the Fund as a means of investing indirectly in sugar, and there are risks involved in such investments. The risks and hazards that are inherent in sugar production may cause the price of sugar to fluctuate widely. Global price movements for sugar are influenced by, among other things: weather conditions, crop failure, production decisions, governmental policies, changing demand, the sugar harvest cycle, and various economic and monetary events. Sugar production is also subject to domestic and foreign regulations that materially affect operations.

As discussed in more detail above, price movements for sugar are influenced by, among other things, weather conditions, crop disease, transportation difficulties, various planting, growing and harvesting problems, governmental policies, changing demand, and seasonal fluctuations in supply. More generally, commodity prices may be influenced by economic and monetary events such as changes in interest rates, changes in balances of payments and trade, U.S. and international inflation rates, currency valuations and devaluations, U.S. and international economic events, and changes in the philosophies and emotions of market participants. Because the Fund invests primarily in interests in a single commodity, it is not a diversified investment vehicle, and therefore may be subject to greater volatility than a diversified portfolio of stocks or bonds or a more diversified commodity pool.

The Fund is subject to the risks and hazards of the world sugar market because it invests in Sugar Interests. The two primary sources for the production of sugar are sugarcane and sugar beets, both of which are grown in various countries around the world. The risks and hazards that are inherent in the world sugar market may cause the price of sugar to fluctuate widely. If the changes in percentage terms of the Fund's Shares accurately track the percentage changes in the Benchmark or the spot price of sugar, then the price of its Shares will fluctuate accordingly.

The global price and availability of sugar is influenced by economic and industry conditions, including but not limited to supply and demand factors such as: crop disease; weed control; water availability; various planting, growing, or harvesting problems; severe weather conditions such as drought, floods, or frost that are difficult to anticipate and which cannot be controlled; uncontrolled fires, including arson; challenges in doing business with foreign companies; legal and regulatory restrictions; fluctuation of shipping rates; currency exchange rate fluctuations; and political and economic instability. Global demand for sugar to produce ethanol has also been a significant factor affecting the price of sugar. Additionally, demand for sugar is affected by changes in consumer tastes, national, regional and local economic conditions, and demographic trends. The spread of consumerism and the rising affluence of emerging



nations such as China and India have created demand for sugar. An influx of people in developing countries moving from rural to urban areas may create more disposable income to be spent on sugar products, and might also reduce sugar production in rural areas on account of worker shortages, all of which would result in upward pressure on sugar prices. On the other hand, public health concerns regarding obesity, heart disease and diabetes, particularly in developed countries, may reduce demand for sugar. In light of the time it takes to grow sugarcane and sugar beets and the cost of new facilities for processing these crops, it may not be possible to increase supply quickly or in a cost-effective manner in response to an increase in demand for sugar.

Sugar production is subject to United States and foreign policies and regulations that materially affect operations. Governmental policies affecting the agricultural industry, such as taxes, tariffs, duties, subsidies, incentives, acreage control, and import and export restrictions on agricultural commodities and commodity products, can influence the planting of certain crops, the location and size of crop production, the volume and types of imports and exports, and industry profitability. Many foreign countries subsidize sugar production, resulting in lower prices, but this has led other countries, including the United States, to impose tariffs and import restrictions on sugar imports. Sugar producers also may need to comply with various environmental laws and regulations, such as those regulating the use of certain pesticides.

Seasonal fluctuations in the price of sugar may cause risk to an investor because of the possibility that Share prices will be depressed because of the sugar harvest cycle. In the futures market, contracts expiring during the harvest season are typically priced lower than contracts expiring in the winter and spring. While the sugar harvest seasons varies from country to country, prices of Sugar Futures Contracts tend to be lowest in the late spring and early summer, reflecting the harvest season in Brazil, the world's leading producer of sugarcane. Thus, seasonal fluctuations could result in an investor incurring losses upon the sale of Fund Shares, particularly if the investor needs to sell Shares when the Benchmark Component Futures Contracts are, in whole or part, Sugar Futures Contracts expiring in the late spring or early summer.

Position limits and daily price fluctuation limits set by the CFTC and the exchanges have the potential to cause tracking error, which could cause the price of Shares to substantially vary from the Benchmark and prevent you from being able to effectively use the Fund as a way to hedge against sugar-related losses or as a way to indirectly invest in sugar.

U.S. designated contract markets such as the ICE Futures and the NYMEX have established position limits and accountability levels on the maximum net long or net short Sugar Futures Contracts that any person or group of persons under common trading control may hold, own or control. The CFTC has not currently set position limits for Sugar Futures Contracts, and the ICE Futures and the NYMEX have established position limits only on spot month Sugar No. 11 Futures Contracts. For example, the ICE Futures' position limit for Sugar No. 11 Futures Contracts is 5,000 spot month contracts, whereas the NYMEX Sugar No. 11 Futures limit is 1,000 contracts, generally applicable only during the last month before expiration and limits on 9,000 contracts for a single month or cumulative amount. All Sugar Futures Contracts held under the control of the Sponsor, including those held by any future series of the Trust, will be aggregated in determining the application of these position

limits. However, because spot month contracts are not Benchmark Component Futures Contracts and the Fund's roll strategy calls for the sale of all spot month Sugar No. 11 Futures Contracts prior to the time the position limits would become applicable, it is unlikely that position limits on Sugar Futures Contracts will come into play.

NYMEX has designated position limits on NYMEX No. 11 Sugar futures of 1,000 contracts for Expiration Month. In addition, accountability levels of 9,000 contracts for any one month and a maximum of 9,000 contracts for all combined months have been established.

In contrast to position limits, accountability levels are not fixed ceilings, but rather thresholds above which an exchange may exercise greater scrutiny and control over an investor, including by imposing position limits on the investor. For example, the current ICE Futures-established accountability level for investments in Sugar No. 11 Futures Contracts for any one month is 10,000, and the accountability level for all combined months is 15,000. (The current accountability level for Sugar No. 11 Futures Contracts traded on the NYMEX is 9,000 for any one month, and 9,000 for all combined months, and ICE Futures has established no accountability level with regard to Sugar No. 16 Futures Contracts. However, ICE Futures has established position limits for Sugar No. 16 Futures Contracts of 1,000 for any one month, and 1,000 for all combined months.) Cleared Sugar Swaps on Sugar No. 11 are subject to ICE Futures accountability levels that are similar to, but currently measured separately from, the accountability levels on Sugar Futures Contracts. Even though accountability levels are not fixed ceilings, the Fund does not intend to invest in Sugar Futures Contracts or Cleared Sugar Swaps in excess of any applicable accountability levels.

In addition to accountability levels and position limits, exchanges may establish daily price fluctuation limits on futures contracts. The daily price fluctuation limit establishes the maximum amount that the price of futures contracts may vary either up or down from the previous day's settlement price. Once the daily price fluctuation limit has been reached in a particular futures contract, no trades may be made at a price beyond that limit. Currently, the ICE Futures and the NYMEX have not imposed maximum daily price fluctuation limits on Sugar Futures Contracts.

All of these limits may potentially cause a tracking error between the price of the Shares and the Benchmark. This may in turn prevent you from being able to effectively use the Fund as a way to hedge against sugar-related losses or as a way to indirectly invest in sugar.

If the Fund encounters accountability levels, position limits, or price fluctuation limits for Sugar Futures Contracts and/or Cleared Sugar Swaps on ICE Futures, it may then, if permitted under applicable regulatory requirements, purchase Other Sugar Interests and/or Sugar Futures Contracts listed on the NYMEX or foreign exchanges. However, the Sugar Futures Contracts available on such foreign exchanges may have different underlying sizes, deliveries, and prices. In addition, the Sugar Futures Contracts available on these exchanges may be subject to their own position limits and accountability levels. In any case, notwithstanding the potential availability of these instruments in certain circumstances, position limits could force the Fund to limit the number of Creation Baskets that it sells.

***Risks Specific to the Teucrium Wheat Fund***

Investors may choose to use the Fund as a means of investing indirectly in wheat, and there are risks involved in such investments. The risks and hazards that are inherent in wheat production may cause the price of wheat to fluctuate widely. Price movements for wheat are influenced by, among other things: weather conditions, crop failure, production decisions, governmental policies, changing demand, the wheat harvest cycle, and various economic and monetary events. Wheat production is also subject to U.S. federal, state and local regulations that materially affect operations.

As discussed in more detail above, price movements for wheat are influenced by, among other things, weather conditions, crop disease, transportation difficulties, various planting, growing and harvesting problems, governmental policies, changing demand, and seasonal fluctuations in supply. More generally, commodity prices may be influenced by economic and monetary events such as changes in interest rates, changes in balances of payments and trade, U.S. and international inflation rates, currency valuations and devaluations, U.S. and international economic events, and changes in the philosophies and emotions of market participants. Because the Fund invests primarily in interests in a single commodity, it is not a diversified investment vehicle, and therefore may be subject to greater volatility than a diversified portfolio of stocks or bonds or a more diversified commodity pool.

The Fund is subject to the risks and hazards of the wheat market because it invests in Wheat Interests. The risks and hazards that are inherent in the wheat market may cause the price of wheat to fluctuate widely. If the changes in percentage terms of the Fund's Shares accurately track the percentage changes in the Benchmark or the spot price of wheat, then the price of its Shares will fluctuate accordingly.

The price and availability of wheat is influenced by economic and industry conditions, including but not limited to supply and demand factors such as: crop disease; weed control; water availability; various planting, growing, or harvesting problems; severe weather conditions such as drought, floods, or frost that are difficult to anticipate and which cannot be controlled. Demand for food products made from wheat flour is affected by changes in consumer tastes, national, regional and local economic conditions, and demographic trends. More specifically, demand for such food products in the United States is relatively unaffected by changes in wheat prices or disposable income, but is closely tied to tastes and preferences. For example, in recent years the increase in the popularity of low-carbohydrate diets caused the consumption of wheat flour to decrease rapidly before rebounding somewhat after 2005. Export demand for wheat fluctuates yearly, based largely on crop yields in the importing countries.

Wheat production is subject to United States federal, state and local policies and regulations that materially affect operations. Governmental policies affecting the agricultural industry, such as taxes, tariffs, duties, subsidies, incentives, acreage control, and import and export restrictions on agricultural commodities and commodity products, can influence the planting of certain crops, the location and size of crop production, the volume and types of imports and exports, the availability and competitiveness of feedstocks as raw materials, and industry profitability. Additionally, wheat production is affected by laws and regulations relating to, but not limited to, the sourcing, transporting, storing



and processing of agricultural raw materials as well as the transporting, storing and distributing of related agricultural products. U.S. wheat producers also must comply with various environmental laws and regulations, such as those regulating the use of certain pesticides, and local laws that regulate the production of genetically modified crops. In addition, international trade disputes can adversely affect agricultural commodity trade flows by limiting or disrupting trade between countries or regions.

Seasonal fluctuations in the price of wheat may cause risk to an investor because of the possibility that Share prices will be depressed because of the wheat harvest cycle. In the United States, the market for winter wheat, the type of wheat upon which CBOT Wheat Futures Contracts are based, is at its lowest point, and wheat prices are lowest, shortly before and during the harvest (in the spring or early summer), due to the high supply of wheat in the market. Conversely, winter wheat prices are generally highest in the fall or early winter, when the wheat harvested that year has largely been sold and used. In the futures market, these seasonal fluctuations are typically reflected in contracts expiring in the relevant season (e.g., contracts expiring during the harvest season are typically priced lower than contracts expiring in the fall and early winter). Thus, seasonal fluctuations could result in an investor incurring losses upon the sale of Fund Shares, particularly if the investor needs to sell Shares when the Benchmark Component Futures Contracts are, in whole or part, Wheat Futures Contracts expiring in the spring.

Position limits and daily price fluctuation limits set by the CFTC and the exchanges have the potential to cause tracking error, which could cause the price of Shares to substantially vary from the Benchmark and prevent you from being able to effectively use the Fund as a way to hedge against wheat-related losses or as a way to indirectly invest in wheat.

The CFTC and U.S. designated contract markets such as the CBOT have established position limits on the maximum net long or net short futures contracts in commodity interests that any person or group of persons under common trading control (other than as a hedge, which an investment by the Fund is not) may hold, own or control. For example, the current position limit for investments at any one time in CBOT Wheat Futures Contracts are 600 spot month contracts, 12,000 contracts expiring in any other single month and 12,000 contracts total for all months. Cleared Wheat Swaps (i.e., Wheat Calendar Swaps as offered on the CBOT) are subject to position limits that are currently measured separately from the limits on Wheat Futures Contracts. The position limits for Cleared Wheat Swaps are 12,000 contracts expiring in any other single month and 12,000 contracts total for all months. These position limits are fixed ceilings that the Fund would not be able to exceed without specific CFTC authorization.

In addition to position limits, the exchanges set daily price fluctuation limits on futures contracts. The daily price fluctuation limit establishes the maximum amount that the price of futures contracts may vary either up or down from the previous day's settlement price. Once the daily price fluctuation limit has been reached in a particular futures contract, no trades may be made at a price beyond that limit.

For example, the CBOT imposes a \$3,000 per contract price fluctuation limit for Wheat Futures Contracts. This limit is initially based off of the previous trading day's settlement price. If two or more Wheat Futures Contract months within the first five listed non-spot contracts close at the limit, the daily price limit increases to \$4,500 per contract for

the next business day and to \$6,750 per contract the next business day if the limit is met again.

All of these limits may potentially cause a tracking error between the price of the Shares and the Benchmark. This may in turn prevent you from being able to effectively use the Fund as a way to hedge against wheat-related losses or as a way to indirectly invest in wheat.

If the Fund encounters position limits, accountability levels, or price fluctuation limits for Wheat Futures Contracts and/or Cleared Wheat Swaps on the CBOT, it may then, if permitted under applicable regulatory requirements, purchase Other Wheat Interests and/or Wheat Futures Contracts listed on foreign exchanges. However, the Wheat Futures Contracts available on such foreign exchanges may have different underlying sizes, deliveries, and prices. In addition, the Wheat Futures Contracts available on these exchanges may be subject to their own position limits and accountability levels. In any case, notwithstanding the potential availability of these instruments in certain circumstances, position limits could force the Fund to limit the number of Creation Baskets that it sells.

**Item 1B. Unresolved Staff Comments**

There are no unresolved staff comments.

**Item 2. Properties**

Not applicable.

**Item 3. Legal Proceedings**

Within the past 5 years of the date of this filing, there have been no material administrative, civil or criminal actions against the Sponsor, the Trust or any of the Funds, or any principal or affiliate of any of them. This includes any actions pending, on appeal, concluded, threatened, or otherwise known to them.

**Item 4. Mine Safety Disclosures**

Not applicable.



**PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchase of Equity Securities****(a) Price Range of Shares**

The following table sets forth the range of reported high and low closing prices of the shares for each Operating Fund as reported on the NYSE Arca for the fiscal year ended December 31, 2013 and 2012 for those quarters in which it operated from the commencement of operations.

The following table sets forth the range of reported high and low closing prices of the shares of the Teucrium Corn Fund (symbol "CORN") as reported on the NYSE Arca:

| <b>Fiscal Year Ended December 31, 2013 : High</b> | <b>Low</b>      |
|---|-----------------|
| <b>Quarter Ended</b>                              |                 |
| March 31, 2013                                    | \$45.50 \$40.90 |
| June 30, 2013                                     | \$42.80 \$38.67 |
| September 30, 2013                                | \$39.66 \$33.57 |
| December 31, 2013                                 | \$33.96 \$30.58 |

| <b>Fiscal Year Ended December 31, 2012 : High</b> | <b>Low</b>      |
|---|-----------------|
| <b>Quarter Ended</b>                              |                 |
| March 31, 2012                                    | \$42.62 \$37.59 |
| June 30, 2012                                     | \$42.14 \$35.47 |
| September 30, 2012                                | \$52.67 \$43.53 |
| December 31, 2012                                 | \$49.33 \$43.90 |

The following table sets forth the range of reported high and low closing prices of the shares of the Teucrium Natural Gas Fund (symbol "NAGS") as reported on the NYSE Arca:

| <b>Fiscal Year Ended December 31, 2013 : High</b> | <b>Low</b>      |
|---|-----------------|
| <b>Quarter Ended</b>                              |                 |
| March 31, 2013                                    | \$12.60 \$10.88 |
| June 30, 2013                                     | \$13.44 \$11.15 |
| September 30, 2013                                | \$11.56 \$10.25 |
| December 31, 2013                                 | \$12.17 \$10.10 |



| <b>Fiscal Year Ended December 31, 2012 :</b> | <b>High</b> | <b>Low</b> |
|--|-------------|------------|
| <b>Quarter Ended</b>                         |             |            |
| March 31, 2012                               | \$ 14.03    | \$ 10.94   |
| June 30, 2012                                | \$ 12.20    | \$ 10.16   |
| September 30, 2012                           | \$ 12.81    | \$ 10.90   |
| December 31, 2012                            | \$ 13.54    | \$ 11.49   |

The following table sets forth the range of reported high and low closing prices of the shares of the Teucrium WTI Crude Oil Fund (symbol "CRUD") as reported on the NYSE Arca:

|   | <b>High</b> | <b>Low</b> |
|---|-------------|------------|
| <b>Fiscal Year Ended December 31, 2013:</b> |             |            |
| <b>Quarter Ended</b>                        |             |            |
| March 31, 2013                              | \$41.34     | \$38.38    |
| June 30, 2013                               | \$40.57     | \$36.71    |
| September 30, 2013                          | \$42.80     | \$40.38    |
| December 31, 2013                           | \$42.09     | \$40.00    |

| <b>Fiscal Year Ended December 31, 2012:</b> | <b>High</b> | <b>Low</b> |
|---|-------------|------------|
| <b>Quarter Ended</b>                        |             |            |
| March 31, 2012                              | \$48.81     | \$44.00    |
| June 30, 2012                               | \$47.24     | \$35.77    |
| September 30, 2012                          | \$42.72     | \$37.83    |
| December 31, 2012                           | \$40.50     | \$37.50    |

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The following table sets forth the range of reported high and low closing prices of the shares of the Teucrium Soybean Fund (symbol "SOYB") as reported on the NYSE Arca:

| <b>Fiscal Year Ended December 31, 2013 : High</b> | <b>Low</b>        |
|---|-------------------|
| <b>Quarter Ended</b>                              |                   |
| March 31, 2013                                    | \$ 25.27 \$ 23.45 |
| June 30, 2013                                     | \$ 25.39 \$ 22.60 |
| September 30, 2013                                | \$ 25.03 \$ 21.93 |
| December 31, 2013                                 | \$ 23.72 \$ 22.50 |

| <b>Fiscal Year Ended December 31, 2012 : High</b> | <b>Low</b>        |
|---|-------------------|
| <b>Quarter Ended</b>                              |                   |
| March 31, 2012                                    | \$ 24.10 \$ 21.10 |
| June 30, 2012                                     | \$ 24.66 \$ 22.01 |
| September 30, 2012                                | \$ 28.85 \$ 24.72 |
| December 31, 2012                                 | \$ 26.46 \$ 23.53 |

The following table sets forth the range of reported high and low closing prices of the shares of the Teucrium Sugar Fund (symbol "CANE") as reported on the NYSE Arca:

| <b>Fiscal Year Ended December 31, 2013 : High</b> | <b>Low</b>        |
|---|-------------------|
| <b>Quarter Ended</b>                              |                   |
| March 31, 2013                                    | \$ 17.89 \$ 16.09 |
| June 30, 2013                                     | \$ 16.19 \$ 14.69 |
| September 30, 2013                                | \$ 15.22 \$ 14.13 |
| December 31, 2013                                 | \$ 16.57 \$ 13.75 |

| <b>Fiscal Year Ended December 31, 2012 : High</b> | <b>Low</b>        |
|---|-------------------|
| <b>Quarter Ended</b>                              |                   |
| March 31, 2012                                    | \$ 24.66 \$ 22.69 |
| June 30, 2012                                     | \$ 23.95 \$ 18.63 |
| September 30, 2012                                | \$ 21.02 \$ 17.96 |
| December 31, 2012                                 | \$ 19.56 \$ 16.96 |

The following table sets forth the range of reported high and low closing prices of the shares of the Teucrium Wheat Fund (symbol "WEAT") as reported on the NYSE Arca:

| <b>Fiscal Year Ended December 31, 2013 : High</b> | <b>Low</b>      |
|---|-----------------|
| <b>Quarter Ended</b>                              |                 |
| March 31, 2013                                    | \$21.49 \$18.29 |
| June 30, 2013                                     | \$19.47 \$17.05 |
| September 30, 2013                                | \$17.74 \$16.10 |

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|                   |         |         |
|-------------------|---------|---------|
| December 31, 2013 | \$17.68 | \$14.70 |
|-------------------|---------|---------|

**Fiscal Year Ended December 31, 2012 : High Low**

**Quarter Ended**

|                    |         |         |
|--------------------|---------|---------|
| March 31, 2012     | \$22.46 | \$20.05 |
| June 30, 2012      | \$22.08 | \$18.60 |
| September 30, 2012 | \$25.35 | \$22.40 |
| December 31, 2012  | \$25.05 | \$21.07 |

The following table sets forth the range of reported high and low closing prices of the shares of the Teucrium Agricultural Fund (symbol "TAGS") as reported on the NYSE Arca:

**Fiscal Year Ended December 31, 2013 : High Low**

**Quarter Ended**

|                    |         |         |
|--------------------|---------|---------|
| March 31, 2013     | \$48.85 | \$44.50 |
| June 30, 2013      | \$44.35 | \$41.35 |
| September 30, 2013 | \$41.00 | \$37.77 |
| December 31, 2013  | \$39.60 | \$33.20 |

**High Low**

**Fiscal Year Ended December 31, 2012 :**

**Quarter Ended**

|                    |         |         |
|--------------------|---------|---------|
| March 31, 2012     | \$50.66 | \$49.00 |
| June 30, 2012      | \$51.00 | \$45.25 |
| September 30, 2012 | \$66.98 | \$51.00 |
| December 31, 2012  | \$53.25 | \$48.59 |

**Holders of the Funds**

The table below sets for the approximate number of shareholders for each Fund of the Trust as of December 31, 2013.

| Fund        | Approximate Number of Shareholders |
|-------------|------------------------------------|
| <b>CORN</b> | 4,720                              |
| <b>NAGS</b> | 300                                |
| <b>CRUD</b> | 160                                |
| <b>SOYB</b> | 540                                |
| <b>CANE</b> | 350                                |
| <b>WEAT</b> | 1,020                              |
| <b>TAGS</b> | 70                                 |

**(b)****Use of Proceeds**

The original registration statement on Form S-1 registering 30,000,000 common units, or “Shares,” of the Teucrium Corn Fund (File No. 333-162033) was declared effective on June 7, 2010. A second registration statement on Form S-1 (File No. 333-187463) which replaced the original registration statement was declared effective on April 30, 2013. From June 9, 2010 (the commencement of operations) through December 31, 2013, 6,075,000 Shares of the Fund were sold at an aggregate offering price of \$243,541,820. The Fund paid fees to Foreside Fund Services, LLC for its services to the Fund from June 9, 2010 (the commencement of operations) through December 31, 2013 in an amount equal to \$424,371, resulting in net offering proceeds of \$243,117,449. The offering proceeds were invested in corn futures contracts and cash and cash equivalents in accordance with the Fund’s investment objective stated in the prospectus.

The registration statement on Form S-1 registering 40,000,000 common units, or “Shares,” of Teucrium Natural Gas Fund (File No. 333-167593) was declared effective on October 22, 2010. A second registration statement on Form S-1 (File No. 333-187434) which replaced the original registration statement was declared effective on April 30, 2013. From February 1, 2011 (the commencement of the offering) through December 31, 2013, 500,000 Shares of the Fund were sold at an aggregate offering price of \$8,737,493. The Fund paid fees to Foreside Fund Services, LLC for its services to the Fund through December 31, 2013 in an amount equal to \$42,110, resulting in net offering proceeds of \$8,695,383. The offering proceeds were invested in natural gas futures contracts and cash and cash equivalents in accordance with the Fund’s investment objective stated in the prospectus.

The registration statement on Form S-1 registering 15,000,000 common units, or “Shares,” of Teucrium WTI Crude Oil Fund (File No. 333-167594) was declared effective on October 22, 2010. A second registration statement on Form S-1 (File No. 333-187435) which replaced the original registration statement was declared effective on April 30, 2013. From February 23, 2011 (the commencement of the offering) through December 31, 2013, 125,000 Shares of the Fund were sold at an aggregate offering price of \$6,077,099. The Fund paid fees to Foreside Fund Services, LLC for its services to the Fund through December 31, 2013 in an amount equal to \$66,648, resulting in net offering proceeds of \$6,010,451. The offering proceeds were invested in crude oil futures contracts and cash and cash equivalents in accordance with the Fund’s investment objective stated in the prospectus.

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The registration statement on Form S-1 registering 10,000,000 common units, or “Shares,” of Teucrium Soybean Fund (File No. 333-167590) was declared effective on June 17, 2011. From September 19, 2011 (the commencement of the offering) through December 31, 2013, 850,000 Shares of the Fund were sold at an aggregate offering price of \$21,186,251. The Fund paid fees to Foreside Fund Services, LLC for its services to the Fund through December 31, 2013 in an amount equal to \$30,167, resulting in net offering proceeds of \$21,156,084. The offering proceeds were invested in soybean futures contracts and cash and cash equivalents in accordance with the Fund’s investment objective stated in the prospectus.

The registration statement on Form S-1 registering 10,000,000 common units, or “Shares,” of Teucrium Sugar Fund (File No. 333-167585) was declared effective on June 17, 2011. From September 19, 2011 (the commencement of the offering) through December 31, 2013, 400,000 Shares of the Fund were sold at an aggregate offering price of \$8,609,408. The Fund paid fees to Foreside Fund Services, LLC for its services to the Fund through December 31, 2013 in an amount equal to \$9,215, resulting in net offering proceeds of \$8,600,193. The offering proceeds were invested in sugar futures contracts and cash and cash equivalents in accordance with the Fund’s investment objective stated in the prospectus.

The registration statement on Form S-1 registering 10,000,000 common units, or “Shares,” of Teucrium Wheat Fund (File No. 333-167591) was declared effective on June 17, 2011. From September 19, 2011 (the commencement of the offering) through December 31, 2013, 775,000 Shares of the Fund were sold at an aggregate offering price of \$16,103,818. The Fund paid fees to Foreside Fund Services, LLC for its services to the Fund through December 31, 2013 in an amount equal to \$23,957, resulting in net offering proceeds of \$16,079,861. The offering proceeds were invested in wheat futures contracts and cash and cash equivalents in accordance with the Fund’s investment objective stated in the prospectus.

The registration statement on Form S-1 registering 5,000,000 common units, or “Shares,” of Teucrium Agricultural Fund (File No. 333-173691) was declared effective on February 10, 2012. From March 28, 2012 (the commencement of the offering) through December 31, 2013, 350,000 Shares of the Fund were sold at an aggregate offering price of \$17,706,578. The Fund paid fees to Foreside Fund Services, LLC for its services to the Fund through December 31, 2013 in an amount equal to \$3,362, resulting in net offering proceeds of \$17,703,216. The offering proceeds were invested in Shares of the Underlying Funds and cash and cash equivalents in accordance with the Fund’s investment objective stated in the prospectus.

(c) **Issuer Purchases of Equity Securities**

The Sponsor, the Trust or any Fund do not purchase shares directly from shareholders; however, the information below details for the current period, October 1 to December 31, 2013, by month and for the year ended December 31, 2013, the share purchases in connection with the redemption of baskets by Authorized Purchasers.

**Issuer Purchases of CORN Shares:**

| Period                                | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs |
|---------------------------------------|----------------------------------|------------------------------|--|--|
| October 1, 2013 to October 31, 2013   | -                                | \$-                          | N/A  | N/A  |
| November 1, 2013 to November 30, 2013 | -                                | \$-                          | N/A  | N/A  |
| December 1, 2013 to December 31, 2013 | 150,000                          | \$31.55                      | N/A  | N/A  |
| Total                                 | 150,000                          | \$31.55                      |  |  |
| January 1, 2013 to December 31, 2013  | 850,000                          | \$39.14                      | N/A  | N/A  |

**Issuer Purchases of NAGS Shares**

| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs |
|--------|----------------------------------|------------------------------|--|--|
|--------|----------------------------------|------------------------------|--|--|

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|                                       |         |          |     |     |
|---------------------------------------|---------|----------|-----|-----|
| October 1, 2013 to October 31, 2013   | -       | \$-      | N/A | N/A |
| November 1, 2013 to November 30, 2013 | 50,000  | \$ 10.42 | N/A | N/A |
| December 1, 2013 to December 31, 2013 | 100,000 | \$ 11.28 | N/A | N/A |
| Total                                 | 150,000 | \$ 11.00 |     |     |
| January 1, 2013 to December 31, 2013  | 250,000 | \$ 11.44 | N/A | N/A |

**Issuer Purchases of CRUD Shares:**

| Period                                | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs |
|---------------------------------------|----------------------------------|------------------------------|--|--|
| October 1, 2013 to October 31, 2013   | -                                | \$ -                         | N/A  | N/A  |
| November 1, 2013 to November 30, 2013 | -                                | \$ -                         | N/A  | N/A  |
| December 1, 2013 to December 31, 2013 | -                                | \$ -                         | N/A  | N/A  |
| Total                                 | -                                | \$ -                         |  |  |
| January 1, 2013 to December 31, 2013  | -                                | \$ -                         | N/A  | N/A  |

**Issuer Purchases of SOYB Shares:**

| Period                                | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs |
|---------------------------------------|----------------------------------|------------------------------|--|--|
| October 1, 2013 to October 31, 2013   | 50,000                           | \$23.04                      | N/A  | N/A  |
| November 1, 2013 to November 30, 2013 | 50,000                           | \$22.97                      | N/A  | N/A  |
| December 1, 2013 to December 31, 2013 | -                                | \$-                          | N/A  | N/A  |
| Total                                 | 100,000                          | \$23.00                      |  |  |
| January 1, 2013 to December 31, 2013  | 175,000                          | \$23.34                      | N/A  | N/A  |

**Issuer Purchases of WEAT Shares:**

| Period                                | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs |
|---------------------------------------|----------------------------------|------------------------------|--|--|
| October 1, 2013 to October 31, 2013   | -                                | \$-                          | N/A  | N/A  |
| November 1, 2013 to November 30, 2013 | -                                | \$-                          | N/A  | N/A  |
| December 1, 2013 to December 31, 2013 | 25,000                           | \$16.10                      | N/A  | N/A  |
| Total                                 | 25,000                           | \$16.10                      |  |  |
| January 1, 2013 to December 31, 2013  | 100,000                          | \$17.56                      | N/A  | N/A  |

**Issuer Purchases of CANE Shares:**

| Period                                | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs |
|---------------------------------------|----------------------------------|------------------------------|--|--|
| October 1, 2013 to October 31, 2013   | -                                | \$ -                         | N/A  | N/A  |
| November 1, 2013 to November 30, 2013 | -                                | \$ -                         | N/A  | N/A  |
| December 1, 2013 to December 31, 2013 | -                                | \$ -                         | N/A  | N/A  |
| Total                                 | -                                | \$ -                         |  |  |
| January 1, 2013 to December 31, 2013  | -                                | \$ -                         | N/A  | N/A  |



**Issuer Purchases of TAGS Shares:**

| Period                                | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs |
|---------------------------------------|----------------------------------|------------------------------|--|--|
| October 1, 2013 to October 31, 2013   | -                                | \$ -                         | N/A  | N/A  |
| November 1, 2013 to November 30, 2013 | -                                | \$ -                         | N/A  | N/A  |
| December 1, 2013 to December 31, 2013 | -                                | \$ -                         | N/A  | N/A  |
| Total                                 | -                                | \$ -                         |  |  |
| January 1, 2013 to December 31, 2013  | -                                | \$ -                         | N/A  | N/A  |

**Dividends**

Neither the Trust nor any Teucrium Fund has made or does currently intend to make cash distributions to shareholders.

**Item 6. Selected Financial Data**

Financial Highlights for the Teucrium Corn Fund (for the years ended December 31, 2013, 2012, 2011 and from the commencement of operations (June 9, 2010) through December 31, 2010).

|  | Year ended<br>December 31,<br>2013 | Year ended<br>December<br>31, 2012 | Year ended<br>December<br>31, 2011 | From the<br>commencement<br>of operations<br>(June 9, 2010)<br>through<br>December 31,<br>2010 |
|--|------------------------------------|------------------------------------|------------------------------------|--|
| Net assets   | \$47,499,620                       | \$37,686,512                       | \$71,268,521                       | \$42,963,939   |
| Net realized and unrealized (loss) gain on futures contracts | \$(13,252,851)                     | \$10,009,773                       | \$1,976,091                        | \$(5,178,219 )   |
| Net (Loss) Income  | \$(16,269,132)                     | \$6,567,726                        | \$(472,093 )                       | \$8,435,983  |
| Weighted-average shares outstanding                          | 1,169,662                          | 1,506,835                          | \$2,244,936                        | \$539,324  |
| Net (loss) income per share                                  | \$(13.70 )                         | \$2.42                             | \$2.86                             | \$14.06  |
| Net (loss) income per weighted average share                 | \$(13.91 )                         | \$4.36                             | \$(0.21 )                          | \$15.64  |
| Cash and cash equivalents at end of year                     | \$42,405,220                       | \$34,631,982                       | \$69,022,336                       | \$39,310,538   |

Financial Highlights for the Teucrium Natural Gas Fund (for the years ended December 31, 2013, 2012, and from the commencement of operations (February 1, 2011) through December 31, 2011).

|  | Year ended<br>December 31,<br>2013 | Year ended<br>December 31,<br>2012 | From the<br>commencement<br>of operations<br>(February 1, 2011)<br>through<br>December 31, 2011 |
|--|------------------------------------|------------------------------------|---|
| Net assets   | \$ 1,773,255                       | \$ 4,625,621                       | \$ 1,381,367  |
| Net realized and unrealized gain (loss) on futures contracts | \$ 58,270                          | \$ (449,941 )                      | \$ (1,143,460 )   |
| Net Income (Loss)  | \$ 8,690                           | \$ (493,239 )                      | \$ (1,379,325 )   |
| Weighted-average shares outstanding                          | 299,867                            | 256,971                            | 108,238   |
| Net income (loss) per share                                  | \$ 0.26                            | \$ (2.25 )                         | \$ (11.19 )   |
| Net income (loss) per weighted average share                 | \$ 0.03                            | \$ (1.92 )                         | \$ (12.74 )   |
| Cash and cash equivalents at end of year                     | \$ 1,752,722                       | \$ 4,476,336                       | \$ 1,277,159  |

Financial Highlights for the Teucrium WTI Crude Oil Fund (for the years ended December 31, 2013, 2012, and from the commencement of operations (February 23, 2011) through December 31, 2011).

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|  | Year ended<br>December 31,<br>2013 | Year ended<br>December 31,<br>2012 | From the<br>commencement<br>of operations<br>(February 23, 2011)<br>through<br>December 31, 2011 |
|--|------------------------------------|------------------------------------|--|
| Net assets   | \$ 2,049,128                       | \$ 1,993,747                       | \$ 4,445,013   |
| Net realized and unrealized gain (loss) on futures contracts | \$ 84,870                          | \$ (137,540                        | ) \$ (46,385   |
| Net Income (Loss)  | \$ 55,381                          | \$ (302,797                        | ) \$ (518,747  |
| Weighted-average shares outstanding                          | 50,002                             | 62,297                             | 110,739  |
| Net income (loss) per share                                  | \$ 1.11                            | \$ (4.58                           | ) \$ (5.55   |
| Net income (loss) per weighted average share                 | \$ 1.11                            | \$ (4.86                           | ) \$ (4.68   |
| Cash and cash equivalents at end of year                     | \$ 1,962,616                       | \$ 1,845,910                       | \$ 4,139,910   |

Financial Highlights for the Teucrium Soybean Fund (for the years ended December 31, 2013, 2012, and from the commencement of operations (September 19, 2011) through December 31, 2011).

|   | Year ended<br>December 31, 2013 | Year ended<br>December 31, 2012 | From the<br>commencement<br>of operations<br>(September 19, 2011)<br>through<br>December 31, 2011 |
|---|---------------------------------|---------------------------------|---|
| Net assets  | \$ 4,016,972                    | \$ 6,636,175                    | \$ 2,186,430  |
| Net realized and unrealized loss on futures contracts | \$ (10,938                      | ) \$ (40,425                    | ) \$ (294,950   |
| Net Loss  | \$ (393,523                     | ) \$ (511,303                   | ) \$ (313,670   |
| Weighted-average shares outstanding                   | 257,127                         | 250,277                         | 100,004   |
| Net (loss) income per share                           | \$ (1.18                        | ) \$ 2.27                       | \$ (3.14  |
| Net loss per weighted average share                   | \$ (1.53                        | ) \$ (2.04                      | ) \$ (3.14  |
| Cash and cash equivalents at end of year              | \$ 3,765,791                    | \$ 6,169,205                    | \$ 2,055,369  |

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Financial Highlights for the Teucrium Sugar Fund (for the years ended December 31, 2013, 2012, and from the commencement of operations (September 19, 2011) through December 31, 2011).

|   | Year ended<br>December 31, 2013 | Year ended<br>December 31, 2012 | From the<br>commencement<br>of operations<br>(September 19, 2011)<br>through<br>December 31, 2011 |
|---|---------------------------------|---------------------------------|---|
| Net assets  | \$ 2,468,403                    | \$ 2,225,898                    | \$ 2,306,249  |
| Net realized and unrealized loss on futures contracts | \$ (506,016                     | ) \$ (667,574                   | ) \$ (174,072   |
| Net Loss  | \$ (542,436                     | ) \$ (897,618                   | ) \$ (193,851   |
| Weighted-average shares outstanding                   | 161,031                         | 116,534                         | 100,004   |
| Net loss per share                                    | \$ (3.71                        | ) \$ (5.25                      | ) \$ (1.94  |
| Net loss per weighted average share                   | \$ (3.37                        | ) \$ (7.70                      | ) \$ (1.94  |
| Cash and cash equivalents at end of year              | \$ 2,366,377                    | \$ 2,088,533                    | \$ 2,051,003  |

Financial Highlights for the Teucrium Wheat Fund (for the years ended December 31, 2013, 2012, and from the commencement of operations (September 19, 2011) through December 31, 2011).

|   | Year ended<br>December 31, 2013 | Year ended<br>December 31, 2012 | From the<br>commencement<br>of operations<br>(September 19, 2011)<br>through<br>December 31, 2011 |
|---|---------------------------------|---------------------------------|---|
| Net assets  | \$ 7,048,087                    | \$ 3,791,209                    | \$ 2,235,888  |
| Net realized and unrealized loss on futures contracts | \$ (2,061,837                   | ) \$ (97,050                    | ) \$ (245,158   |
| Net Loss  | \$ (2,447,578                   | ) \$ (440,262                   | ) \$ (264,212   |
| Weighted-average shares outstanding                   | 379,525                         | 148,979                         | 100,004   |
| Net loss per share                                    | \$ (6.41                        | ) \$ (1.11                      | ) \$ (2.64  |
| Net loss per weighted average share                   | \$ (6.45                        | ) \$ (2.96                      | ) \$ (2.64  |
| Cash and cash equivalents at end of year              | \$ 6,451,639                    | \$ 3,356,906                    | \$ 2,022,024  |

Financial Highlights for the Teucrium Agricultural Fund (for the year ended December 31, 2013 and from the commencement of operations (March 28, 2012) through December 31, 2012).

From the commencement of

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|  | Year ended<br>December<br>31, 2013 | operations (March 28, 2012)<br>through December 31, 2012 |
|--|------------------------------------|--|
| Net assets                                     | \$1,896,442                        | \$ 2,436,721   |
| Net realized and unrealized loss on securities | \$(529,472 )                       | \$ (880,180 )  |
| Net Loss                                       | \$(540,279 )                       | \$ (902,894 )  |
| Weighted-average shares outstanding            | 50,002                             | 103,765  |
| Net loss per share                             | \$(10.81 )                         | \$ (1.27 )   |
| Net loss per weighted average share            | \$(10.81 )                         | \$ (8.70 )   |
| Cash and cash equivalents at end of year       | \$2,880                            | \$ 6,419   |

**Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion should be read in conjunction with the financial statements and the notes thereto of the Teucrium Commodity Trust and all of the Funds which are series of the Trust included elsewhere in the annual report on Form 10-K.

This annual report on Form 10-K, including this “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” contains forward-looking statements by terminology such as “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “potential” or the negative of these terms or other comparable terminology. All statements (other than statements of historical fact) included in this filing that address activities, events or developments that will or may occur in the future, including such matters as movements in the commodities markets and indexes that track such movements, operations of the Funds, the Sponsor’s plans and references to the future

success of a Fund or the Funds and other similar matters, are forward-looking statements. These statements are only predictions. Actual events or results may differ materially.

These statements are based upon certain assumptions and analyses the Sponsor has made based on its perception of historical trends, current conditions and expected future developments, as well as other factors appropriate in the circumstances. Whether or not actual results and developments will conform to the Sponsor's expectations and predictions, however, is subject to a number of risks and uncertainties, including the special considerations discussed in this prospectus, general economic, market and business conditions, changes in laws or regulations, including those concerning taxes, made by governmental authorities or regulatory bodies, and other world economic and political developments. Consequently, all the forward-looking statements made in this filing are qualified by these cautionary statements, and there can be no assurance that actual results or developments the Sponsor anticipates will be realized or, even if substantially realized, that they will result in the expected consequences to, or have the expected effects on, the operations of the Funds or the value of the Shares of the Funds.

## **Trust Overview**

The business and operations of the Trust and each Fund are described above under Part I, Item I entitled "Business."

## **Critical Accounting Policies**

The Trust's critical accounting policies for all the Funds are as follows:

1. Preparation of the financial statements and related disclosures in conformity with U.S. generally-accepted accounting principles ("GAAP") requires the application of appropriate accounting rules and guidance, as well as the use of estimates, and requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenue and expense and related disclosure of contingent assets and liabilities during the reporting period of the consolidated financial statements and accompanying notes. The Trust's application of these policies involves judgments and actual results may differ from the estimates used.

2. The Sponsor has determined that the valuation of Commodity Interests that are not traded on a U.S. or internationally recognized futures exchange (such as swaps and other over-the-counter contracts) involves a critical accounting policy. The values which are used by the Funds for futures contracts will be provided by the commodity broker who will use market prices when available, while over-the-counter contracts will be valued based on the present value of estimated future cash flows that would be received from or paid to a third party in settlement of these derivative contracts prior to their delivery date. Values will be determined on a daily basis.

Commodity futures contracts held by the Funds are recorded on the trade date. All such transactions are recorded on the identified cost basis and marked to market daily. Unrealized appreciation or depreciation on commodity futures contracts are reflected in the statement of operations as the difference between the original contract amount and the fair market value as of the last business day of the year or as of the last date of the financial statements. Changes in 3. the appreciation or depreciation between periods are reflected in the statement of operations. Interest on cash equivalents and deposits with the Futures Commission Merchant are recognized on the accrual basis. The Funds earn interest on its assets denominated in U.S. dollars on deposit with the Futures Commission Merchant at a rate equal to 85% of the overnight of Federal Funds Rate. In addition, the Funds earn interest on funds held at the custodian or other financial institution at prevailing market rates for such investments.

Cash equivalents are highly-liquid investments with original maturity dates of three months or less at inception. The Funds reported cash equivalents in the statements of assets and liabilities at market value, or at carrying 4. amounts that approximate fair value, because of their highly-liquid nature and short-term maturities. The Funds have a substantial portion of its assets on deposit with banks. Assets deposited with the bank may, at times, exceed federally insured limits.

The use of fair value to measure financial instruments, with related unrealized gains or losses recognized in earnings 5. in each period is fundamental to the Trust's financial statements. In accordance with GAAP, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date.

In determining fair value, the Trust uses various valuation approaches. In accordance with GAAP, a fair value hierarchy for inputs is used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Trust. Unobservable inputs reflect the Trust's assumptions about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The fair value hierarchy is categorized into three levels: a) *Level 1* - Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Trust has the ability to access. Valuation adjustments and block discounts are not applied to Level 1 securities. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these securities does not entail a significant degree of judgment, b) *Level 2* - Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly, and c) *Level 3* - Valuations based on inputs that are unobservable and significant to the overall fair value measurement. See the notes within the financial statements for further information.

The Funds and the Trust record their derivative activities at fair value. Gains and losses from derivative contracts are included in the statement of operations. Derivative contracts include futures contracts related to commodity prices. Futures, which are listed on a national securities exchange, such as the CBOT or the New York Mercantile Exchange (“NYMEX”), or reported on another national market, are generally categorized in Level 1 of the fair value hierarchy. OTC derivatives contracts (such as forward and swap contracts) which may be valued using models, depending on whether significant inputs are observable or unobservable, are categorized in Levels 2 or 3 of the fair value hierarchy.

6. Brokerage commissions on all open commodity futures contracts are accrued on a full-turn basis.

Margin is the minimum amount of funds that must be deposited by a commodity interest trader with the trader’s broker to initiate and maintain an open position in futures contracts. A margin deposit acts to assure the trader’s performance of the futures contracts purchased or sold. Futures contracts are customarily bought and sold on initial margin that represents a very small percentage of the aggregate purchase or sales price of the contract. Because of such low margin requirements, price fluctuations occurring in the futures markets may create profits and losses that, in relation to the amount invested, are greater than are customary in other forms of investment or speculation. As 7. discussed below, adverse price changes in the futures contract may result in margin requirements that greatly exceed the initial margin. In addition, the amount of margin required in connection with a particular futures contract is set from time to time by the exchange on which the contract is traded and may be modified from time to time by the exchange during the term of the contract. Brokerage firms, such as the Funds’ clearing brokers, carrying accounts for traders in commodity interest contracts generally require higher amounts of margin as a matter of policy to further protect themselves. Over-the-counter trading generally involves the extension of credit between counterparties, so the counterparties may agree to require the posting of collateral by one or both parties to address credit exposure.

When a trader purchases an option, there is no margin requirement; however, the option premium must be paid in full. When a trader sells an option, on the other hand, he or she is required to deposit margin in an amount determined by the margin requirements established for the underlying interest and, in addition, an amount substantially equal to the current premium for the option. The margin requirements imposed on the selling of options, although adjusted to reflect the probability that out-of-the-money options will not be exercised, can in fact be higher than those imposed in dealing in the futures markets directly. Complicated margin requirements apply to spreads and conversions, which are complex trading strategies in which a trader acquires a mixture of options positions and positions in the underlying interest.

Ongoing or “maintenance” margin requirements are computed each day by a trader’s clearing broker. When the market value of a particular open futures contract changes to a point where the margin on deposit does not satisfy maintenance margin requirements, a margin call is made by the broker. If the margin call is not met within a reasonable time, the broker may close out the trader’s position. With respect to the Funds’ trading, the Funds (and not its shareholders personally) are subject to margin calls.

Finally, many major U.S. exchanges have passed certain cross margining arrangements involving procedures pursuant to which the futures and options positions held in an account would, in the case of some accounts, be aggregated, and margin requirements would be assessed on a portfolio basis, measuring the total risk of the combined positions.



8 Due from/to broker for investments in securities are securities transactions pending settlement. The Trust and TAGS are subject to credit risk to the extent any broker with whom it conducts business is unable to fulfill contractual obligations on its behalf. The management of the Trust and the Funds monitors the financial condition of such brokers and does not anticipate any losses from these counterparties. Since the inception of the Fund, the principal broker through which the Trust and TAGS clear securities transactions for TAGS is the Bank of New York Mellon Capital Markets.

9 The investment objective of TAGS is to have the daily changes in percentage terms of the Net Asset Value (“NAV”) of its common units (“Shares”) reflect the daily changes in percentage terms of a weighted average (the “Underlying Fund Average”) of the NAVs per share of four other commodity pools that are series of the Trust and are sponsored by the Sponsor: the Teucrium Corn Fund, the Teucrium Wheat Fund, the Teucrium Soybean Fund and the Teucrium Sugar Fund (collectively, the “Underlying Funds”). The Underlying Fund Average will have a weighting of 25% to each Underlying Fund, and the Fund’s assets will be rebalanced, generally on a daily basis, to maintain the approximate 25% allocation to each Underlying Fund. As such, TAGS will buy, sell and hold as part of its normal operations shares of the four Underlying Funds. The Trust excludes the shares of the other series of the Trust owned by the Teucrium Agricultural Fund from its statements of assets and liabilities. The Trust excludes the net change in unrealized appreciation or depreciation on securities owned by the Teucrium Agricultural Fund from its statements of operations. Upon the sale of the Underlying Funds by the Teucrium Agricultural Fund, the Trust includes any realized gain or loss in its statements of changes in net assets.

10 For tax purposes, the Funds will be treated as partnerships. Therefore, the Funds do not record a provision for income taxes because the partners report their share of a Fund’s income or loss on their income tax returns. The financial statements reflect the Funds’ transactions without adjustment, if any, required for income tax purposes.

## Results of Operations

The following includes a section for each Fund of the Trust for the periods in which each Fund was in operation.

The discussion below addresses the material changes in the results of operations for the year ended December 31, 2013 compared to the years ended December 31, 2012 and 2011. In addition, the discussion addresses the three months ended December 31, 2013 compared to the three month periods for 2012 and 2011 as appropriate. CORN, NAGS, CRUD, SOYB, WEAT and CANE operated for the entirety of 2013 and 2012. CORN operated for all of 2011. NAGS and CRUD operated for eleven months of 2011. SOYB, CANE and WEAT did not commence operations until mid-September 2011 and TAGS did not commence operations until March 28, 2012.

For the period January 1, 2013 to December 31, 2013, the Funds, in total, recorded a decrease in expenses over what had been recorded in 2012. There was a decrease in expenses of approximately \$843,000 or 17.6% in 2013 compared to 2012. Because of this, with the exception of CORN, all Funds experienced lower total expense ratios than they had incurred in 2012. These lower total expense ratios were the result of the several factors, including: 1) Sponsor efforts to reduce the overall costs of operating the funds, 2) a voluntary capping of expenses and management fees at 1.5% of total net assets for CRUD and CANE and 0.5% for TAGS, and 3) higher average total net assets for SOYB and WEAT as compared to the previous year. The total expense ratio for NAGS was 1.5% in 2013, as it had been in 2012, consistent with the 8-K that was filed on July 29, 2011 which voluntarily capped the total expenses at 1.5% of total net assets. The increase in the total expense ratio for CORN over that in 2012 was a result of lower average net assets for the Fund, partially offset by overall lower expenses.

For the period January 1, 2012 to December 31, 2012, the Funds, in total recorded a higher level of expenses that had been recorded in 2011 and, with the exception of NAGS and CRUD, all Funds experienced higher total expense ratios than they had incurred in 2011. This was the result of several factors, including but not limited to several of the Funds, namely SOYB, CANE and WEAT, being in operation for a truncated period of 2011.

For the year ended December 31, 2012, there was approximately \$560,000 of expenses recorded on the financial statements of the Sponsor which was subject to reimbursement by the Funds in 2013. The Sponsor had not yet determined if it would seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Trust and the Funds did not reflect an adjustment for this amount. The Sponsor determined, however, that it would not seek reimbursement for any portion of the amount from NAGS, CRUD, CANE and TAGS. In 2013, the Sponsor did, in fact, receive reimbursement from CORN, SOYB and WEAT for approximately \$510,000 of these expenses while approximately \$50,000 remained with the Sponsor.

For the year ended December 31, 2013, there is approximately \$590,000 of expenses recorded on the financial statements of the Sponsor which is subject to reimbursement by the Funds in 2014. The Sponsor has not yet determined if it will seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Trust and the Funds do not reflect an adjustment for this amount.

***Teucrium Corn Fund***

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The Teucrium Corn Fund commenced investment operations on June 9, 2010. The investment objective of the Corn Fund is to have the daily changes in percentage terms of the Shares' NAV reflect the daily changes in percentage terms of a weighted average of the closing settlement prices for three futures contracts for corn ("Corn Futures Contracts") that are traded on the Chicago Board of Trade ("CBOT"), specifically (1) the second-to-expire CBOT Corn Futures Contract, weighted 35%, (2) the third-to-expire CBOT Corn Futures Contract, weighted 30%, and (3) the CBOT Corn Futures Contract expiring in the December following the expiration month of the third-to-expire contract, weighted 35%. On December 31, 2013, the Corn Fund held a total of 2,163 CBOT Corn Futures contracts with a notional value of \$47,490,588. Of these contracts, all had a liability fair value equaling \$4,884,788. The weighting of the notional value of the contracts was weighted as follows: (1) 35% to the May 2014 contracts, the second-to-expire CBOT Corn Futures Contract, (2) 30% to July 2014 contracts, the third-to-expire CBOT Corn Futures Contract, and (3) 35% to December 2014 contracts, the CBOT Corn Futures Contract expiring in the December following the expiration month of the third-to-expire contract.

The benchmark for the Fund is the Teucrium Corn Index (TCORN) which is defined as: A weighted average of daily changes in the closing settlement prices of (1) the second-to-expire Corn Futures Contract traded on the CBOT, weighted 35%, (2) the third-to-expire CBOT Corn Futures Contract, weighted 30%, and (3) the CBOT Corn Futures Contract expiring in the December following the expiration month of third-to-expire contract, weighted 35%. To convert to an index, 100 is set to \$25, the opening day price of CORN. The chart below shows the percent change in the NAV per share for the Fund, the market price of the Fund shares, represented by the closing price of the Fund on the NYSE Arca or the mid-point of the 4 pm bid and ask if no closing price is available, and TCORN for two periods. One period is December 31, 2013 compared to December 31, 2012. The second period is from the commencement of operations to December 31, 2013. The Benchmark does not reflect any impact of expenses, which would generally reduce the Fund's NAV, or interest income, which would generally increase the NAV. The actual results for the NAV do include the impacts of both expenses and interest income.

| Period                                 | Change in<br>CORN NAV per share | Change in<br>Market Price | Change in the<br>Benchmark (TCORN) |
|--|---------------------------------|---------------------------|------------------------------------|
| December 31, 2012 to December 31, 2013 | -30.88%                         | -31.00%                   | -25.79%                            |
| June 9, 2010 to December 31, 2013      | 18.55%                          | 18.57%                    | 42.10%                             |

### For the Year Ended December 31, 2013 Compared to the Years Ended December 31, 2012 and 2011

On December 31, 2013, the Fund had 1,550,004 shares outstanding and net assets of \$47,499,620. This is in comparison to 1,700,004 shares outstanding and net assets of \$71,268,521 on December 31, 2011 and 850,004 shares outstanding with net assets of \$37,686,512 on December 31, 2012. Shares outstanding increased by 700,000 and 82.4% for the period of 2013 when compared to 2012. This increase was, in the opinion of

management, due to increased interest and investment activity as the price of the underlying commodity fell from near-record highs in the summer of 2012 to much lower levels due to a significantly higher corn harvest in the U.S in the fall of 2013 when compared to 2012. In total, the Fund issued 1,550,000 shares in 2013 and purchased 850,000 as part of creation and redemption baskets.

For the period 2012 compared to 2011, there was a decrease in shares outstanding of 850,000 and 50%. In 2012, as the nature of the drought conditions in the Midwest became known, shares outstanding of the Fund increased from 1,325,004 in June 2012 to 2,157,004 in July 2012. Once the harvest was complete, however, the Fund experienced a large number of redemption baskets, a trend that continued until the end of 2012. In total, the Fund issued 1,125,000 shares in 2012 and purchased 1,975,000 as part of creation and redemption baskets.

Total net assets for the Fund were \$47,499,620 on December 31, 2013, \$37,686,512 on December 31, 2012, and \$71,268,521 on December 31, 2011. The Net Asset Values (“NAV”) per share related to these balances were \$30.64, \$44.34, and \$41.92 respectively. This represents a decrease in total net assets for the year ending December 31, 2013 versus 2011 of 33.4% which was driven by a combination of a decrease in the number of shares outstanding as well as a change in the NAV per share which decreased by \$11.28 or 26.9%. When comparing December 31, 2013 with 2012, there was an increase in total net assets of 26.0%, driven by an increase in total shares outstanding of 82.4 % which was partially offset by a decrease in the NAV per share of \$13.70 or 30.9%. The closing prices per share for 2013, 2012 and 2011, as reported by the NYSE Arca, were \$30.58, \$44.32 and \$41.98, respectively. The change from December 31, 2013 over prior years was a 27.2% decrease from 2011 and a 31.0% decrease from 2012.

The total loss for the year ended December 31, 2013 was (\$13,232,041) resulting primarily from the net change in realized depreciation on commodity futures contracts totaling (\$10,581,838) and a net change in unrealized depreciation of commodity futures contracts of (\$2,671,013). Total income was \$10,063,171 in 2012 and \$2,036,025 in 2011. Realized gain or loss on trading of commodity futures contracts is a function of: 1) the change in the price of the particular contracts sold as part of a “roll” in contracts as the nearest to expire contracts are exchanged for the appropriate contract given the investment objective of the fund, 2) the change in the price of particular contracts sold in relation to redemption of shares, 3) the gain or loss associated with rebalancing trades which are made to ensure conformance to the benchmark and 4) the number of contracts held and then sold for either circumstance aforementioned. Unrealized gain or loss on trading of commodity futures contracts is a function of the change in the price of contracts held on the final date of the period versus the purchase price for each contract and the number of contracts held in each contract month. The Sponsor has a static benchmark as described above and trades futures contracts to adhere to that benchmark and to adjust for the creation or redemption of shares.

Total expenses for the year ended December 31, 2013 were \$3,037,091, with \$432,770 attributable to payment of the management fee to the Sponsor, or 14.2% of expenses. The management fee is calculated at an annual rate of 1% of the Fund’s daily average net assets. In 2012, total expenses were \$3,495,445 with the management fee to the Sponsor of \$659,294 representing 18.9% of total expense. For 2011, total expenses were \$2,508,118 with the management fee to the Sponsor of \$983,260 representing 39.2% of total expense. The amounts attributable to distribution and marketing fees were \$1,259,490 in 2013, \$1,918,679 in 2012, and \$846,475 in 2011. The expenses in this category represent 41.0% of total expenses in 2013, 55.0% in 2012 and 33.7% in 2011. The amounts attributable to professional fees were \$820,800 in 2013, \$353,887 in 2012, and \$413,452 in 2011. This represents 27.0% of total

expenses in 2013, 10.1% in 2012, and 16.5% in 2011. The professional fees were primarily paid to the independent auditor of the Fund and for the preparation and distribution of shareholder tax statements. Fees paid to the custodian and administrator were \$129,196 in 2013, \$129,549 in 2012, and \$129,195 in 2011. This represented 4.3% of total Fund expenses for 2013, 3.7% for 2012, and 5.2% in 2011. General and administrative expenses were \$214,425 in 2013, \$259,060 in 2012, and \$38,458 in 2011. This represented 7.1% of total Fund expenses for 2013, 7.4% in 2012, and 1.5% in 2011. The increase in expense for this category in 2013 and 2012 over 2011 was the result of an increase in payments for data, software, insurance and printing-related items. Brokerage fees and commissions for the trading of Futures Contracts totaled \$40,715 in 2013, \$56,148 for 2012, and \$71,679 for 2011. This represented 1.3% of total expenses in 2013, 1.6% in 2012, and 2.9% in 2011. The decrease in 2012 over 2011 expenses resulted from fewer contracts held due to lower assets under management. Other than the management fee payable to the Sponsor and the brokerage commissions, most of the expenses incurred by the Fund are associated with the day-to-day operation of the Fund and the necessary functions related to regulatory compliance. These are generally based on contracts, which extend for some period of time and have commitments regardless of the level of assets under management.

The Sponsor has the ability to elect to pay certain expenses on behalf of the Fund or waive the management fee. This election is subject to change by the Sponsor, at its discretion. For the years-ended December 31, 2013, 2012, and 2011, there were approximately \$0, \$124,000 and \$0 respectively of expenses which generally would have been paid by the Fund but were waived by the Sponsor. For the year ended December 31, 2012, there was also approximately \$560,000 of expenses recorded on the financial statements of the Sponsor which were subject to reimbursement by the Fund in 2013. The Sponsor had not determined, as of December 31, 2012, if it would seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Fund did not reflect an adjustment for this amount. As of December 31, 2013, the Sponsor had been reimbursed by CORN, a total of \$410,000 of the \$560,000; the Sponsor will not seek reimbursement in 2014 for any residual balance which is deemed attributable to the operation of the Fund. For the year ended December 31, 2013, there is approximately \$590,000 of expenses recorded on the financial statements of the Sponsor which is subject to reimbursement by the Funds in 2014. The Sponsor has not yet determined if it will seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Trust and the Funds do not reflect an adjustment for this amount.

The structure of the Fund and the nature of the expenses are such that as total net assets grow, there is a scalability of expenses that may allow the total expense ratio to be reduced. However, if total net assets for the Fund fall, the total expense ratio of the Fund will increase unless additional reductions are made by the Sponsor to the daily expense accrual. The Sponsor can elect to adjust the daily expense accruals at its discretion.

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Net cash provided by or used in the Fund's operating activities during the year was (\$18,309,002) in 2013, \$9,906,392 in 2012, and (\$3,211,888) in 2011. For 2013, proceeds from the sale of shares were \$59,350,451, representing 1,550,000 shares while payments for redemptions were \$33,268,211, representing 850,000 shares. In 2012, proceeds from the sale of shares were \$51,752,168, representing 1,125,000 shares while payments for redemptions were \$91,901,903, representing 1,975,000 shares. For 2011, proceeds from the sale of shares were \$92,546,004, representing 2,100,000 shares, which were offset by \$63,769,329 in payments for the redemption of Shares of the Fund, representing 1,500,000 shares.

### For the Three Months Ended December 31, 2013 Compared to the Three Months Ended December 31, 2012 and 2011

Total loss for this period was (\$3,469,135) resulting from the net change in unrealized depreciation of commodity futures contracts of (\$242,463) and by a realized loss on commodity futures contracts of (\$3,231,063). The total loss in 2012 was (\$3,284,553), while there was total income of \$4,762,175 in 2011. Realized gain or loss on trading of commodity futures contracts is a function of: 1) the change in the price of the particular contracts sold as part of a "roll" in contracts as the nearest to expire contracts are exchanged for the appropriate contract given the investment objective of the fund, 2) the change in the price of particular contracts sold in relation to redemption of shares, 3) the gain or loss associated with rebalancing trades which are made to ensure conformance to the benchmark and 4) the number of contracts held and then sold for either circumstance aforementioned. Unrealized gain or loss on trading of commodity futures contracts is a function of the change in the price of contracts held on the final date of the period versus the purchase price for each contract and the number of contracts held in each contract month. The Sponsor has a static benchmark as described above and trades futures contracts to adhere to that benchmark and to adjust for the creation or redemption of shares.

Total expenses for the period were \$850,625 with \$125,760 attributable to payment of the management fee to the Sponsor, or 14.8% of expenses. In 2012, total expenses were \$854,330 with \$125,141 attributable to payment of the management fee to the Sponsor, or 14.6% of expenses. For 2011, total expenses were \$886,399 with the management fee to the Sponsor of \$229,383 representing 25.9% of total expense. The management fee is calculated at an annual rate of 1% of the Fund's daily average net assets. The amounts attributable to distribution and marketing fees were \$231,144 in 2013, \$574,949 in 2012, and \$493,507 in 2011. This represents 27.2% of total expenses in 2013, 67.4% in 2012, and 55.7% in 2011. In the 4<sup>th</sup> quarter of 2013, there was a reclassification of approximately \$80,000 from distribution and marketing into other categories, primarily professional fees. In 2012 and 2011, there were reclassifications of expenses from other expense categories, primarily professional fees, into distribution and marketing. These amounts were approximately \$260,000 and \$50,000 for 2012 and 2011 respectively. The amounts attributable to professional fees were \$322,440 in 2013, \$10,425 in 2012, and \$78,492 in 2011. This represents 37.9% of total expenses in 2013, 1.2% in 2012, and 8.9% in 2011. The professional fees were primarily paid to the independent auditor of the Fund and for the preparation and distribution of shareholder tax statements. In the 4<sup>th</sup> quarter of 2013, there was an approximate \$60,000 reclassification of expenses from distribution and marketing into professional fees. In 2012 and 2011, there were reclassification of expenses from professional fees into distribution and marketing. These amounts were approximately \$260,000 and \$50,000 for 2012 and 2011 respectively. Fees paid to the custodian and administrator were \$32,565 in 2013, \$32,564 in 2012, and \$32,564 in 2011. This expense is based on a contracted monthly amount which did not change over the periods. General and administrative expenses were \$105,240 in 2013, \$56,620 in 2012, and \$32,999 in 2011. This represented 12.4% of total Fund expenses for 2013, 6.6% for 2012, and 3.7% in 2011. There was a reclassification of approximately \$27,500 into this category in 2013 and a reclassification of \$45,500 out of this category in 2012. After taking these reclassifications into account, the

expense from 2012 to 2013 is relatively flat in the quarter. The increase in expense for this category over 2011 was the result of payments for data, software, insurance and printing-related payments. Brokerage fees and commissions for the trading of Futures Contracts totaled (\$12,580) due to a reclassification of \$25,000 from this category into others in the quarter for 2013. This was due to a reassessment of the full-turn brokerage costs based on the final fund activity for the year. The brokerage expenses were \$16,025 for 2012, and \$13,360 for 2011. This represented 1.9% in 2012, and 1.5% in 2011. The increase in 2012 over 2011 was due to the number of redemption orders received in 2012 compared to the prior year.

The Sponsor has the ability to elect to pay certain expenses on behalf of the Fund or waive the management fee. This election is subject to change by the Sponsor, at its discretion. For the quarters-ended December 31, 2013, 2012, and 2011, there were no management fees waived by the Sponsor. For the years-ended December 31, 2013, 2012, and 2011, there were no expenses which generally would have been paid by the Fund but were borne by the Sponsor.

Other than the management fee payable to the Sponsor and the brokerage commissions, most of the expenses incurred by the Fund are associated with the day-to-day operation of the Fund and the necessary functions related to regulatory compliance. These are generally based on contracts, which extend for some period of time and up to one-year, or commitments regardless of the level of assets under management.

### *Teucrium Natural Gas Fund*

The Teucrium Natural Gas Fund commenced investment operations on February 1, 2011. The investment objective of NAGS is to have the daily changes in percentage terms of the Shares' NAV reflect the daily changes in percentage terms of a weighted average of the following: the nearest to spot month March, April, October and November Henry Hub Natural Gas Futures Contracts traded on the New York Mercantile Exchange ("NYMEX"), weighted 25% equally in each contract month. On December 31, 2013, the Fund held a total of 43 NYMEX Natural Gas Futures contracts with a notional value of \$1,791,110. These contracts had an asset fair value of \$84,050. The weighting of the notional value of the contracts was weighted as follows: (1) 23% to the March 2014 NYMEX contracts, (2) 25% to the April 2014 NYMEX contracts, (3) 26% to October 2014 NYMEX contracts, and (4) 26% to the November 2014 NYMEX contracts.

The benchmark for the Fund is the Teucrium Natural Gas Index (TNAGS) which is defined as: A weighted average of daily changes in the closing settlement prices of the nearest to spot month March, April, October and November Henry Hub Natural Gas Futures Contracts traded on the NYMEX, weighted 25% equally in each contract month. To convert to an index, 100 is set to \$25, the opening day price of NAGS. The chart

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below shows the percent change in the NAV per share for the Fund, the market price of the Fund shares, represented by the closing price of the Fund on the NYSE Arca or the mid-point of the 4 pm bid and ask if no closing price is available, and TNAGS for two periods. One period is December 31, 2013 compared to December 31, 2012. The second period is from the commencement of operations to December 31, 2013. The Benchmark does not reflect any impact of expenses, which would generally reduce the Fund's NAV, or interest income, which would generally increase the NAV. The actual results for the NAV do include the impacts of both expenses and interest income.

| Period                                 | Change in<br>NAGS NAV per share | Change in<br>Market Price | Change in the<br>Benchmark (TNAGS) |
|--|---------------------------------|---------------------------|------------------------------------|
| December 31, 2012 to December 31, 2013 | 2.23%                           | 3.63%                     | 3.56%                              |
| February 1, 2011 to December 31, 2013  | -52.23%                         | -51.55%                   | -45.94%                            |

### For the Year Ended December 31, 2013 Compared to the Years Ended December 31, 2012 and 2011

On December 31, 2013, the Fund had 150,004 of shares outstanding and net assets of \$1,773,255. On December 31, 2012, the Fund had 400,004 shares outstanding with net assets of \$4,625,621, while on December 31, 2011, the Fund had 100,004 shares outstanding and net assets of \$1,381,367. The decrease in shares outstanding was 250,000 or 62.5% from 2012 to 2013 and is a result, management believes, of the range-bound price of natural gas futures over the past twelve months relative to other investment opportunities. In 2013 the Fund redeemed 250,000 shares and issued no shares as part of creation and redemption baskets.

Total net assets for the Fund were \$1,773,225 on December 31, 2013, \$4,625,621 for 2012, and \$1,381,367 for 2011. The Net Asset Values ("NAV") per share related to these balances were \$11.82, \$11.56 and \$13.81 respectively. This represents a decrease in total net assets for the year ending December 31, 2013 versus 2012 of 61.7% driven by a decrease in the number of shares outstanding as the NAV per share changed only slightly, increasing by \$0.26 or 2.2%. For 2012 compared to 2011, total net assets increased by 235% driven by the number of shares outstanding as the NAV per share decreased by \$2.25 or 16.3%. The closing price per share for 2013, 2012 and 2011, as reported by the NYSE Arca, was \$12.00, \$11.58 and \$13.88, respectively. The change from December 31, 2013 over prior years was a 13.1% decrease from 2011 and a 3.6% increase from 2012.

Total income for the year ended December 31, 2013 was \$60,077 resulting from the net change in realized depreciation on commodity futures contracts totaling (\$250,149) which was more than offset by the net change in unrealized appreciation of commodity futures contracts of \$308,419. Total loss was (\$447,552) in 2012 and (\$1,142,091) in 2011. Realized gain or loss on trading of commodity futures contracts is a function of: 1) the change in the price of the particular contracts sold as part of a "roll" in contracts as the nearest to expire contracts are exchanged for the appropriate contract given the investment objective of the fund, 2) the change in the price of particular contracts sold in relation to redemption of shares, 3) the gain or loss associated with rebalancing trades which are made to ensure conformance to the benchmark and 4) the number of contracts held and then sold for either circumstance aforementioned. Unrealized gain or loss on trading of commodity futures contracts is a function of the change in the



price of contracts held on the final date of the period versus the purchase price for each contract and the number of contracts held in each contract month. The Sponsor has a static benchmark as described above and trades futures contracts to adhere to that benchmark and to adjust for the creation or redemption of shares.

On July 29, 2011, the Sponsor filed a Form 8-K with the SEC which stated that effective August 1, 2011, the Sponsor has agreed to voluntarily cap the management fee and expenses of NAGS at 1.5% per annum of the daily net assets of the Fund. Total expenses for the year ended December 31, 2013 were \$51,387 or 1.47%. Of this, \$34,958 was attributable to payment of the management fee to the Sponsor, representing 68.0% of expenses. The management fee is calculated at an annual rate of 1% of the Fund's daily average net assets. In 2012, total expenses for the year were \$45,687 or 1.48%. Of this, \$18,038 was attributable to payment of the management fee to the Sponsor, representing 39.5% of expenses. In 2011, total expenses were \$237,234 with the management fee to the Sponsor of \$2,782 representing 1.2% of total expense. The decrease from 2012 to 2011 in total expenses was a combination of lower assets under management relative to the other Funds managed by the Sponsor, which resulted in fewer expenses allocated to the Fund, renegotiated contracts on behalf of the Fund and the voluntary cap on expenses and fees.

For the year ended December 31, 2013, there is approximately \$590,000 of expenses recorded on the financial statements of the Sponsor which is subject to reimbursement by the Funds in 2014. The Sponsor has not yet determined if it will seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Trust and the Funds do not reflect an adjustment for this amount. Other than the management fee payable to the Sponsor and the brokerage commissions, most of the expenses incurred by the Fund are associated with the day-to-day operation of the Fund and the necessary functions related to regulatory compliance. These are generally based on contracts, which extend for some period of time and up to one-year, or commitments regardless of the level of assets under management. The structure of the Fund and the nature of the expenses are such that as total net assets grow, there is a scalability of expenses that may allow the total expense ratio to be reduced. As the Sponsor has initiated a percentage based daily expense accrual for the Fund, even if total net assets for the Fund fall, the total expense ratio of the Fund will not increase. The Sponsor can elect to adjust the daily expense accruals at its discretion.

The Sponsor has the ability to elect to pay certain expenses on behalf of the Fund or waive the management fee. This election is subject to change by the Sponsor, at its discretion. For the years-ended December 31, 2013, 2012, and 2011, there were approximately \$0, \$13,000 and \$18,000 respectively of management fees waived by the Sponsor. For the years-ended December 31, 2013, 2012, and 2011, there were approximately \$65,200, \$19,200 and \$24,000 respectively of expenses which generally would have been paid by the Fund but were borne by the Sponsor.

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Net cash provided by or used in the Fund's operating activities during the period was \$137,442 in 2013, (\$538,316) in 2012 and (\$1,483,533) in 2011. In 2013, there were no proceeds from the sale of shares and \$2,861,056 paid for the redemption of shares. In 2012, proceeds from the sale of shares were \$3,737,493 with no payments for redemptions. For 2011, proceeds from the sale of shares were \$5,000,000, which were offset by \$2,239,408 in payments for the redemption of shares.

### For the Three Months Ended December 31, 2013 Compared to the Three Months Ended December 31, 2012 and 2011

Total income for the three months of 2013 was \$153,693 resulting primarily from the net change in unrealized gain on commodity futures contracts of \$178,080 which was partially offset by the realized loss on commodity futures contracts of (\$25,600). Total loss was (\$450,315) in 2012 and (\$433,069) in 2011. Realized gain or loss on trading of commodity futures contracts is a function of: 1) the change in the price of the particular contracts sold as part of a "roll" in contracts as the nearest to expire contracts are exchanged for the appropriate contract given the investment objective of the fund, 2) the change in the price of particular contracts sold in relation to redemption of shares, 3) the gain or loss associated with rebalancing trades which are made to ensure conformance to the benchmark and 4) the number of contracts held and then sold for either circumstance aforementioned. Unrealized gain or loss on trading of commodity futures contracts is a function of the change in the price of contracts held on the final date of the period versus the purchase price for each contract and the number of contracts held in each contract month. The Sponsor has a static benchmark as described above and trades futures contracts to adhere to that benchmark and to adjust for the creation or redemption of shares.

On July 29, 2011, the Sponsor filed a Form 8-K with the SEC which stated that effective August 1, 2011, the Sponsor has agreed to voluntarily cap the management fee and expenses of NAGS at 1.5% per annum of the daily net assets of the Fund. As such, aside from the management fee which was waived for some period and brokerage commissions, other expenses are generally a reflection of total net assets of the Fund. Total expenses for the three months of 2013 were \$10,274 with \$6,959 attributable to payment of the management fee to the Sponsor, or 64.6% of expenses. In 2012, total expenses were \$17,864 with \$12,205 attributable to the payment of management fees, representing 68.3% of total expenses. In 2011, total expenses were \$6,209 with no management fee to the Sponsor. The management fee is calculated at an annual rate of 1% of the Fund's daily average net assets. The amounts attributable to distribution and marketing fees were (\$323) in 2013, \$1,762 in 2012, \$50,518 in 2011. In the 4<sup>th</sup> quarter of 2013, there was a reclassification of \$1,325 from distribution and marketing into professional fees. In the year 2011, there was a reclassification of expenses from other expense categories, primarily professional fees, into distribution and marketing. The amounts attributable to professional fees were \$2,834 in 2013, \$2,525 in 2012 and (\$39,136) in 2011. The professional fees were primarily paid to the independent auditor of the Fund and for the preparation and distribution of shareholder tax statements. In the 4<sup>th</sup> quarter of 2013, there was a reclassification from marketing and distribution into professional fees of \$1,325. In the 4<sup>th</sup> quarter for the year 2011, there was a reclassification of expenses from other professional fees into distribution and marketing. Fees paid to the custodian and administrator were \$714 in 2014, \$911 in 2012 and (\$930) in 2011; there was a reclassification of expenses from fees paid to the custodian and administrator into distribution and marketing in 2011. This expense is based on a contracted monthly amount which has been renegotiated by the Sponsor on behalf of the Fund. All other amounts were negligible in both 2012 and 2011.

The Sponsor has the ability to elect to pay certain expenses on behalf of the Fund or waive the management fee. This election is subject to change by the Sponsor, at its discretion. For the quarters-ended December 31, 2013, 2012, and 2011, there were approximately \$0, \$0 and \$4,300 respectively of management fees waived by the Sponsor. For the years-ended December 31, 2013, 2012, and 2011, there were approximately \$11,500, \$9,400 and \$0 respectively of expenses which generally would have been paid by the Fund but were borne by the Sponsor.

Other than the management fee payable to the Sponsor and the brokerage commissions, most of the expenses incurred by the Fund are associated with the day-to-day operation of the Fund and the necessary functions related to regulatory compliance. These are generally based on contracts, which extend for some period of time and up to one-year, or commitments regardless of the level of assets under management.

### *Teucrium WTI Crude Oil Fund*

The Teucrium WTI Crude Oil Fund commenced investment operations on February 23, 2011. The investment objective of CRUD is to have the daily changes in percentage terms of the Shares' Net Asset Value ("NAV") reflect the daily changes in percentage terms of a weighted average of the closing settlement prices for futures contracts for WTI crude oil, also known as Texas Light Sweet Crude Oil ("Oil Futures Contracts") traded on the NYMEX, specifically (1) the nearest to spot June or December Oil Futures Contract, weighted 35%; (2) the June or December Oil Futures Contract following the aforementioned (1), weighted 30%; and (3) the next December Oil Future Contract that immediately follows the aforementioned (2), weighted 35%. On December 31, 2013, the Fund held a total of 22 NYMEX WTI crude oil futures contracts with a notional value of \$2,202,320. Of these contracts, 14 had an asset fair value of \$87,530 and 8 had a liability fair value of \$5,080. The weighting of the notional value of the contracts was weighted as follows: (1) 34% to the June 2014 NYMEX contracts, (2) 32% to the December 2014 NYMEX contracts, and (3) 34% to the December 2015 NYMEX contracts.

The benchmark for the Fund is the Teucrium CRUD Index (TCRUD) which is defined as: A weighted average of daily changes in the closing settlement prices of (1) the nearest to spot June or December Oil Futures Contract, weighted 35%; (2) the June or December Oil Futures Contract following the aforementioned (1), weighted 30%; and (3) the next December Oil Futures Contract following the aforementioned (2), weighted 35%. To convert to an index, 100 is set to \$50, the opening day price of CRUD. The chart below shows the percent change in the NAV per share for the Fund, the market price of the Fund shares, represented by the closing price of the Fund on the NYSE Arca or the mid-point of the 4 pm bid and ask if no closing price is available, and TCRUD for two periods. One period is December 31, 2013 compared to December 31, 2012. The second period is from the commencement of operations to December 31, 2013. The Benchmark does not reflect any impact of expenses, which would generally reduce the Fund's NAV, or interest income, which would generally increase the NAV. The actual results for the NAV do include the impacts of both expenses and interest income.

| <b>Period</b>                          | <b>Change in CRUD NAV per share</b> | <b>Change in Market Price</b> | <b>Change in the Benchmark (TCRUD)</b> |
|--|-------------------------------------|-------------------------------|--|
| December 31, 2012 to December 31, 2013 | 2.78%                               | 2.05%                         | 4.06%                                  |
| February 23, 2011 to December 31, 2013 | -19.37%                             | -20.68%                       | -4.95%                                 |

For the Year Ended December 31, 2013 Compared to the Years Ended December 31, 2012 and 2011

As of December 31, 2013, the Fund had 50,002 shares outstanding; this is the same number of shares that were outstanding on December 31, 2012. Net assets were \$2,049,128 and \$1,993,747 as of December 31, 2013 and 2012 respectively. On December 31, 2011, the Fund had 100,002 shares outstanding and net assets of \$4,445,013. The decrease in shares outstanding from 2011 to 2012 was 50,000 shares and 50%. In 2013, there were no creation or redemption baskets. In 2012 the Fund redeemed 50,000 shares and issued no shares as part of creation and redemption baskets. There are now a minimum number of shares outstanding and there can be no further redemptions until additional shares are created.

Total net assets for the Fund were \$2,049,128, \$1,993,747, and \$4,445,013 on December 31, 2013, 2012, and 2011 respectively. The Net Asset Values (“NAV”) per share related to these balances were \$40.98, \$39.87 and \$44.45 respectively. Between 2012 and 2013, there was an increase in net assets entirely attributable to the NAV per share as the number of shares outstanding did not change. For the years ended 2012 versus 2011, there was a decrease in total net assets of 55.1% driven by a combination of a decrease in the number of shares as well as a decrease in the price of the underlying commodity. The NAV per share increased by \$1.11 or 2.8% from 2012 to 2013 and decreased by \$4.58 or 10.3% from 2011 to 2012. On December 31 the closing price on the NYSE Arca was \$40.34 in 2013, \$38.53 in 2012 and \$44.58 in 2011. The change was a 2.0% decrease from 2012 to 2013 and an 11.3% decrease from 2011 to 2012.

Total income for the year ended December 31, 2013 was \$85,793 resulting primarily from the net change in unrealized gain on commodity futures contracts totaling \$95,668 with a small loss generated by the realized loss on commodity futures contracts of (\$10,798). Total loss was (\$135,367) in 2012 and (\$44,125) in 2011. Realized gain or loss on trading of commodity futures contracts is a function of: 1) the change in the price of the particular contracts sold as part of a “roll” in contracts as the nearest to expire contracts are exchanged for the appropriate contract given the investment objective of the fund, 2) the change in the price of particular contracts sold in relation to redemption of shares, 3) the gain or loss associated with rebalancing trades which are made to ensure conformance to the benchmark and 4) the number of contracts held and then sold for either circumstance aforementioned. Unrealized gain or loss on trading of commodity futures contracts is a function of the change in the price of contracts held on the final date of the period versus the purchase price for each contract and the number of contracts held in each contract month. The Sponsor has a static benchmark as described above and trades futures contracts to adhere to that benchmark and to adjust for the creation or redemption of shares.

Total expenses for the year ended December 31, 2013 were \$30,412, with no amounts attributable to the payment of the management fee to the Sponsor. In 2012, total expenses were \$167,430 with \$26,649 attributable to the management, representing 15.9% of expenses. In 2011, total expenses were \$474,622 with the management fee to the Sponsor of \$44,127 representing 9.3% of total expense. The management fee is calculated at an annual rate of 1% of the Fund's daily average net assets.

Effective January 1, 2013, the Sponsor initiated daily expense accruals, including any accruals for the management fee, equal to 1.5% of total net assets for the Fund on an annual basis. This was the most significant driver of the reduced expenses when comparing 2013 to 2012. The decrease from 2012 to 2011 in total expenses of (\$307,192) and 64.7% was a combination of lower assets under management relative to the other Funds managed by the Sponsor, which resulted in fewer expenses allocated to the Fund, renegotiated contracts on behalf of the Fund and the payment of some of the Fund's expenses by the Sponsor. The most significant 2012 over 2011 changes in expenses were seen in distribution and marketing fees which decreased by (\$198,206) or 76.4% for the reasons discussed above. Custodian fees and expenses decrease by (\$46,862) or 42.4% due to re-negotiated contracts.

For the year ended December 31, 2013, there is approximately \$590,000 of expenses recorded on the financial statements of the Sponsor which is subject to reimbursement by the Funds in 2014. The Sponsor has not yet determined if it will seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Trust and the Funds do not reflect an adjustment for this amount. Other than the management fee payable to the Sponsor and the brokerage commissions, most of the expenses incurred by the Fund are associated with the day-to-day operation of the Fund and the necessary functions related to regulatory compliance. These are generally based on contracts, which extend for some period of time and up to one-year, or commitments regardless of the level of assets under management. The structure of the Fund and the nature of the expenses are such that as total net assets grow, there is a scalability of expenses that may allow the total expense ratio to be reduced. As the Sponsor has initiated a percentage based daily expense accrual for the Fund, even if total net assets for the Fund fall, the total expense ratio of the Fund will not increase. The Sponsor can elect to adjust the daily expense accruals at its discretion.

The Sponsor has the ability to elect to pay certain expenses on behalf of the Fund or waive the management fee. This election is subject to change by the Sponsor, at its discretion. For the years-ended December 31, 2013, 2012, and 2011, there were approximately \$20,300, \$0 and \$0 respectively of management fees waived by the Sponsor. For the years-ended December 31, 2013, 2012, and 2011, there were approximately \$49,400, \$35,600 and \$0 respectively of expenses which generally would have been paid by the Fund but were borne by the Sponsor.

Net cash provided by or used in the Fund's operating activities during the period was 116,706 in 2013, (\$145,531) in 2012 and \$ (823,850) in 2011. There were no payments for the redemption of shares or proceeds from the creation of shares in 2013. In 2012, payments for the

redemption of shares were \$2,148,469 with no proceeds from the sale of shares. For 2011, proceeds from the sale of shares were \$6,077,099, which were offset by \$1,113,439 in payments for the redemption of shares.

For the Three Months Ended December 31, 2013 Compared to the Three Months Ended December 31, 2012 and 2011

Total loss for the three months in 2013 was (\$22,778) resulting from a realized gain on commodity futures contracts of \$66,952 which was more than offset by the net change in unrealized depreciation on commodity futures contracts of (\$89,922). In 2012, total loss was (\$13,306), while total income was \$935,970 in 2011. Realized gain or loss on trading of commodity futures contracts is a function of: 1) the change in the price of the particular contracts sold as part of a “roll” in contracts as the nearest to expire contracts are exchanged for the appropriate contract given the investment objective of the fund, 2) the change in the price of particular contracts sold in relation to redemption of shares, 3) the gain or loss associated with rebalancing trades which are made to ensure conformance to the benchmark and 4) the number of contracts held and then sold for either circumstance aforementioned. Unrealized gain or loss on trading of commodity futures contracts is a function of the change in the price of contracts held on the final date of the period versus the purchase price for each contract and the number of contracts held in each contract month. The Sponsor has a static benchmark as described above and trades futures contracts to adhere to that benchmark and to adjust for the creation or redemption of shares.

Total expenses for the three months in 2013 were \$7,737 with no payment of management fees to the Sponsor. For 2012 total expenses were \$9,535 with \$4,880 attributable to payment of the management fee to the Sponsor, or 51.2% of expenses. In 2011, total expenses were \$173,731 with the management fee to the Sponsor of \$13,521 representing 7.8% of total expense. The management fee is calculated at an annual rate of 1% of the Fund’s daily average net assets. The decrease in expenses for the period 2013 over 2012 was due to management’s decision to maintain a total expense ratio of 1.5% of net assets as discussed above. The decrease in expenses for 2012 over the same period in 2011 was due to the lower total net assets of the Fund relative to the other Teucrium Funds and the election by the Sponsor to waive the payment of certain fees. The amounts attributable to distribution and marketing fees were (\$791) in 2013, \$1,500 in 2012 and \$188,349 in 2011. This represents 15.7% of total expenses in 2012 and 108.4% in 2011. In the 4<sup>th</sup> quarter of 2013, there was a reclassification of approximately \$800 from distribution and marketing to professional fees. In 2011 there was a reclassification of expenses from other expense categories, primarily professional fees, into distribution and marketing. The amounts attributable to professional fees were \$8,637, \$0 in 2012 and (\$69,888) in 2011. In the 4<sup>th</sup> quarter of 2013, there was a reclassification of approximately \$800 from distribution and marketing to professional fees. In 2011 there was a reclassification of expenses from other professional fees into distribution and marketing. Fees paid to the custodian and administrator were (\$24) in 2013, \$3,100 in 2012 and \$32,565 in 2011. In 2012 the Sponsor renegotiated the contract on behalf of the Fund. General and administrative expenses were \$0 in 2013 and 2012 and \$5,927 in 2011. Brokerage fees and commissions for the trading of Futures Contracts totaled (\$81) in 2013, as a result of a small reclassification, \$54 for 2012 and \$188 for 2011. The decrease in 2012 over 2011 was due to the number of contacts held in 2012 compared to the prior year.

The Sponsor has the ability to elect to pay certain expenses on behalf of the Fund or waive the management fee. This election is subject to change by the Sponsor, at its discretion. For the quarters-ended December 31, 2013, 2012, and 2011, there were approximately \$5,100, \$0 and \$0 respectively of management fees waived by the Sponsor. For the years-ended December 31, 2013, 2012, and 2011, there were approximately \$10,100, \$7,700 and \$0 respectively of

expenses which generally would have been paid by the Fund but were borne by the Sponsor.

Other than the management fee payable to the Sponsor and the brokerage commissions, most of the expenses incurred by the Fund are associated with the day-to-day operation of the Fund and the necessary functions related to regulatory compliance. These are generally based on contracts, which extend for some period of time and up to one-year, or commitments regardless of the level of assets under management.

### ***Teucrium Soybean Fund***

The Teucrium Soybean Fund commenced investment operations on September 19, 2011. The investment objective of the Fund is to have the daily changes in percentage terms of the Shares' Net Asset Value ("NAV") reflect the daily changes in percentage terms of a weighted average of the closing settlement prices for three futures contracts for soybeans ("Soybean Futures Contracts") that are traded on the Chicago Board of Trade ("CBOT"). Except as described in the following paragraph, the three Soybean Futures Contracts will be: (1) second-to-expire CBOT Soybean Futures Contract, weighted 35%, (2) the third-to-expire CBOT Soybean Futures Contract, weighted 30%, and (3) the CBOT Soybean Futures Contract expiring in the November following the expiration month of the third-to-expire contract, weighted 35%. On December 31, 2013, the Fund held a total of 66 CBOT soybean futures contracts with a notional value of \$4,053,650. The contracts had a liability fair value of \$188,863. The weighting of the notional value of the contracts was weighted as follows: (1) 35% to the March 2014 CBOT contracts, (2) 30% to the May 2014 CBOT contracts, and (3) 35% to the November 2014 CBOT contracts.

The benchmark for the Fund is the Teucrium Soybean Index (TSOYB) which is defined as: A weighted average of daily changes in the closing settlement prices of (1) the second-to-expire Soybean Futures Contract traded on the CBOT, weighted 35%, (2) the third-to-expire CBOT Soybean Futures Contract, weighted 30%, and (3) the CBOT Corn Futures Contract expiring in the November following the expiration month of third-to-expire contract, weighted 35%. During the period when the Excluded Contracts are the second-to-expire and third-to-expire Soybean Futures Contract, the fourth-to-expire and fifth-to-expire Soybean Futures Contracts will take the place of the second-to-expire and third-to-expire Soybean Futures Contracts, respectively, as Benchmark Component Futures Contracts. Similarly, when the August Contract is the third-to-expire Soybean Futures Contract, the fifth-to-expire Soybean Futures Contract will take the place of the August Contract as a Benchmark Component Futures Contract, and when the September Contract is the second-to-expire Soybean Futures Contract, the third-to-expire and fourth-to-expire Soybean Futures Contracts will be Benchmark Component Futures Contracts. To convert to an index, 100 is set to \$25, the opening day price of SOYB.

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The chart below shows the percent change in the NAV per share for the Fund, the market price of the Fund shares, represented by the closing price of the Fund on the NYSE Arca or the mid-point of the 4 pm bid and ask if no closing price is available, and TSOYB for two periods. One period is December 31, 2013 compared to December 31, 2012. The second period is from the commencement of operations to December 31, 2013. The Benchmark does not reflect any impact of expenses, which would generally reduce the Fund's NAV, or interest income, which would generally increase the NAV. The actual results for the NAV do include the impacts of both expenses and interest income.

| Period                                  | Change in SOYB NAV per share | Change in Market Price | Change in the Benchmark (TSOYB) |
|---|------------------------------|------------------------|---------------------------------|
| December 31, 2012 to December 31, 2013  | -4.88%                       | -5.23%                 | 1.36%                           |
| September 19, 2011 to December 31, 2013 | -6.93%                       | -9.05%                 | 9.89%                           |

### For the Year Ended December 31, 2013 Compared to the Years Ended December 31, 2012 and 2011

On December 31, 2013, the Fund had 175,004 shares outstanding and net assets of \$4,016,972. This is in comparison to 275,004 shares outstanding with net assets of \$6,636,175 on December 31, 2012 and 100,004 shares outstanding and net assets of \$2,186,430 in 2011. The decrease in the shares outstanding of 100,000 shares or 36.4% for 2013 compared to 2012 was the result of a more successful soybean harvest in 2013 for both the United States and South America; this situation also resulted in an overall price decrease for the underlying commodity in 2013. For the 2012 to 2011 periods, the increase in shares outstanding was 175,000 shares and 75% and represents, in management's opinion, an increased focus by investors on the grain markets given the recent drought in the Midwest region of the United States and the recognition of the demand/supply condition for soybeans across the globe. In 2013 the Fund redeemed 175,000 shares and issued 75,000 shares as part of creation and redemption baskets. For 2012, the Fund redeemed 500,000 shares and issued 675,000 as part of creation and redemption baskets.

Total net assets for the Fund were \$4,016,972 on December 31, 2013, \$6,636,175 on December 31, 2012 and \$2,186,430 on December 31, 2011. The Net Asset Values ("NAV") per share related to these balances were \$22.95, \$24.13 and \$21.86 respectively. The decrease in total assets from 2012 to 2013 of 39.5% was driven by a decrease in total shares outstanding and a decrease in the price of the underlying commodity. The increase in total net assets for 2012 versus 2011 of 203.5% was driven by a combination of an increase in the number of shares as well as an increase in the price of the underlying commodity. The NAV per share decreased by \$1.18 or 4.9% from 2012 to 2013 and increased by \$2.27 or 10.4% from 2011 to 2012. On December 31, the closing price on the NYSE Arca was \$22.81 in 2013, \$24.07 in 2012 and \$22.06 in 2011. The change was a decrease of 5.2% from December 31, 2013 over 2012 and an increase of 9.1% for 2012 over 2011.



Total loss for the year ended December 31, 2013 was (\$8,215) resulting primarily from the net change in realized depreciation on commodity futures contracts totaling (\$43,450) partially offset by a change in unrealized gain on commodity futures contracts of \$32,512. Total loss was (\$35,369) in 2012 and (\$294,664) in 2011. Realized gain or loss on trading of commodity futures contracts is a function of: 1) the change in the price of the particular contracts sold as part of a “roll” in contracts as the nearest to expire contracts are exchanged for the appropriate contract given the investment objective of the fund, 2) the change in the price of particular contracts sold in relation to redemption of shares, 3) the gain or loss associated with rebalancing trades which are made to ensure conformance to the benchmark and 4) the number of contracts held and then sold for either circumstance aforementioned. Unrealized gain or loss on trading of commodity futures contracts is a function of the change in the price of contracts held on the final date of the period versus the purchase price for each contract and the number of contracts held in each contract month. The Sponsor has a static benchmark as described above and trades futures contracts to adhere to that benchmark and to adjust for the creation or redemption of shares.

Total expenses for the year ended December 31, 2013 were \$385,308, with \$61,250 attributable to payment of the management fee to the Sponsor, representing 15.9% of expenses. For 2012, total expenses were \$475,934, with \$63,352 or 13.3% in management fees. In 2011, total expenses were \$19,006 from the commencement of operations until the end of the year, with the management fee to the Sponsor of \$4,930 representing 25.9% of total expense. The management fee is calculated at an annual rate of 1% of the Fund’s daily average net assets. The decrease in total expenses for 2013 when compared to 2012 of \$90,626 or 19.0% represents a reduction in overall Sponsor expenses and a reduced allocation to the Fund as a result of a reduction in net assets compared to other funds of the Sponsor. The increase in expenses from 2012 to 2011 of \$456,928 was a combination of a full year of operation compared to the truncated period in 2011, higher assets under management relative to the other Funds managed by the Sponsor, which resulted in a larger percentage of expenses allocated to the Fund and fewer expenses paid by the Sponsor, offset partially by renegotiated contracts on behalf of the Fund.

The amounts attributable to distribution and marketing fees were \$148,108 in 2013 and \$205,174 in 2012. The expenses in this category represent 38.4% of total expenses in 2013 and 43.1% in 2012. The amounts attributable to professional fees were \$113,689 in 2013 and \$69,671 in 2012. This represents 29.5% of total expenses in 2013 and 14.6% in 2012. The professional fees were primarily paid to the independent auditor of the Fund and for the preparation and distribution of shareholder tax statements. Fees paid to the custodian and administrator were \$8,426 in 2013 and \$74,709 in 2012. This represented 2.2% of total Fund expenses for 2013 and 15.7% in 2012. The decrease in this category was the result of renegotiated contracts. General and administrative expenses were \$25,966 in 2013 and \$37,628 in 2012. This represented 6.7% of total Fund expenses for 2013 and 7.9% in 2012. Brokerage fees and commissions for the trading of Futures Contracts totaled \$2,084 in 2013 and \$4,432 for 2012. This represented .5% of total expenses in 2013 and .9% in 2012. The decrease in 2013 over 2012 expenses resulted from fewer contracts held due to lower assets under management. The reduced number of creation baskets in 2013 when compared to 2012 further reduced the brokerage expenses. Other than the management fee payable to the Sponsor and the brokerage commissions, most of the expenses incurred by the Fund are associated with the day-to-day operation of the Fund and the necessary functions related to regulatory

compliance. These are generally based on contracts, which extend for some period of time and have commitments regardless of the level of assets under management.

For the year ended December 31, 2012, there was also approximately \$560,000 of expenses recorded on the financial statements of the Sponsor which were subject to reimbursement by the Fund in 2013. The Sponsor had not determined, as of December 31, 2012, if it would seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Fund did not reflect an adjustment for this amount. As of December 31, 2013, the Sponsor had been reimbursed by SOYB, a total of \$47,200 of the \$560,000; the Sponsor will not seek reimbursement in 2014 for any residual balance which is deemed attributable to the operation of the Fund. For the year ended December 31, 2013, there is approximately \$590,000 of expenses recorded on the financial statements of the Sponsor which is subject to reimbursement by the Funds in 2014. The Sponsor has not yet determined if it will seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Trust and the Funds do not reflect an adjustment for this amount.

The structure of the Fund and the nature of the expenses are such that as total net assets grow, there is a scalability of expenses that may allow the total expense ratio to be reduced. However, if total net assets for the Fund fall, the total expense ratio of the Fund will increase unless additional reductions are made by the Sponsor to the daily expense accrual. The Sponsor can elect to adjust the daily expense accruals at its discretion.

The Sponsor has the ability to elect to pay certain expenses on behalf of the Fund or waive the management fee. This election is subject to change by the Sponsor, at its discretion. For the years-ended December 31, 2013, 2012, and 2011, there were approximately \$0, \$0 and \$1,200 respectively of management fees waived by the Sponsor. For the years-ended December 31, 2013, 2012, and 2011, there were approximately \$8,400, \$11,600 and \$25,000 respectively of expenses which generally would have been paid by the Fund but were waived by the Sponsor

Net cash used in the Fund's operating activities during the period was (\$177,734) in 2013, (\$847,212) in 2012 and (\$444,731) in 2011. In 2013, proceeds from the sale of shares were \$1,859,169 while payments for the redemption of shares were \$4,084,849. In 2012, these amounts were \$17,320,020 for issuance and \$12,358,972 for redemptions, while in 2011 the amounts were \$2,500,000 for issuance with no payments for the redemption of Shares of the Fund.

#### For the Three Months Ended December 31, 2013 Compared to the Three Months Ended December 31, 2012

Total income for the three months of 2013 was \$15,651 resulting primarily from the net change in unrealized appreciation on commodity futures contracts of \$67,575 which was partially offset by a realized loss on commodity futures contracts of (\$52,288). Total loss was (\$733,949) in 2012, with total income of \$13,930 in 2011. Realized gain or loss on trading of commodity futures contracts is a function of: 1) the change in the price of the particular contracts

sold as part of a “roll” in contracts as the nearest to expire contracts are exchanged for the appropriate contract given the investment objective of the fund, 2) the change in the price of particular contracts sold in relation to redemption of shares, 3) the gain or loss associated with rebalancing trades which are made to ensure conformance to the benchmark and 4) the number of contracts held and then sold for either circumstance aforementioned. Unrealized gain or loss on trading of commodity futures contracts is a function of the change in the price of contracts held on the final date of the period versus the purchase price for each contract and the number of contracts held in each contract month. The Sponsor has a static benchmark as described above and trades futures contracts to adhere to that benchmark and to adjust for the creation or redemption of shares.

Total expenses for the three months of 2013 were \$93,518 with \$11,996 attributable to payment of the management fee to the Sponsor, or 12.8% of expenses. Total expenses for the three months of 2012 were \$145,711 with \$19,212 attributable to payment of the management fee to the Sponsor, or 13.2% of expenses. In 2011, total expenses were \$18,858 with \$4,930 in management fee to the Sponsor, representing 26.1% of total expenses. The management fee is calculated at an annual rate of 1% of the Fund’s daily average net assets. Expenses in total were lower in the 2013 quarter than in 2012 due to a somewhat lower total net asset balance relative to the other Teucrium Funds. The amounts attributable to distribution and marketing fees were \$35,005 in 2013, \$89,839 in 2012 and \$0 in 2011. There were reclassifications of expenses into this category of \$11,850 in 2013 and \$34,600 in 2012. The amounts attributable to professional fees were \$38,679 in 2013, \$17,871 in 2012 and \$0 in 2011. There were reclassifications of expenses from this category of \$7,600 in 2013 and \$9,700 in 2012. The professional fees were primarily paid to the independent auditor of the Fund and for the preparation and distribution of shareholder tax statements. Fees paid to the custodian and administrator were \$3,921 in 2013, (\$332) in 2012 and \$13,802 in 2011; in 2012, there was a reclassification of expenses from fees paid to the custodian and administrator into distribution and marketing of \$32,900 as the result of a new contract. General and administrative expenses were \$3,183 in 2013, \$13,586 in 2012 and \$0 in 2011. Brokerage commissions were (\$3,649) in 2013, \$4,432 in 2012 and \$124 in 2011. There was a reclassification from this category of \$4,300 in 2013 to update the final estimates for the year based on activity. The increase from 2011 to 2012 is due to the increased number of contracts held and the additional creation and redemption orders experienced by the Fund in 2012 and a reclassification of \$2,000 into this category to true-up estimates for the year.

The Sponsor has the ability to elect to pay certain expenses on behalf of the Fund or waive the management fee. This election is subject to change by the Sponsor, at its discretion. For the quarters-ended December 31, 2013, 2012, and 2011, there were management fees waived by the Sponsor of \$0, \$0 and \$1,200 respectively. The Sponsor elected to waive payment of certain fees of \$2,700 in 2013, \$0 in 2012 and \$25,000 in 2011.

Other than the management fee payable to the Sponsor and the brokerage commissions, most of the expenses incurred by the Fund are associated with the day-to-day operation of the Fund and the necessary functions related to regulatory compliance. These are generally based on contracts, which extend for some period of time and up to one-year, or commitments regardless of the level of assets under management.

***Teucrium Sugar Fund***

The Teucrium Sugar Fund commenced investment operations on September 19, 2011. The investment objective of the Fund is to have the daily changes in percentage terms of the Shares' Net Asset Value ("NAV") reflect the daily changes in percentage terms of a weighted average of the closing settlement prices for three futures contracts for sugar ("Sugar Futures Contracts") that are traded on ICE Futures US ("ICE Futures"), specifically: (1) the second-to-expire Sugar No. 11 Futures Contract (a "Sugar No. 11 Futures Contract"), weighted 35%, (2) the third-to-expire Sugar No. 11 Futures Contract, weighted 30%, and (3) the Sugar No. 11 Futures Contract expiring in the March following the expiration month of the third-to-expire contract, weighted 35%. On December 31, 2013, the Fund held a total of 130 ICE sugar futures contracts with a notional value of \$2,476,062. These contracts had a liability fair value of \$183,400. The weighting of the notional value of the contracts was weighted as follows: (1) 35% to the May 2014 ICE No 11 contracts, (2) 30% to the July 2014 ICE No 11 contracts, and (3) 35% to the March 2015 ICE No 11 contracts.

The benchmark for the Fund is the Teucrium Sugar Index (TCANE) which is defined as: A weighted average of daily changes in the closing settlement prices (1) the second-to-expire Sugar No. 11 Futures Contract (a "Sugar No. 11 Futures Contract"), weighted 35%, (2) the third-to-expire Sugar No. 11 Futures Contract, weighted 30%, and (3) the Sugar No. 11 Futures Contract expiring in the March following the expiration month of the third-to-expire contract, weighted 35%. To convert to an index, 100 is set to \$25, the opening day price of CANE. The chart below shows the percent change in the NAV per share for the Fund, the market price of the Fund shares, represented by the closing price of the Fund on the NYSE Arca or the mid-point of the 4 pm bid and ask if no closing price is available, and TCANE for two periods. One period is December 31, 2013 compared to December 31, 2012. The second period is from the commencement of operations to December 31, 2013. The Benchmark does not reflect any impact of expenses, which would generally reduce the Fund's NAV, or interest income, which would generally increase the NAV. The actual results for the NAV do include the impacts of both expenses and interest income.

| <b>Period</b>                           | <b>Change in CANE NAV per share</b> | <b>Change in Market Price</b> | <b>Change in the Benchmark (TCANE)</b> |
|---|-------------------------------------|-------------------------------|--|
| December 31, 2012 to December 31, 2013  | -20.83%                             | -21.24%                       | -19.62%                                |
| September 19, 2011 to December 31, 2013 | -44.25%                             | -45.05%                       | -36.95%                                |

For the Year Ended December 31, 2013 Compared to the Years Ended December 31, 2012 and 2011

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On December 31, 2013 the Fund had 175,004 shares outstanding and net assets of \$2,468,403. As of December 31, 2012, the Fund had 125,004 shares outstanding with net assets of \$2,225,898, with 100,004 shares outstanding and net assets of \$2,306,249 on December 31, 2011. This was an increase of 50,000 shares, or 40.0%, from 2012 to 2013. The increase in shares outstanding was 25,000 shares and 25% from 2011 to 2012. In 2013, the Fund redeemed no shares and issued 50,000 as part of creation baskets; while in 2012 the Fund redeemed 225,000 shares and issued 250,000 as part of creation and redemption baskets.

Total net assets for the Fund were \$2,468,403 on December 31, 2013, \$2,225,898 on December 31, 2012 and \$2,306,249 on December 31, 2011. The Net Asset Values (“NAV”) per share related to these balances were \$14.10, \$17.81 and \$23.06 respectively. The increase in the total net assets for 2013 compared to 2012 of \$242,505 and 11.0% is a result of higher shares outstanding which was partially offset by the decrease in the NAV per share. For the year ending December 31, 2012 versus 2011, there was a decrease in total net assets of 3.5% driven by a combination of an increase in the number of shares more than offset by a decrease in the price of the underlying commodity. The NAV per share decreased by \$3.71 or 20.8% from 2012 to 2013 and by \$5.25 or 22.8% from 2011 to 2012. On December 31, the closing price on the NYSE Arca was \$14.05 in 2013, \$17.84 in 2012 and \$22.93 in 2011. The change was a decrease of 21.2% from December 31, 2013 over 2012 and 22.2% for 2012 over 2011.

Total loss for the year ended December 31, 2013 was (\$504,891) resulting primarily from the realized loss on commodity futures contracts totaling (\$400,994) and a loss generated by the net change in unrealized depreciation on commodity futures contracts of (\$105,022). Total loss was (\$665,628) in 2012 and (\$173,779) in 2011. Realized gain or loss on trading of commodity futures contracts is a function of: 1) the change in the price of the particular contracts sold as part of a “roll” in contracts as the nearest to expire contracts are exchanged for the appropriate contract given the investment objective of the fund, 2) the change in the price of particular contracts sold in relation to redemption of shares, 3) the gain or loss associated with rebalancing trades which are made to ensure conformance to the benchmark and 4) the number of contracts held and then sold for either circumstance aforementioned. Unrealized gain or loss on trading of commodity futures contracts is a function of the change in the price of contracts held on the final date of the period versus the purchase price for each contract and the number of contracts held in each contract month. The Sponsor has a static benchmark as described above and trades futures contracts to adhere to that benchmark and to adjust for the creation or redemption of shares.

Total expenses for the year ended December 31, 2013 were \$37,545 with no expense attributable to payment of the management fee to the Sponsor. In 2012, total expenses were \$231,990 with \$14,056 or 6.1% of total expenses attributable to management fees. In 2011, total expenses were \$20,072 from the commencement of operations until the end of the year, with the management fee to the Sponsor of \$5,481 representing 27.3% of total expense. The management fee is calculated at an annual rate of 1% of the Fund’s daily average net assets. Effective January 1, 2013, the Sponsor reduced the expense accruals for the Fund so that the total expenses would net exceed 1.5% on total net assets on an annual basis. This action resulted in a decrease in total expenses of \$194,445 or 83.8% from 2012 to 2013. The increase from 2012 to 2011 in total expenses of \$211,918 was due principally to a full year of operation compared to the truncated period in 2011, offset partially by renegotiated contracts on behalf of the Fund and increased fees paid by the Sponsor on behalf of the Fund. Professional fees were \$31,971 in 2013 and represented 85.2% of all expenses compared to \$50,046 in 2012, representing 21.6% of expenses, and \$0 in 2011. The professional fees were

primarily paid to the independent auditor of the Fund and for the preparation and distribution of shareholder tax statements. Distribution and marketing expenses were \$4,160 in 2013, representing 11.1% of total expenses, \$79,539 in 2012, representing 34.3% of total expenses and \$0 in 2011. Other than these expenses, all other categories were minimal in 2013.

For the year ended December 31, 2013, there is approximately \$590,000 of expenses recorded on the financial statements of the Sponsor which is subject to reimbursement by the Funds in 2014. The Sponsor has not yet determined if it will seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Trust and the Funds do not reflect an adjustment for this amount. Other than the management fee payable to the Sponsor and the brokerage commissions, most of the expenses incurred by the Fund are associated with the day-to-day operation of the Fund and the necessary functions related to regulatory compliance. These are generally based on contracts, which extend for some period of time and up to one-year, or commitments regardless of the level of assets under management. The structure of the Fund and the nature of the expenses are such that as total net assets grow, there is a scalability of expenses that may allow the total expense ratio to be reduced. As the Sponsor has initiated a percentage based daily expense accrual for the Fund, even if total net assets for the Fund fall, the total expense ratio of the Fund will not increase. The Sponsor can elect to adjust the daily expense accruals at its discretion.

The Sponsor has the ability to elect to pay certain expenses on behalf of the Fund or waive the management fee. This election is subject to change by the Sponsor, at its discretion. For the years-ended December 31, 2013, 2012, and 2011, there were approximately \$23,900, \$10,000 and \$1,200 respectively of management fees waived by the Sponsor. For the years-ended December 31, 2013, 2012, and 2011, there were approximately \$61,100, \$45,800 and \$26,000 respectively of expenses which generally would have been paid by the Fund but were borne by the Sponsor.

Net cash used in the Fund's operating activities during the period was (\$507,097) in 2013, (\$779,737) in 2012 and (\$449,097) in 2011. In 2013 proceeds from the sale of shares was \$789,941 with no proceeds used for redemptions. In 2012, proceeds from the sale of shares were \$5,324,467 while payments for the redemption of shares were \$4,507,200. For 2011, proceeds from the sale of Shares of the Fund were \$2,500,000 with no payments for the redemption of Shares of the Fund.

For the Three Months Ended December 31, 2013 Compared to the Three Months Ended December 31, 2012 and 2011

Total loss for the three months of 2013 was (\$184,216) resulting from the realized loss on commodity futures contracts of (\$2,588) and the net change in unrealized depreciation on commodity futures contracts of (\$181,877). Total loss was (\$68,666) in 2012 and (\$91,353) in 2011. Realized gain or loss on trading of commodity futures contracts is a function of: 1) the change in the price of the particular contracts sold as part of a "roll" in contracts as the nearest to expire contracts are exchanged for the appropriate contract given the investment objective of the fund, 2) the change in the price of particular contracts sold in relation to redemption of shares, 3) the gain or loss associated with rebalancing trades which are made to ensure conformance to the benchmark and 4) the number of contracts held and then sold for either circumstance aforementioned. Unrealized gain or loss on trading of commodity futures contracts is a function of the change in the price of contracts held on the final date of the period versus the purchase price for each

contract and the number of contracts held in each contract month. The Sponsor has a static benchmark as described above and trades futures contracts to adhere to that benchmark and to adjust for the creation or redemption of shares.

Total expenses for the three months of 2013 were \$9,853 with \$0 attributable to payment of the management fee to the Sponsor as the Sponsor elected to waive the management fee. The management fee is calculated at an annual rate of 1% of the Fund's daily average net assets. In the three months for 2012, total expenses were \$9,950. In 2011, total expenses were \$19,464 with \$5,481 in management fees to the Sponsor, representing 28.2% of total expenses. The amounts attributable to distribution and marketing fees were \$0 in 2013, \$5,520 in 2012 and \$0 in 2011. The amounts attributable to professional fees were \$9,582 in 2013, \$2,760 in 2012 and \$0 in 2011. The professional fees were primarily paid to the independent auditor of the Fund and for the preparation and distribution of shareholder tax statements. Fees paid to the custodian and administrator were \$0 in 2013 and 2012, and \$13,804 in 2011; in 2012, there was a renegotiated contract which precipitated this change. General and administrative expenses were \$0 in 2013, \$368 in 2012 and \$0 in 2011. Other expenses were \$0 in 2013, \$934 in 2012 and \$0 in 2011.

Other than the management fee payable to the Sponsor and the brokerage commissions, most of the expenses incurred by the Fund are associated with the day-to-day operation of the Fund and the necessary functions related to regulatory compliance. These are generally based on contracts, which extend for some period of time and up to one-year, or commitments regardless of the level of assets under management.

The Sponsor has the ability to elect to pay certain expenses on behalf of the Fund or waive the management fee. This election is subject to change by the Sponsor, at its discretion. For the quarters-ended December 31, 2013, 2012, and 2011, there were approximately \$6,500, \$5,800 and \$1,200 respectively of management fees waived by the Sponsor. For the years-ended December 31, 2013, 2012, and 2011, there were approximately \$11,300, \$12,600 and \$26,000 respectively of expenses which generally would have been paid by the Fund but were borne by the Sponsor.

### ***Teucrium Wheat Fund***

The Teucrium Wheat Fund commenced investment operations on September 19, 2011. The investment objective of the Fund is to have the daily changes in percentage terms of the Shares' Net Asset Value reflect the daily changes in percentage terms of a weighted average of the closing settlement prices for three futures contracts for wheat ("Wheat Futures Contracts") that are traded on the Chicago Board of Trade ("CBOT"), specifically: (1) the second-to-expire CBOT Wheat Futures Contract, weighted 35%, (2) the third-to-expire CBOT Wheat Futures Contract, weighted 30%, and (3) the CBOT Wheat Futures Contract expiring in the December following the expiration month of the third-to-expire contract, weighted 35%. On December 31, 2013, the Fund held a total of 227 CBOT wheat futures contracts with a notional value of \$7,072,313.

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These contracts had a liability fair value of \$698,675. The weighting of the notional value of the contracts was weighted as follows: (1) 35% to the May 2014 CBOT contracts, (2) 30% to the July 2014 CBOT contracts, and (3) 35% to the December 2014 CBOT contracts.

The benchmark for the Fund is the Teucrium Wheat Index (TWEAT) which is defined as: A weighted average of daily changes in the closing settlement prices of (1) the second-to-expire Wheat Futures Contract traded on the CBOT, weighted 35%, (2) the third-to-expire CBOT Wheat Futures Contract, weighted 30%, and (3) the CBOT Wheat Futures Contract expiring in the December following the expiration month of third-to-expire contract, weighted 35%. To convert to an index, 100 is set to \$25, the opening day price of WEAT. The chart below shows the percent change in the NAV per share for the Fund, the market price of the Fund shares, represented by the closing price of the Fund on the NYSE Arca or the mid-point of the 4 pm bid and ask if no closing price is available, and TWEAT for two periods. One period is December 31, 2013 compared to December 31, 2012. The second period is from the commencement of operations to December 31, 2013. The Benchmark does not reflect any impact of expenses, which would generally reduce the Fund's NAV, or interest income, which would generally increase the NAV. The actual results for the NAV do include the impacts of both expenses and interest income.

| <b>Period</b>                           | <b>Change in WEAT NAV per share</b> | <b>Change in Market Price</b> | <b>Change in the Benchmark (TWEAT)</b> |
|---|-------------------------------------|-------------------------------|--|
| December 31, 2012 to December 31, 2013  | -30.18%                             | -30.82%                       | -26.07%                                |
| September 19, 2011 to December 31, 2013 | -39.42%                             | -40.69%                       | -27.99%                                |

For the Year Ended December 31, 2013 Compared to the Years Ended December 31, 2012 and 2011

On December 31, 2013, the Fund had 475,004 shares outstanding with net assets of \$7,048,087. As of December 31, 2012, the Fund had 175,004 shares outstanding with net assets of \$3,719,209. On December 31, 2011, the Fund had 100,004 shares outstanding and net assets of \$2,235,888. The increase in shares from 2012 to 2013 was 300,000 or 171.4% and is, in management's opinion, a reflection of increased investor awareness of the Fund as an investment vehicle in the underlying commodity. The increase in shares outstanding was 75,000 shares and 75% from 2011 to 2012, and represented, in management's opinion, an increased focus by investors on the grain markets given the recent drought in the Midwest region of the United States and the recognition of the demand/supply condition for wheat across the globe. In 2013 the Fund redeemed 100,000 shares and issued 400,000 as part of creation and redemption baskets. In 2012 the Fund redeemed 200,000 shares and issued 275,000 as part of creation and redemption baskets.

Total net assets for the Fund were \$7,048,087 on December 31, 2013, \$3,719,209 on December 31, 2012 and \$2,235,888 on December 31, 2011. The Net Asset Values ("NAV") per share related to these balances were \$14.84,



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\$21.25 and \$22.36 respectively. This represents an increase in total net assets for the year ending December 31, 2013 versus 2012 of 89.5% driven by an increase in the number of shares partially offset by a decrease in the price of the underlying commodity; for 2012 versus 2011, the increase in total net assets was 66.3% for the same reason. The NAV per share decreased by \$6.41 or 30.2% from 2012 to 2013 and by \$1.11 or 5% from 2011 to 2012. On December 31, the closing price on the NYSE Arca was \$14.75 in 2013, \$21.32 in 2012 and \$22.40 in 2011. The change was a decrease of 30.1% from December 31, 2013 over 2012 and 4.8% for 2012 over 2011.

Total loss for the year ended December 31, 2013 was (\$2,058,821) resulting primarily from a realized loss of (\$1,554,250) and the net change in unrealized depreciation on commodity futures contracts totaling (\$507,587). Total loss was (\$94,917) in 2012 and (\$244,878) in 2011. Realized gain or loss on trading of commodity futures contracts is a function of: 1) the change in the price of the particular contracts sold as part of a “roll” in contracts as the nearest to expire contracts are exchanged for the appropriate contract given the investment objective of the fund, 2) the change in the price of particular contracts sold in relation to redemption of shares, 3) the gain or loss associated with rebalancing trades which are made to ensure conformance to the benchmark and 4) the number of contracts held and then sold for either circumstance aforementioned. Unrealized gain or loss on trading of commodity futures contracts is a function of the change in the price of contracts held on the final date of the period versus the purchase price for each contract and the number of contracts held in each contract month. The Sponsor has a static benchmark as described above and trades futures contracts to adhere to that benchmark and to adjust for the creation or redemption of shares.

Total expenses for the year ended December 31, 2013 were \$388,757, with \$66,302 attributable to payment of the management fee to the Sponsor, representing 17.1% of expenses. For 2012, total expenses were \$345,345, with \$32,754 or 9.5% in management fees. In 2011, total expenses were \$19,334 from the commencement of operations until the end of the year, with the management fee to the Sponsor of \$4,998 representing 25.9% of total expense. The management fee is calculated at an annual rate of 1% of the Fund’s daily average net assets. The increase in total expenses for 2013 when compared to 2012 of \$43,412 or 12.6% represents a reduction in overall Sponsor expenses offset by an increased allocation to WEAT as a result of a higher net assets compared to other funds of the Sponsor. The increase in expenses from 2012 to 2011 of \$326,011 was a combination of a full year of operation compared to the truncated period in 2011, higher assets under management relative to the other Funds managed by the Sponsor, which resulted in a larger percentage of expenses allocated to the Fund, fewer expenses paid by the Sponsor, offset partially by renegotiated contracts on behalf of the Fund.

The amounts attributable to distribution and marketing fees were \$138,379 in 2013 and \$140,076 in 2012. The expenses in this category represent 35.6% of total expenses in 2013 and 40.1% in 2012. The amounts attributable to professional fees were \$117,713 in 2013 and \$56,854 in 2012. This represents 30.3% of total expenses in 2013 and 16.5% in 2012. The professional fees were primarily paid to the independent auditor of the Fund and for the preparation and distribution of shareholder tax statements. Fees paid to the custodian and administrator were \$7,473 in 2013 and \$74,290 in 2012. This represented 1.9% of total Fund expenses for 2013 and 21.5% in 2012. The decrease in this category was the result of renegotiated contracts. General and administrative expenses were \$26,537 in 2013 and \$25,358 in 2012. This represented 6.8% of total Fund expenses for 2013 and 7.3% in 2012. Brokerage fees and commissions for the trading of Futures Contracts totaled \$4,300 in 2013 and \$3,534 for 2012. This represented 1.1% of total expenses in 2013 and 1.0% in 2012. The increase in 2013 over 2012 expenses resulted

from more contracts held due to higher assets under management. Other than the management fee payable to the Sponsor and the brokerage commissions, most of the expenses incurred by the Fund are associated with the day-to-day operation of the Fund and the necessary functions related to regulatory compliance. These are generally based on contracts, which extend for some period of time and have commitments regardless of the level of assets under management.

For the year ended December 31, 2012, there was also approximately \$560,000 of expenses recorded on the financial statements of the Sponsor which were subject to reimbursement by the Fund in 2013. The Sponsor had not determined, as of December 31, 2012, if it would seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Fund did not reflect an adjustment for this amount. As of December 31, 2013, the Sponsor had been reimbursed by WEAT, a total of \$51,500 of the \$560,000; the Sponsor will not seek reimbursement in 2014 for any residual balance which is deemed attributable to the operation of the Fund. For the year ended December 31, 2013, there is approximately \$590,000 of expenses recorded on the financial statements of the Sponsor which is subject to reimbursement by the Funds in 2014. The Sponsor has not yet determined if it will seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Trust and the Funds do not reflect an adjustment for this amount.

The structure of the Fund and the nature of the expenses are such that as total net assets grow, there is a scalability of expenses that may allow the total expense ratio to be reduced. However, if total net assets for the Fund fall, the total expense ratio of the Fund will increase unless additional reductions are made by the Sponsor to the daily expense accrual. The Sponsor can elect to adjust the daily expense accruals at its discretion.

The Sponsor has the ability to elect to pay certain expenses on behalf of the Fund or waive the management fee. This election is subject to change by the Sponsor, at its discretion. For the years-ended December 31, 2013, 2012, and 2011, there were approximately \$0, \$0 and \$1,200 respectively of management fees waived by the Sponsor. For the years-ended December 31, 2013, 2012, and 2011, there were approximately \$5,600, \$36,500 and \$25,000 respectively of expenses which generally would have been paid by the Fund but were waived by the Sponsor

Net cash used in the Fund's operating activities during the period was (\$2,681,723) in 2013, (\$588,701) in 2012 and \$ (478,076) in 2011. In 2013, proceeds from the sale of shares were \$7,532,514 while payments for the redemption of shares were \$1,756,058. In 2012, proceeds from the sale of shares were \$6,071,303 while payments for the redemption of shares were \$4,147,720. For 2011, proceeds from the sale of Shares of the Fund were \$2,500,000 with no payments for the redemption of Shares of the Fund.

For the Three Months Ended December 31, 2013 Compared to the Three Months Ended December 31, 2012 and 2011

Total loss for the three months of 2013 was (\$755,033) resulting from the realized loss on commodity futures contracts of (\$284,225) and the net change in unrealized depreciation on commodity futures contracts of (\$471,525).

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Total loss for 2012 was (\$392,701) while total income was \$10,010 in 2011. Realized gain or loss on trading of commodity futures contracts is a function of: 1) the change in the price of the particular contracts sold as part of a “roll” in contracts as the nearest to expire contracts are exchanged for the appropriate contract given the investment objective of the fund, 2) the change in the price of particular contracts sold in relation to redemption of shares, 3) the gain or loss associated with rebalancing trades which are made to ensure conformance to the benchmark and 4) the number of contracts held and then sold for either circumstance aforementioned. Unrealized gain or loss on trading of commodity futures contracts is a function of the change in the price of contracts held on the final date of the period versus the purchase price for each contract and the number of contracts held in each contract month. The Sponsor has a static benchmark as described above and trades futures contracts to adhere to that benchmark and to adjust for the creation or redemption of shares.

Total expenses for the three months of 2013 were \$126,449 with \$18,888 attributable to payment of the management fee to the Sponsor, or 14.9% of expenses. For the three months of 2012, these were \$70,389 with \$7,750, or 11.0%, attributable to payment of the management fee to the Sponsor, and for 2011, total expenses were \$18,990 with \$4,998 or 26.3 % was attributable to the management fee. The management fee is calculated at an annual rate of 1% of the Fund’s daily average net assets. Expenses in total for the Fund were higher in 2013 than in 2012 and in 2012 than in 2011 due to a higher total net asset balance relative to the other Teucrium Funds. The amounts attributable to distribution and marketing fees were \$43,600 in 2013, \$43,091 in 2012 and \$0 in 2011. There were reclassifications of expenses into this category of \$2,200 in 2013 and \$15,500 in 2012. The amounts attributable to professional fees were \$49,228 in 2013, \$6,903 in 2012 and \$0 in 2011. There were reclassifications of expenses into this category of \$2,400 in 2013 and from this category of \$6,900 in 2012. The professional fees were primarily paid to the independent auditor of the Fund and for the preparation and distribution of shareholder tax statements. Fees paid to the custodian and administrator were \$2,968 in 2013, \$4,559 in 2012 and \$13,804 in 2011; in 2012, there was a reclassification of expenses from fees paid to the custodian and administrator into distribution and marketing of \$11,700 as the result of a new contract. General and administrative expenses were \$6,250 in 2013, \$6,036 in 2012 and \$0 in 2011. Brokerage commissions were (\$1,160) in 2013, \$356 in 2012 and \$188 in 2011. There was a reclassification from this category of \$3,000 in 2013 to update the final estimates for the year based on activity. The increase from 2011 to 2012 is due to the increased number of contracts held and the additional creation and redemption orders experienced by the Fund in 2012.

The Sponsor has the ability to elect to pay certain expenses on behalf of the Fund or waive the management fee. This election is subject to change by the Sponsor, at its discretion. For the quarters-ended December 31, 2013 and 2012 there were no management fees waived by the Sponsor, while in 2011 there was \$1,200 in such fees waived. The Sponsor did not elect to waive payment of certain fees 2013 or 2012, however in 2011 the Sponsor paid approximately 25,000 in expenses that normally would have been borne by the Fund.

Other than the management fee payable to the Sponsor and the brokerage commissions, most of the expenses incurred by the Fund are associated with the day-to-day operation of the Fund and the necessary functions related to regulatory compliance. These are generally based on contracts, which extend for some period of time and up to one-year, or commitments regardless of the level of assets under management.

### ***Teucrium Agricultural Fund***

The Teucrium Agricultural Fund commenced operation on March 28, 2012. On April 22, 2011, an initial registration statement was filed with the Securities and Exchange Commission (“SEC”). On February 10, 2012, the Fund’s initial registration of 5,000,000 shares on Form S-1 was declared effective by the U.S. Securities and Exchange Commission (“SEC”). On March 28, 2012, the Fund listed its shares on the NYSE Arca under the ticker symbol “TAGS.” On the business day prior to that, the Fund issued 300,000 shares in exchange for \$15,000,000 at the Fund’s initial NAV of \$50 per share. The Fund also commenced investment operations on March 28, 2012 by purchasing shares of the Underlying Funds. On December 31, 2011, the Fund had two shares outstanding, which were owned by the Sponsor.

The investment objective of the Fund is to have the daily changes in percentage terms of the Net Asset Value (“NAV”) of its common units (“Shares”) reflect the daily changes in percentage terms of a weighted average (the “Underlying Fund Average”) of the NAVs per share of four other commodity pools that are series of the Trust and are sponsored by the Sponsor: the Teucrium Corn Fund (“CORN”), the Teucrium Wheat Fund (“WEAT”), the Teucrium Soybean Fund (“SOYB”) and the Teucrium Sugar Fund (“CANE”) (collectively, the “Underlying Funds”). The Underlying Fund Average will have a weighting of 25% to each Underlying Fund, and the Fund’s assets will be rebalanced, generally on a daily basis, to maintain the approximate 25% allocation to each Underlying Fund. The Fund does not intend to invest directly in futures contracts (“Futures Contracts”), although it reserves the right to do so in the future, including if an Underlying Fund ceases operations.

The investment objective of each Underlying Fund is to have the daily changes in percentage terms of its shares’ NAV reflect the daily changes in percentage terms of a weighted average of the closing settlement prices for certain Futures Contracts for the commodity specified in the Underlying Fund’s name. (This weighted average is referred to herein as the Underlying Fund’s “Benchmark,” the Futures Contracts that at any given time make up an Underlying Fund’s Benchmark are referred to herein as the Underlying Fund’s “Benchmark Component Futures Contracts,” and the commodity specified in the Underlying Fund’s name is referred to herein as its “Specified Commodity.”) Specifically, the Teucrium Corn Fund’s Benchmark is: (1) the second-to-expire Futures Contract for corn traded on the Chicago Board of Trade (“CBOT”), weighted 35%, (2) the third-to-expire CBOT corn Futures Contract, weighted 30%, and (3) the CBOT corn Futures Contract expiring in the December following the expiration month of the third-to-expire contract, weighted 35%. The Teucrium Wheat Fund’s Benchmark is: (1) the second-to-expire CBOT wheat Futures Contract, weighted 35%, (2) the third-to-expire CBOT wheat Futures Contract, weighted 30%, and (3) the CBOT wheat Futures Contract expiring in the December following the expiration month of the third-to-expire contract, weighted 35%. The Teucrium Soybean Fund’s Benchmark is: (1) the second-to-expire CBOT soybean Futures Contract, weighted 35%, (2) the third-to-expire CBOT soybean Futures Contract, weighted 30%, and (3) the CBOT soybean Futures Contract expiring in the November following the expiration month of the third-to-expire contract, weighted 35%, except that CBOT soybean Futures Contracts expiring in August and September will not be part of the Teucrium Soybean Fund’s Benchmark because of the less liquid market for these Futures Contracts. The Teucrium Sugar Fund’s Benchmark is: (1) the second-to-expire Sugar No. 11 Futures Contract traded on ICE Futures US (“ICE Futures”), weighted 35%, (2) the third-to-expire ICE Futures Sugar No. 11 Futures Contract, weighted 30%, and (3) the ICE Futures Sugar No. 11 Futures Contract expiring in the March following the expiration month of the third-to-expire contract, weighted 35%.

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On December 31, 2013, the Fund held: 1) 15,458 shares of CORN with a fair value of \$473,707; 2) 30,987 shares of WEAT with a fair value of \$459,782; 3) 20,331 shares of SOYB with a fair value of \$466,670; and 4) 34,374 shares of CANE with a fair value of \$484,838. The weighting on December 31, 2012 was 25% to CORN, 24% to WEAT, 25% to SOYB and 26% to CANE.

The benchmark for the Fund is the Teucrium Agricultural Index (TTAGS) which is defined as: A weighted average of the daily changes in percentage terms of the Shares' NAV reflect the daily changes in percentage terms of a weighted average (the "Underlying Fund Average") of the NAVs per share of four other commodity pools that are series of the Trust and are sponsored by the Sponsor: the Teucrium Corn Fund, the Teucrium Wheat Fund, the Teucrium Soybean Fund and the Teucrium Sugar Fund (collectively, the "Underlying Funds"). The Fund seeks to achieve its investment objective by investing under normal market conditions in the publicly-traded shares of each Underlying Fund so that the Underlying Fund Average will have a weighting of 25% to each Underlying Fund, and the Fund's assets will be rebalanced, generally on a daily basis, to maintain the approximate 25% allocation to each Underlying Fund. To convert to an index, 100 is set to \$50 the opening day price of TAGS.

The chart below shows the percent change in the NAV per share for the Fund, the market price of the Fund shares, represented by the closing price of the Fund on the NYSE Arca or the mid-point of the 4 pm bid and ask if no closing price is available, and TTAGS for two periods. One period is December 31, 2013 compared to December 31, 2012. The second period is from the commencement of operations to December 31, 2013. The Benchmark does not reflect any impact of expenses, which would generally reduce the Fund's NAV, or interest income, which would generally increase the NAV. The actual results for the NAV do include the impacts of both expenses and interest income.

| <b>Period</b>                          | <b>Change in TAGS NAV per share</b> | <b>Change in Market Price</b> | <b>Change in the Benchmark (TTAGS)</b> |
|--|-------------------------------------|-------------------------------|--|
| December 31, 2012 to December 31, 2013 | -22.16%                             | -30.24%                       | -21.73%                                |
| March 28, 2012 to December 31, 2013    | -23.31%                             | -31.51%                       | -22.44%                                |

On December 31, 2013 and 2012, the Fund had 50,002 shares outstanding. The net assets of the Fund were \$1,896,442 in 2013 and \$2,436,721 in 2012. There were no shares issued or redeemed in 2013. In 2012, the Fund had 350,000 shares issued and 300,000 shares redeemed. Effective August 2, 2012, the Fund was at 50,002 shares outstanding which represents a minimum number of shares and there could be no further redemptions until additional shares are created.

For the Year Ended December 31, 2013 Compared to the Years Ended December 31, 2012 and 2011

Total net assets for the Fund were \$1,896,442 on December 31, 2013, \$2,436,721 on December 31, 2012, and \$100 on December 31, 2011. The decrease from 2012 to 2013 is a result of a decrease in the price of the commodity contracts held by the Underlying Funds. The increase from 2011 to 2012 is a result of the commencement of operation in 2012. The Net Asset Values (“NAV”) per share related to these balances were \$37.93 for 2013, \$48.73 for 2012, and \$50.00 for 2011, which represents the NAV at the commencement of operations. The decrease in the NAV per share of \$10.8 or 22.2% for 2013 and \$1.27 or 2.5% for 2012 is driven by a decrease in the price of some of the shares of the Underlying Funds which is driven by a decrease in the price of the underlying commodity. On December 31, 2013, the closing price on the NYSE Arca was \$34.00, while on December 31, 2012, the 4pm bid/ask midpoint on the NYSE Arca was \$48.74. This is a reduction of \$14.74 or 30.2% between years.

Total loss for 2013 was (\$529,479) resulting from the realized loss on the securities of the Underlying Funds totaling (\$82,323) and a loss generated by the unrealized depreciation on the securities of the Underlying Funds of (\$447,149). Total loss for the period from the commencement of operations through December 31, 2012 was (\$880,163). Realized gain or loss on the securities of the Underlying Funds is a function of: 1) the change in the price of particular contracts sold in relation to redemption of shares, and 2) the gain or loss associated with rebalancing trades which are made to ensure conformance to the benchmark. Unrealized gain or loss on the securities of the Underlying Funds is a function of the change in the price of shares held on the final date of the period versus the purchase price for each and the number held. The Sponsor has a static benchmark as described above and trades futures contracts to adhere to that benchmark and to adjust for the creation or redemption of shares.

Total expenses for 2013 were \$10,800. Total expenses for the period from the commencement of operations through December 31, 2012 were \$22,701. The Fund does not pay a management fee to the Sponsor. Effective January 1, 2013, the Sponsor has stated that it will accrue expenses such that the total expense ratio of the Fund is 0.5% of net assets. For 2013, the realized total expense ratio was 0.5%. The amounts attributable to distribution and marketing fees were \$5,089 in 2013 and \$13,237 in 2012. The expenses in this category represent 47.1% of total expenses in 2013 and 58.3% in 2012. The amounts attributable to professional fees were \$5,464 in 2013 and \$1,513 in 2012. This represents 50.6% of total expenses in 2013 and 6.7% in 2012. The professional fees were primarily paid to the independent auditor of the Fund and for the preparation and distribution of shareholder tax statements. Fees paid to the custodian and administrator were (\$16) in 2013 and \$2,793 in 2012. This represented 0% of total Fund expenses for 2013 and 12.3% in 2012. These expenses were borne by the Sponsor in 2013. General and administrative expenses were \$234 in 2013 and \$2,492 in 2012. This represented 2.2% of total Fund expenses for 2013 and 11.0% in 2012. Brokerage fees and commissions for the trading of Futures Contracts totaled \$123 in 2013 and \$1,995 for 2012. This represented 1.1% of total expenses in 2013 and 8.8% in 2012. The increase in 2013 over 2012 expenses resulted from more expenses incurred due to the creation and redemption baskets.

Other than the brokerage commissions, most of the expenses incurred by the Fund are associated with the day-to-day operation of the Fund and the necessary functions related to regulatory compliance. These are generally based on contracts, which extend for some period of time and up to one-year, or commitments regardless of the level of assets under management. The Sponsor can elect to adjust the daily expense accruals at its discretion. For the year ended December 31, 2013, there is approximately \$590,000 of expenses recorded on the financial statements of the Sponsor

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which is subject to reimbursement by the Funds in 2014. The Sponsor has not yet determined if it will seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Trust and the Funds do not reflect an adjustment for this amount.

The Sponsor has the ability to elect to pay certain expenses on behalf of the Fund. This election is subject to change by the Sponsor, at its discretion. For the years-ended December 31, 2013 and 2012, there were approximately \$55,200 and \$20,800 respectively of expenses which generally would have been paid by the Fund but were waived by the Sponsor.

Net cash used in the Fund's operating activities during the period was (\$3,539) in 2013 and (\$3,333,166) in 2012. For 2012, proceeds from the sale of shares were \$17,706,578 while payments for the redemption of shares were \$14,367,093. There were no such proceeds or payments in 2013.

### For the Three Months Ended December 31, 2013 Compared to the Three Months Ended December 31, 2012

Total loss for the three months of 2013 was (\$143,431) resulting from the realized loss on the securities of the Underlying Funds totaling (\$13,353) and a loss generated by the unrealized depreciation on the securities of the Underlying Funds of (\$130,077). Total loss for the period in 2012 was (\$229,867). Realized gain or loss on the securities of the Underlying Funds is a function of: 1) the change in the price of particular contracts sold in relation to redemption of shares, and 2) the gain or loss associated with rebalancing trades which are made to ensure conformance to the benchmark. Unrealized gain or loss on the securities of the Underlying Funds is a function of the change in the price of shares held on the final date of the period versus the purchase price for each and the number held. The Sponsor has a static benchmark as described above and trades futures contracts to adhere to that benchmark and to adjust for the creation or redemption of shares.

Total expenses for the three months of 2013 were \$2,516 and for the three months of 2012 these were \$3,223. The Fund does not pay a management fee to the Sponsor. Effective January 1, 2013, the Sponsor stated that it would accrue expenses such that the total expense ratio of the Fund is 0.5% of net assets. Professional fees were \$2,862 in 2013 and \$575 in 2012. In 2013, there was a \$600 reclassification from all other expense categories, with the exception of brokerage fees, into professional fees. There was a reclassification of \$1,100 from professional fees into custodian fees and brokerage fees in 2012. In 2013, for the 4<sup>th</sup> quarter, expenses recorded in all categories except professional fees were de minimus. In 2012, custodian fees and brokerage fees had the greatest percentage of expenses due to the reclassifications discussed above.

Other than the brokerage commissions, most of the expenses incurred by the Fund are associated with the day-to-day operation of the Fund and the necessary functions related to regulatory compliance. These are generally based on contracts, which extend for some period of time and up to one-year, or commitments regardless of the level of assets under management. The Sponsor can elect to adjust the daily expense accruals at its discretion.

The Sponsor has the ability to elect to pay certain expenses on behalf of the Fund. This election is subject to change by the Sponsor, at its discretion. For the quarters-ended December 31, 2013 and 2012, there were approximately \$10,100 and \$6,300 respectively of expenses which generally would have been paid by the Fund but were borne by the Sponsor.

### ***Benchmark Performance***

The Operating Funds are new and have a limited operating history. Investing in commodity Interests subjects the Funds to the risks of the underlying commodity market, and this could result in substantial fluctuations in the price of each Fund's Shares. Unlike mutual funds, the Funds generally will not distribute dividends to Shareholders. Investors may choose to use the Funds as a means of investing indirectly in the underlying commodity, and there are risks involved in such investments. The Sponsor has limited experience operating a commodity pool. Investors may choose to use the Funds as vehicles to hedge against the risk of loss, and there are risks involved in hedging activities.

During the period from January 1, 2013 through December 31, 2013, the average daily change in the NAV of each Fund was within plus/minus 10 percent of the average daily change in the Benchmark of the Fund, as stated in the prospectus for each Fund.

### **Frequency Distribution of Premiums and Discounts**

#### **Description**

The frequency distribution charts below present information about the difference between the daily market price for Shares of each Fund and the Fund's reported Net Asset Value per share. The amount that a Fund's market price is above the reported NAV is called the premium. The amount that a Fund's market price is below the reported NAV is called the discount. The market price is determined using the midpoint between the highest bid and the lowest offer on the listing exchange, as of the time that a Fund's NAV is calculated (usually 4:00 p.m., New York time). The horizontal axis of the chart shows the premium or discount expressed in basis points. The vertical axis indicates the number of trading days in the period covered by the chart. Each bar in the chart shows the number of trading days in



which a Fund traded within the premium/discount range indicated. The charts are also available on the website for each Fund on a quarterly basis.

\*A unit that is equal to 1/100th of 1% and is used to denote the change in a financial instrument.

**NEITHER THE PAST PERFORMANCE OF A FUND NOR THE PRIOR INDEX LEVELS AND CHANGES, POSITIVE OR NEGATIVE, SHOULD BE TAKEN AS AN INDICATION OF THE FUND'S FUTURE PERFORMANCE**

## **CORN**

The performance data above for the Teucrium Corn Fund represents past performance. Past performance is not a guarantee of future results. Investment return and value of the Fund's Shares will fluctuate so that an investor's Shares, when sold, may be worth more or less than their original cost. Performance may be lower or higher than performance data quoted. The NAV reflected on this graph has been adjusted for March 31, 2013, when Corn Futures Contracts traded on the CBOT which were due to settle on July 12, 2013 (the "JUL13 Corn Contracts") were in a "limit down" condition, and, in the opinion of the Trust and the Fund, the reported value at the close of market on that day did not fairly value the JUL13 Corn Contracts held by CORN. Therefore, the Trust and the Fund have used alternative verifiable sources to value the JUL13 Corn Contracts on March 31, 2013 and the NAV of the Fund for that date.

**NAGS**

The performance data above for the Teucrium Natural Gas Fund represents past performance. Past performance is not a guarantee of future results. Investment return and value of the Fund's Shares will fluctuate so that an investor's Shares, when sold, may be worth more or less than their original cost. Performance may be lower or higher than performance data quoted.

**CRUD**

The performance data above for the Teucrium WTI Crude Oil Fund represents past performance. Past performance is not a guarantee of future results. Investment return and value of the Fund's Shares will fluctuate so that an investor's Shares, when sold, may be worth more or less than their original cost. Performance may be lower or higher than performance data quoted.

**SOYB**

The performance data above for the Teucrium Soybean Fund represents past performance. Past performance is not a guarantee of future results. Investment return and value of the Fund's Shares will fluctuate so that an investor's Shares, when sold, may be worth more or less than their original cost. Performance may be lower or higher than performance data quoted.

**CANE**

The performance data above for the Teucrium Sugar Fund represents past performance. Past performance is not a guarantee of future results. Investment return and value of the Fund's Shares will fluctuate so that an investor's Shares, when sold, may be worth more or less than their original cost. Performance may be lower or higher than performance data quoted.

**WEAT**

The performance data above for the Teucrium Wheat Fund represents past performance. Past performance is not a guarantee of future results. Investment return and value of the Fund's Shares will fluctuate so that an investor's Shares, when sold, may be worth more or less than their original cost. Performance may be lower or higher than performance data quoted.

**TAGS**

The performance data above for the Teucrium Agricultural Fund represents past performance. Past performance is not a guarantee of future results. Investment return and value of the Fund's Shares will fluctuate so that an investor's Shares, when sold, may be worth more or less than their original cost. Performance may be lower or higher than performance data quoted. The NAV reflected on this graph have been adjusted for March 31, 2013, when Corn Futures Contracts traded on the CBOT which were due to settle on July 12, 2013 (the "JUL13 Corn Contracts") were in a "limit down" condition, and, in the opinion of the Trust and the Fund, the reported value at the close of market on that day did not fairly value the JUL13 Corn Contracts held by CORN, one of the Underlying Funds held by TAGS. Therefore, the Trust and the Fund have used alternative verifiable sources to value the JUL13 Corn Contracts on March 31, 2013 and the NAV of the Fund for that date.

As of August 2, 2012, TAGS has 50,002 shares currently outstanding; this represents the minimum number of shares and, thus, no shares can be redeemed until additional shares have been created. This situation has, over the past 12 months, generated a situation in which the spread between bid/ask midpoint at 4pm and the NAV falls outside of the "1

to 49” or “-1 to -49” range. The situation does not affect the actual NAV of the Fund.

### ***Off Balance Sheet Financing***

As of December 31, 2013, neither the Trust nor any of the Funds has any loan guarantees, credit support or other off-balance sheet arrangements of any kind other than agreements entered into in the normal course of business, which may include indemnification provisions relating to certain risks service providers undertake in performing services which are in the best interests of the Funds. While the exposure of each Fund under these indemnification provisions cannot be estimated, they are not expected to have a material impact on the financial positions of each Fund.

### ***Liquidity and Capital Resources***

The Funds do not anticipate making use of borrowings or other lines of credit to meet their obligations. The Funds meet their liquidity needs in the normal course of business from the proceeds of the sale of their investments or from the cash, cash equivalents and/or the Treasuries Securities that they intend to hold. The Funds' liquidity need include: redeeming their shares, providing margin deposits for existing Futures Contracts or the purchase of additional Futures Contracts, posting collateral for over-the-counter Commodity Interests, and paying expenses.

The Funds generate cash primarily from (i) the sale of Creation Baskets and (ii) interest earned on cash, cash equivalents and their investments in Treasuries Securities. Generally, all of the net assets of the Funds are allocated to trading in Commodity Interests. Most of the assets of the Operating Funds are held in Treasury Securities, cash and/or cash equivalents that could or are used as margin or collateral for trading in Commodity Interests. The percentage that such assets bear to the total net assets will vary from period to period as the market values of the Commodity Interests change. Interest earned on interest-bearing assets of a Fund are paid to that Fund.

The investments of a Fund's in Commodity Interests are subject to periods of illiquidity because of market conditions, regulatory considerations and other reasons. For example, U.S. futures exchanges limit the fluctuations in the prices of certain Futures Contracts during a single day by regulations referred to as "daily limits." During a single day, no trades may be executed at prices beyond the daily limit. Once the price of such a Futures Contract has increased or decreased by an amount equal to the daily limit, positions in the contracts can neither be taken nor liquidated unless the traders are willing to effect trades at or within the limit. Such market conditions could prevent the Fund from promptly liquidating a position in Futures Contracts.

### ***Market Risk***

Trading in Commodity Interests such as Futures Contracts will involve the Funds entering into contractual commitments to purchase or sell specific amounts of commodities at a specified date in the future. The gross or face amount of the contracts is expected to significantly exceed the future cash requirements of each Fund as each Fund intends to close out any open positions prior to the contractual expiration date. As a result, each Fund's market risk is the risk of loss arising from the decline in value of the contracts, not from the need to make delivery under the

contracts. The Funds consider the “fair value” of derivative instruments to be the unrealized gain or loss on the contracts. The market risk associated with the commitment by the Funds to purchase a specific commodity will be limited to the aggregate face amount of the contracts held.

The exposure of the Funds to market risk will depend on a number of factors including the markets for the specific commodity, the volatility of interest rates and foreign exchange rates, the liquidity of the commodity-specific Interest markets and the relationships among the contracts held by each Fund.

### ***Credit Risk***

When any of the Funds enter into Commodity Interests, it will be exposed to the credit risk that the counterparty will not be able to meet its obligations. For purposes of credit risk, the counterparty for the Futures Contracts traded on the CBOT, NYMEX, and ICE and for Cleared Swaps is the clearinghouse associated with those exchanges. In general, clearinghouses are backed by their members who may be required to share in the financial burden resulting from the nonperformance of one of their members, which should significantly reduce credit risk. Some foreign exchanges are not backed by their clearinghouse members but may be backed by a consortium of banks or other financial institutions. Unlike in the case of exchange-traded futures contracts, the counterparty to an over-the-counter Corn Interest contract is generally a single bank or other financial institution. As a result, there will be greater counterparty credit risk in over-the-counter transactions. There can be no assurance that any counterparty, clearinghouse, or their financial backers will satisfy their obligations to any of the Funds.

The Funds may engage in off exchange transactions broadly called an “exchange for risk” transaction, also referred to as an “exchange for swap.” For purposes of the Dodd-Frank Act and related CFTC rules, an “exchange for risk” transaction is treated as a “swap.” An “exchange for risk” transaction, sometimes referred to as an “exchange for swap” or “exchange of futures for risk,” is a privately negotiated and simultaneous exchange of a futures contract position for a swap or other over-the-counter instrument on the corresponding commodity. An exchange for risk transaction can be used by the Funds as a technique to avoid taking physical delivery of a commodity futures contract, corn for example, in that a counterparty will take the Fund’s position in a Corn Futures Contract into its own account in exchange for a swap that does not by its terms call for physical delivery. The Funds will become subject to the credit risk of a counterparty when it acquires an over-the-counter position in an exchange for risk transaction. The Fund may use an “exchange for risk” transaction in connection with the creation and redemption of shares.

The Sponsor will attempt to manage the credit risk of each Fund by following certain trading limitations and policies. In particular, each Fund intends to post margin and collateral and/or hold liquid assets that will be equal to approximately the face amount of the Interests it holds. The Sponsor will implement procedures that will include, but will not be limited to, executing and clearing trades and entering into over-the-counter transactions only with parties it deems creditworthy and/or requiring the posting of collateral by such parties for the benefit of each Fund to limit its credit exposure.

The CEA requires all FCMs, such as the Funds' clearing brokers, to meet and maintain specified fitness and financial requirements, to segregate customer funds from proprietary funds and account separately for all customers' funds and positions, and to maintain specified books and records open to inspection by the staff of the CFTC. The CFTC has similar authority over introducing brokers, or persons who solicit or accept orders for commodity interest trades but who do not accept margin deposits for the execution of trades. The CEA authorizes the CFTC to regulate trading by FCMs and by their officers and directors, permits the CFTC to require action by exchanges in the event of market emergencies, and establishes an administrative procedure under which customers may institute complaints for damages arising from alleged violations of the CEA. The CEA also gives the states powers to enforce its provisions and the regulations of the CFTC.

On November 14, 2013, the CFTC published final regulations that require enhanced customer protections, risk management programs, internal monitoring and controls, capital and liquidity standards, customer disclosures and auditing and examination programs for FCMs. The rules are intended to afford greater assurances to market participants that customer segregated funds and secured amounts are protected, customers are provided with appropriate notice of the risks of futures trading and of the FCMs with which they may choose to do business, FCMs are monitoring and managing risks in a robust manner, the capital and liquidity of FCMs are strengthened to safeguard the continued operations and the auditing and examination programs of the CFTC and the self-regulatory organizations are monitoring the activities of FCMs in a thorough manner.

**Item 7A. Quantitative and Qualitative Disclosures about Market Risks**

Trading in Commodity Interests such as Futures Contracts will involve the Funds entering into contractual commitments to purchase or sell specific amounts of commodities at a specified date in the future. The gross or face amount of the contracts is expected to significantly exceed the future cash requirements of each Fund as each Fund intends to close out any open positions prior to the contractual expiration date. As a result, each Fund's market risk is the risk of loss arising from the decline in value of the contracts, not from the need to make delivery under the contracts. The Funds consider the "fair value" of derivative instruments to be the unrealized gain or loss on the contracts. The market risk associated with the commitment by the Funds to purchase a specific commodity will be limited to the aggregate face amount of the contracts held.

The exposure of the Funds to market risk will depend primarily on the market price of the specific commodities held by the Fund. The market price of the commodities depends in part on the volatility of interest rates and foreign exchange rates and the liquidity of the commodity-specific markets.

TAGS is subject to the risks of the commodity-specific futures contracts of the Underlying Funds as the fair value of its holdings is based on the NAV of each of the Underlying Funds, each of which is directly impacted by the factors discussed above.

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The tables below present a quantitative analysis of hypothetical impact of price decreases and increases in each of the commodity futures contracts held by each of the Funds, or the Underlying Funds in the case of TAGS, on the actual holdings and NAV per share as of December 31, 2013. For purposes of this analysis, all futures contracts held by the Funds and the Underlying Funds are assumed to change by the same percentage. In addition, the cash held by the Funds and any management fees paid to the Sponsor are assumed to remain constant and not impact the NAV per share. There may be very slight and immaterial differences, due to rounding, in the tables presented below.

*Quantitative Risk Analysis*

CORN:

| Holdings as of December 31, 2013                             | December 31, 2013 as Reported | Number of Contracts Held | Closing Price | Notional Amount | 10% Decrease    | 15% Decrease    | 20% Decrease    | 10% Increase    | 15% Increase    | 20% Increase    |
|--|-------------------------------|--------------------------|---------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|
|  |                               |                          |               |                 | Notional Amount | Notional Amount | Notional Amount | Notional Amount | Notional Amount | Notional Amount |
| CBOT Corn Futures May14                                      |                               | 772                      | \$4.3025      | \$16,607,650    | \$14,946,885    | \$14,116,503    | \$13,286,120    | \$18,268,415    | \$19,098,798    | \$19,929,176    |
| CBOT Corn Futures Jul14                                      |                               | 652                      | \$4.3700      | \$14,246,200    | \$12,821,580    | \$12,109,270    | \$11,396,960    | \$15,670,820    | \$16,383,130    | \$17,095,440    |
| CBOT Corn Futures Dec14                                      |                               | 739                      | \$4.5025      | \$16,636,738    | \$14,973,064    | \$14,141,227    | \$13,309,390    | \$18,300,411    | \$19,132,248    | \$19,964,085    |
| Total CBOT Corn Futures                                      |                               |                          |               | \$47,490,588    | \$42,741,529    | \$40,366,999    | \$37,992,470    | \$52,239,646    | \$54,614,176    | \$56,988,681    |
| Shares outstanding   |                               |                          |               | 1,550,004       | 1,550,004       | 1,550,004       | 1,550,004       | 1,550,004       | 1,550,004       | 1,550,004       |
| Net Asset Value per Share attributable directly to CBOT Corn |                               |                          |               | \$30.64         | \$27.58         | \$26.04         | \$24.51         | \$33.70         | \$35.23         | \$36.76         |



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Futures  
 Total Net  
 Asset Value  
 per Share as  
 reported  
 Change in  
 the Net  
 Asset Value  
 per Share

\$30.64

\$(3.06 ) \$(4.60 ) \$(6.13 ) \$3.06 \$4.60 \$

Percent  
 Change in  
 the Net  
 Asset Value  
 per Share

-10.00 % -15.00 % -20.00 % 10.00 % 15.00 %

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NAGS:

|  | December 31, 2013 as Reported |               | 10% Decrease    | 15% Decrease    | 20% Decrease    | 10% Increase    | 15% Increase    | 20% Increase    |             |
|--|-------------------------------|---------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-------------|
| Holdings as of December 31, 2013   | Number of Contracts Held      | Closing Price | Notional Amount | Notional Amount | Notional Amount | Notional Amount | Notional Amount | Notional Amount |             |
| Henry Hub NYMEX Natural Gas Futures Mar14                                    | 10                            | \$4.1930      | \$419,300       | \$377,370       | \$356,405       | \$335,440       | \$461,230       | \$482,195       | \$503,160   |
| Henry Hub NYMEX Natural Gas Futures Apr14                                    | 11                            | \$4.1050      | \$451,550       | \$406,395       | \$383,818       | \$361,240       | \$496,705       | \$519,283       | \$541,860   |
| Henry Hub NYMEX Natural Gas Futures Oct14                                    | 11                            | \$4.1620      | \$457,820       | \$412,038       | \$389,147       | \$366,256       | \$503,602       | \$526,493       | \$549,384   |
| Henry Hub NYMEX Natural Gas Futures Nov14                                    | 11                            | \$4.2040      | \$462,440       | \$416,196       | \$393,074       | \$369,952       | \$508,684       | \$531,806       | \$554,928   |
| Total NYMEX Natural Gas Futures  |                               |               | \$1,791,110     | \$1,611,999     | \$1,522,444     | \$1,432,888     | \$1,970,221     | \$2,059,777     | \$2,149,333 |
| Shares outstanding   |                               |               | 150,004         | 150,004         | 150,004         | 150,004         | 150,004         | 150,004         | 150,004     |
| Net Asset Value per Share attributable directly to NYMEX Natural Gas Futures |                               |               | \$11.94         | \$10.75         | \$10.15         | \$9.55          | \$13.13         | \$13.73         | \$14.33     |
| Total Net Asset Value per Share as reported                                  |                               |               | \$11.82         |                 |                 |                 |                 |                 |             |

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|   |  |  |  |  |  |  |  |  |  |
|---|--|--|--|--|--|--|--|--|--|
| Change in the Net Asset Value per Share |  |  |  |  |  |  |  |  |  |
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| Change in the Net Asset Value per Share |  |  |  |  |  |  |  |  |  |
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CRUD:

|  |                          | December 31, 2013 as Reported |                 | 10% Decrease    | 15% Decrease    | 20% Decrease    | 10% Increase    | 15% Increase    | 20% Increase    |
|--|--------------------------|-------------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| Holdings as of December 31, 2013   | Number of Contracts Held | Notional Amount               | Notional Amount | Notional Amount | Notional Amount | Notional Amount | Notional Amount | Notional Amount | Notional Amount |
| WTI Crude Oil Futures Jun14  | 7                        | \$97.2800 \$680,960           | \$612,864       | \$578,816       | \$544,768       | \$749,056       | \$783,104       | \$817,152       |                 |
| WTI Crude Oil Futures Dec14  | 7                        | \$92.7200 \$649,040           | \$584,136       | \$551,684       | \$519,232       | \$713,944       | \$746,396       | \$778,848       |                 |
| WTI Crude Oil Futures Dec15  | 8                        | \$86.2900 \$690,320           | \$621,288       | \$586,772       | \$552,256       | \$759,352       | \$793,868       | \$828,384       |                 |
| Total WTI Crude Oil Futures  |                          | \$2,020,320                   | \$1,818,288     | \$1,717,272     | \$1,616,256     | \$2,222,352     | \$2,323,368     | \$2,424,384     |                 |
| Shares outstanding   |                          | 50,002                        | 50,002          | 50,002          | 50,002          | 50,002          | 50,002          | 50,002          | 50,002          |
| Net Asset Value per Share attributable directly to WTI Crude Oil Futures |                          | \$40.40                       | \$36.36         | \$34.34         | \$32.32         | \$44.45         | \$46.47         | \$48.49         |                 |
| Total Net Asset Value per Share as reported                              |                          | \$40.98                       |                 |                 |                 |                 |                 |                 |                 |
|  |                          |                               |                 |                 |                 |                 |                 |                 |                 |
|  |                          |                               |                 |                 |                 |                 |                 |                 |                 |
|  |                          |                               |                 |                 |                 |                 |                 |                 |                 |
|  |                          |                               |                 |                 |                 |                 |                 |                 |                 |

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Change in  
the Net  
Asset Value  
per Share

Percent  
Change in  
the Net  
Asset Value  
per Share

-9.86 % -14.79 % -19.72 % 9.86 % 14.79 % 19.72

SOYB:

| Holdings as<br>of<br>December<br>31, 2013                              | December 31, 2013 as<br>Reported<br>Number<br>of Closing<br>Contracts<br>Held | Price     | Notional<br>Amount | 10%         | 15%         | 20%         | 10% Increase       | 15% Increase       | 20% Increase       |
|--|---|-----------|--------------------|-------------|-------------|-------------|--------------------|--------------------|--------------------|
|  |   |           |                    | Decrease    | Decrease    | Decrease    | Notional<br>Amount | Notional<br>Amount | Notional<br>Amount |
| CBOT<br>Soybean<br>Futures<br>Mar14                                    | 22  | \$12.9250 | \$1,421,750        | \$1,279,575 | \$1,208,488 | \$1,137,400 | \$1,563,925        | \$1,635,013        | \$1,706,100        |
| CBOT<br>Soybean<br>Futures<br>May14                                    | 19  | \$12.7700 | \$1,213,150        | \$1,091,835 | \$1,031,178 | \$970,520   | \$1,334,465        | \$1,395,123        | \$1,455,700        |
| CBOT<br>Soybean<br>Futures<br>Nov14                                    | 25  | \$11.3500 | \$1,418,750        | \$1,276,875 | \$1,205,938 | \$1,135,000 | \$1,560,625        | \$1,631,563        | \$1,702,500        |
| Total<br>CBOT<br>Soybean<br>Futures                                    |   |           | \$4,053,650        | \$3,648,285 | \$3,445,603 | \$3,242,920 | \$4,459,015        | \$4,661,698        | \$4,864,300        |
| Shares<br>outstanding  |   |           | 175,004            | 175,004     | 175,004     | 175,004     | 175,004            | 175,004            | 175,004            |
| Net Asset<br>Value per<br>Share<br>attributable<br>directly to<br>CBOT |   |           | \$23.16            | \$20.85     | \$19.69     | \$18.53     | \$25.48            | \$26.64            | \$27.80            |

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|   |         |          |   |          |   |          |   |        |        |        |   |       |
|---|---------|----------|---|----------|---|----------|---|--------|--------|--------|---|-------|
| Soybean Futures Total Net Asset Value per Share as reported | \$22.95 |          |   |          |   |          |   |        |        |        |   |       |
| Change in the Net Asset Value per Share                     |         | \$(2.32) | ) | \$(3.47) | ) | \$(4.63) | ) | \$2.32 | \$3.47 | \$4.63 |   |       |
| Percent Change in the Net Asset Value per Share             |         | -10.09   | % | -15.14   | % | -20.19   | % | 10.09  | %      | 15.14  | % | 20.19 |

CANE:

| Holdings as of December 31, 2013 | Number of Contracts Held | December 31, 2013 as Reported Price | Notional Amount | 10% Decrease    | 15% Decrease    | 20% Decrease    | 10% Increase    | 15% Increase    | 20% Increase    |
|----------------------------------|--------------------------|-------------------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|
|                                  |                          |                                     |                 | Notional Amount | Notional Amount | Notional Amount | Notional Amount | Notional Amount | Notional Amount |
| ICE #11 Sugar Futures May14      | 47                       | \$0.1656                            | \$871,718       | \$784,547       | \$740,961       | \$697,375       | \$958,890       | \$1,002,476     | \$1,046,062     |
| ICE #11 Sugar Futures Jul14      | 40                       | \$0.1673                            | \$749,504       | \$674,554       | \$637,078       | \$599,603       | \$824,454       | \$861,930       | \$899,405       |
| ICE #11 Sugar Futures Mar15      | 43                       | \$0.1775                            | \$854,840       | \$769,356       | \$726,614       | \$683,872       | \$940,324       | \$983,066       | \$1,025,800     |
| Total ICE #11 Sugar Futures      |                          |                                     | \$2,476,062     | \$2,228,456     | \$2,104,653     | \$1,980,850     | \$2,723,669     | \$2,847,472     | \$2,971,270     |
| Shares outstanding               |                          |                                     | 175,004         | 175,004         | 175,004         | 175,004         | 175,004         | 175,004         | 175,004         |
| Net Asset Value per              |                          |                                     | \$14.15         | \$12.73         | \$12.03         | \$11.32         | \$15.56         | \$16.27         | \$16.98         |

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|  |          |   |          |   |          |   |        |        |        |   |       |
|--|----------|---|----------|---|----------|---|--------|--------|--------|---|-------|
| Share attributable directly to ICE #11 Sugar Futures Total Net Asset Value per Share as reported | \$14.10  |   |          |   |          |   |        |        |        |   |       |
| Change in the Net Asset Value per Share  | \$(1.41) | ) | \$(2.12) | ) | \$(2.83) | ) | \$1.41 | \$2.12 | \$2.83 |   |       |
| Percent Change in the Net Asset Value per Share  | -10.03   | % | -15.05   | % | -20.06   | % | 10.03  | %      | 15.05  | % | 20.06 |

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WEAT:

|   | December 31, 2013 as Reported |               | 10% Decrease    | 15% Decrease    | 20% Decrease    | 10% Increase    | 15% Increase    | 20% Increase    |             |
|---|-------------------------------|---------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-------------|
| Holdings as of December 31, 2013                                      | Number of Contracts Held      | Closing Price | Notional Amount | Notional Amount | Notional Amount | Notional Amount | Notional Amount | Notional Amount |             |
| CBOT Wheat Futures May14  | 81                            | \$6.1200      | \$2,478,600     | \$2,230,740     | \$2,106,810     | \$1,982,880     | \$2,726,460     | \$2,850,390     | \$2,974,320 |
| CBOT Wheat Futures Jul14  | 69                            | \$6.1675      | \$2,127,788     | \$1,915,009     | \$1,808,619     | \$1,702,230     | \$2,340,566     | \$2,446,956     | \$2,553,340 |
| CBOT Wheat Futures Dec14  | 77                            | \$6.4050      | \$2,465,925     | \$2,219,333     | \$2,096,036     | \$1,972,740     | \$2,712,518     | \$2,835,814     | \$2,959,110 |
| Total CBOT Wheat Futures  |                               |               | \$7,072,313     | \$6,365,081     | \$6,011,466     | \$5,657,850     | \$7,779,544     | \$8,133,159     | \$8,486,770 |
| Shares outstanding  |                               |               | 475,004         | 475,004         | 475,004         | 475,004         | 475,004         | 475,004         | 475,004     |
| Net Asset Value per Share attributable directly to CBOT Wheat Futures |                               |               | \$14.89         | \$13.40         | \$12.66         | \$11.91         | \$16.38         | \$17.12         | \$17.87     |
| Total Net Asset Value per Share as reported                           |                               |               | \$14.84         |                 |                 |                 |                 |                 |             |
| Change in the Net Asset Value per Share                               |                               |               |                 | \$(1.49)        | \$(2.23)        | \$(2.98)        | \$1.49          | \$2.23          | \$2.98      |
|   |                               |               |                 | -10.03 %        | -15.05 %        | -20.07 %        | 10.03 %         | 15.05 %         | 20.07 %     |

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Percent  
Change in  
the Net  
Asset Value  
per Share

TAGS:

| Holdings as of December 31, 2013  | Number of Shares Held | Closing NAV | Fair Value  | Fair Value  | Fair Value  | Fair Value  | Fair Value  | Fair Value  | Fair Value  | Fair Value  |
|---|-----------------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|
| Teucrium Wheat Fund   | 30,987                | \$14.8379   | \$459,782   | \$413,804   | \$390,815   | \$367,826   | \$505,760   | \$528,749   | \$551,000   | \$551,000   |
| Teucrium Corn Fund  | 15,458                | \$30.6448   | \$473,707   | \$426,337   | \$402,651   | \$378,966   | \$521,078   | \$544,763   | \$568,000   | \$568,000   |
| Teucrium Soybean Fund   | 20,331                | \$22.9536   | \$466,670   | \$420,003   | \$396,669   | \$373,336   | \$513,337   | \$536,670   | \$560,000   | \$560,000   |
| Teucrium Sugar Fund   | 34,374                | \$14.1048   | \$484,838   | \$436,355   | \$412,113   | \$387,871   | \$533,322   | \$557,564   | \$581,000   | \$581,000   |
| Total value of shares of the Underlying Funds                                     |                       |             | \$1,884,997 | \$1,696,498 | \$1,602,248 | \$1,507,998 | \$2,073,497 | \$2,167,747 | \$2,200,000 | \$2,200,000 |
| Shares outstanding  |                       |             | 50,002      | 50,002      | 50,002      | 50,002      | 50,002      | 50,002      | 50,002      | 50,002      |
| Net Asset Value per Share attributable directly to shares of the Underlying Funds |                       |             | \$37.70     | \$33.93     | \$32.04     | \$30.16     | \$41.47     | \$43.35     | \$45.00     | \$45.00     |
| Total Net Asset Value per Share as reported                                       |                       |             | \$37.93     |             |             |             |             |             |             |             |
| Change in the Net Asset Value per Share   |                       |             |             | \$(3.77)    | \$(5.65)    | \$(7.54)    | \$3.77      | \$5.65      | \$7.50      | \$7.50      |



Percent  
Change in  
the Net  
Asset Value  
per Share

-9.94    %   -14.91    %   -19.88    %   9.94    %   14.91    %   19.

### *Qualitative Risk Analysis*

Margin is the minimum amount of funds that must be deposited by a commodity interest trader with the trader's broker to initiate and maintain an open position in futures contracts. A margin deposit acts to assure the trader's performance of the futures contracts purchased or sold. Futures contracts are customarily bought and sold on initial margin that represents a very small percentage (ranging upward from less than 2%) of the aggregate purchase or sales price of the contract. Because of such low margin requirements, price fluctuations occurring in the futures markets may create profits and losses that, in relation to the amount invested, are greater than are customary in other forms of investment or speculation. As discussed below, adverse price changes in the futures contract may result in margin requirements that greatly exceed the initial margin. In addition, the amount of margin required in connection with a particular futures contract is set from time to time by the exchange on which the contract is traded and may be modified from time to time by the exchange during the term of the contract. Brokerage firms, such as the Funds' clearing brokers, carrying accounts for traders in commodity interest contracts generally require higher amounts of margin as a matter of policy to further protect themselves. Over-the-counter trading generally involves the extension of credit between counterparties, so the counterparties may agree to require the posting of collateral by one or both parties to address credit exposure.

When a trader purchases an option, there is no margin requirement; however, the option premium must be paid in full. When a trader sells an option, on the other hand, he or she is required to deposit margin in an amount determined by the margin requirements established for the underlying interest and, in addition, an amount substantially equal to the current premium for the option. The margin requirements imposed on the selling of options, although adjusted to reflect the probability that out-of-the-money options will not be exercised, can in fact be higher than those imposed in dealing in the futures markets directly. Complicated margin requirements apply to spreads and conversions, which are complex trading strategies in which a trader acquires a mixture of options positions and positions in the underlying interest.

Ongoing or "maintenance" margin requirements are computed each day by a trader's clearing broker. When the market value of a particular open futures contract changes to a point where the margin on deposit does not satisfy maintenance margin requirements, a margin call is made by the broker. If the margin call is not met within a reasonable time, the broker may close out the trader's position. With respect to the various Funds' trading, the Funds (and not its shareholders personally) are subject to margin calls.

Finally, many major U.S. exchanges have passed certain cross margining arrangements involving procedures pursuant to which the futures and options positions held in an account would, in the case of some accounts, be aggregated and margin requirements would be assessed on a portfolio basis, measuring the total risk of the combined positions.



The Dodd-Frank Act requires the CFTC, the SEC and the Office of the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation, the Farm Credit System and the Federal Housing Finance Agency (collectively, the “Prudential Regulators”) to establish “both initial and variation margin requirements on all swaps that are not cleared by a registered clearing organization” (including many over-the-counter swaps). The proposed rules would require swap dealers and major swap participants to collect both variation and initial margin from their financial entity counterparties such as the Funds or Underlying Funds but would not require these swap dealers or major swap participants to post variation margin or initial margin to the Funds or Underlying Funds. In addition, the Dodd-Frank Act provides parties who post initial margin to a swap dealer or major swap participant with a statutory right to insist that such margin be held in a segregated account with an independent custodian. At this time, the CFTC has proposed a rule addressing this statutory right of certain market participants but has not yet implemented any final rules.

For the year ended December 31, 2013, neither the Sponsor nor the Trust employed any hedging methods such as those described above as all of its investments were made over an exchange. Therefore, during such period, the Funds were not exposed to counterparty risk.

#### **Item 8. Financial Statements and Supplementary Data**

See Index to Financial Statements for a list of the financial statements being filed herein.

The Sponsor, on behalf of the Teucrium Commodity Trust, assessed the effectiveness of the Trust’s and each Fund’s internal control over financial reporting as of December 31, 2013. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control Integrated Framework*. Based on the assessment, the Trust believes that, as of December 31, 2013, the internal control over financial reporting is effective.

#### **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

There have been no changes in accountants and no disagreements with accountants on any matter of accounting principles or practices or financial statement disclosures during the year ended December 31, 2013.

#### **Item 9A. Controls and Procedures**

##### ***Disclosure Controls and Procedures***

The Trust and each Fund maintains disclosure controls and procedures that are designed to ensure that material information required to be disclosed in the Trust's periodic reports filed or submitted under the Securities Exchange Act of 1934, as amended (the "Exchange Act") is recorded, processed, summarized and reported within the time period specified in the SEC's rules and forms for both the Trust and each Fund thereof.

Management of the Sponsor of the Teucrium Funds ("Management"), including Dale Riker, its Principal Executive Officer and Barbara Riker, its Principal Financial Officer, who perform functions equivalent to those of a principal executive officer and principal financial officer of the Trust if the Trust had any officers, have evaluated the effectiveness of the design and operation of the Trust's and each Fund's disclosure controls and procedures (as defined in Rule 13a-15(e) or 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report, and, based upon that evaluation, concluded that the Trust's and each Fund's disclosure controls and procedures were effective to ensure that information the Trust is required to disclose in the reports that it files or submits with the SEC under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and to ensure that information required to be disclosed by the Trust in the reports that it files or submits under the Exchange Act is accumulated and communicated to management of the Sponsor, as appropriate, to allow timely decisions regarding required disclosure. The scope of the evaluation of the effectiveness of the design and operation of its disclosure controls and procedures covers both the Trust and each Fund thereof.

#### ***Management's Annual Report on Internal Control over Financial Reporting***

The Trust and each Fund are responsible for establishing and maintaining adequate internal control over financial reporting. The Trust's and each Fund's internal control system is designed to provide reasonable assurance to the Sponsor regarding the preparation and fair presentation of published financial statements. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Management, including Dale Riker, Principal Executive Officer of the Sponsor, and Barbara Riker, Principal Financial Officer of the Sponsor, who perform functions equivalent to those of a principal executive officer and principal financial officer of the Trust if the Trust had any officers, assessed the effectiveness of the Trust's and each Fund's internal control over financial reporting as of December 31, 2013. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control Integrated Framework*. Based on the assessment, Management believes that, as of December 31, 2013, the internal control over financial reporting is effective for the Trust and each Fund thereof. Rothstein Kass, the public accounting firm that audited the financial statements included herein, has issued an attestation report on the Trust and each Fund's internal control over financial reporting.

***Changes in Internal Control over Financial Reporting***

There has been no change in the Trust's or the Funds' internal controls over the financial reporting (as defined in the Rules 13a-15(f) and 15d-15(f) of the Exchange Act) that occurred during the Trust's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Trust's or the Funds' internal control over financial reporting.

**Item 9B. Other Information**

***Monthly Account Statements***

Pursuant to the requirement under Rule 4.22 of the Commodity Exchange Act, each month the Sponsor publishes an account statement for the shareholders of each Fund which includes a Statement of Income (Loss) and a Statement of Changes in Net Asset Value. The monthly statements can be found on the website for each Fund, which are as follows: for CORN [www.teucriumcornfund.com](http://www.teucriumcornfund.com); for NAGS [www.teucriumnagsfund.com](http://www.teucriumnagsfund.com); for CRUD [www.teucriumcrudfund.com](http://www.teucriumcrudfund.com); for CANE [www.teucriumcanefund.com](http://www.teucriumcanefund.com); for SOYB [www.teucriumsoybfund.com](http://www.teucriumsoybfund.com); for WEAT [www.teucriumweatfund.com](http://www.teucriumweatfund.com); for TAGS [www.teucriumtagsfund.com](http://www.teucriumtagsfund.com). These sites are accessible at no charge.

**PART III**

**Item 10. Directors and Executive Officers of the Registrant**

The Trust has no directors, officers or employees and is managed by the Sponsor, Teucrium Trading, LLC. The Sponsor is managed by the officers of the Sponsor under its Limited Liability Company Agreement. A discussion concerning the officers of the Sponsor is incorporated herein under Item 1 of this report.

***Code of Ethics***

The Sponsor has adopted a Code of Business Conduct and Ethics (the "Code of Ethics") which applies to all of its officers (including senior financial officers) and employees. A printed copy of the Code of Ethics is available to any person free of charge, upon request, by contacting the Sponsor at:

Teucrium Trading, LLC

232 Hidden Lake Road

Building A

Brattleboro, Vermont 05301

Phone: (802) 257-1617

***Section 16(a) Beneficial Ownership Reporting Compliance***

Section 16(a) of the Exchange Act requires directors and executive officers of the Sponsor and persons who are beneficial owners of at least 10% a Fund's Shares to file with the SEC an Initial Statement of Beneficial Ownership of Securities on Form 3 within ten calendar days of first becoming a director, executive officer or beneficial owner of at least 10% of a Fund's Shares and a Statement of Changes of Beneficial Ownership of Securities on Form 4 within two business days of a subsequent acquisition or disposition of Shares of a Fund. For the year ended December 31, 2013, to the best knowledge of the Sponsor, all such filings have been made within these prescribed timeframes.

**Item 11. Executive Compensation**

The Trust does not directly compensate any of the executive officers of the Sponsor. The executive officers of the Sponsor are compensated by the Sponsor for the work they perform on behalf of the Trust. The Trust does not set the amount or form of any portion of, the compensation paid to the executive officers by the Sponsor. Each of the series of the Trust, except for TAGS, is obligated to pay a management fee to the Sponsor at an annualized rate of 1.00% of average daily net assets. The Sponsor has the right to elect to waive the management fee for any Fund; that election may be changed by the Sponsor. For 2013, the Funds incurred \$595,280 in management fees to the Sponsor. In addition to the management fee, each Fund reimburses the Sponsor for expenses related to the operation of the Fund.

**Item 12. Security Ownership of Certain Beneficial Owners and Management**

*Security Ownership of Certain Beneficial Owners.* The following table sets forth shares as of December 31, 2013, a. information with respect to each person known to own beneficially more than 5% of the outstanding shares of any series in the Trust:

| Name                       | Address               | Series of the Trust | Amount and Nature of Beneficial Ownership | Percent of Class |
|----------------------------|-----------------------|---------------------|---|------------------|
| Jane Street Options        | New York, NY 10004    | CRUD                | 5,100 common units                        | 10.20%           |
| Knight Capital Americas LP | Jersey City, NJ 07310 | CRUD                | 26,260 common units                       | 52.52%           |
| Teucrium Agricultural Fund | Brattleboro, VT 05301 | SOYB                | 20,331 common units                       | 11.62%           |
| Teucrium Agricultural Fund | Brattleboro, VT 05301 | WEAT                | 30,987 common units                       | 6.52%            |
| The Ziegenfelder Co        | Wheeling, WV 26003    | CANE                | 15,000 common units                       | 8.57%            |
| Teucrium Agricultural Fund | Brattleboro, VT 05301 | CANE                | 34,374 common units                       | 19.64%           |
| Flow Traders US LLC        | New York, NY 10036    | TAGS                | 11,279 common units                       | 22.56%           |
| Susquehanna Capital Group  | Bala Cynwyd, PA 19004 | TAGS                | 2,999 common units                        | 6.00%            |
| Knight Capital Americas LP | Jersey City, NJ 07310 | TAGS                | 27,563 common units                       | 55.12%           |

b. *Security Ownership of Management.* (as of December 31, 2013)

| Name and Position        | Series of Trust | Number of Common Units | Nature of Beneficial Ownership |
|--------------------------|-----------------|------------------------|--------------------------------|
| Sal Gilbertie, President | CRUD            | 401                    | Direct                         |
| Sal Gilbertie,           | NAGS            | 4,500                  | Direct                         |

|                             |       |          |
|-----------------------------|-------|----------|
| President<br>Sal<br>GILBERT | 100   | Direct   |
| President<br>Sal<br>GILBERT | 500   | Direct   |
| President<br>Dale<br>RICKS  | 4,000 | Indirect |
| CEO<br>Dale<br>RICKS        | 200   | Indirect |
| CEO<br>Carl<br>MILLER       | 200   | Direct   |
| Member                      |       |          |

*Change in Control.* Neither the Sponsor nor the Trustee knows of any arrangements which may subsequently result in a change in control of the Trust.

**Item 13. Certain Relationships and Related Transactions and Director Independence**

Not applicable.

**Item 14. Principal Accountant Fees and Services**

Fees paid by the Trust for services performed by Rothstein Kass for the years ended December 31, 2013 and December 31, 2012 were:

|                    | Years Ended       |                   |
|--------------------|-------------------|-------------------|
|                    | December 31, 2013 | December 31, 2012 |
| Audit fees         | \$338,400         | \$ 346,500        |
| Audit-related fees | -                 | -                 |
| Total              | \$338,400         | \$ 346,500        |



**PART IV**

**Item 15. Exhibits and Financial Statements Schedules**

The following exhibits are filed as part of this report as required under Item 601 of Regulation S-K:

- 3.1 Second Amended and Restated Declaration of Trust and Trust Agreement of the Registrant. (1)
- 3.2 Certificate of Trust of the Registrant. (2)
- 3.3 Instrument Establishing the Fund. (3)
- 10.1 Form of Authorized Purchaser Agreement. (6)
- 10.2 Distribution Services Agreement. (1)
- 10.3 Amended and Restated Distribution Services Agreement. (4)
- 10.4 Amendment to Amended and Restated Distribution Services Agreement. (4)
- 10.5 Second Amendment to Amended and Restated Distribution Services Agreement (4)
- 10.6 Third Amendment to Amended and Restated Distribution Services Agreement (7)
- 10.7 Global Custody Agreement. (5)

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10.8 Services Agreement. (5)

10.9 Transfer Agency and Service Agreement. (5)

31.1 Certification by the Principal Executive Officer of the Registrant pursuant to Rules 13a-14 and 15d-14 of the Exchange Act. (8)

31.2 Certification by the Principal Financial Officer of the Registrant pursuant to Rules 13a-14 and 15d-14 of the Exchange Act. (8)

32.1 Certification by the Principal Executive Officer of the Registrant pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (8)

32.2 Certification by the Principal Financial Officer of the Registrant pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (8)

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema

101.CAL XBRL Taxonomy Extension Calculation Linkbase

101.DEF XBRL Taxonomy Definition Linkbase

101.LAB XBRL Taxonomy Extension Label Linkbase

101.PRE XBRL Taxonomy Extension Presentation Linkbase

(1) Previously filed as like-numbered exhibit to Post-Effective Amendment No. 1 to Registration Statement No. 333-162033, filed on October 22, 2010 and incorporated by reference herein.

(2) Previously filed as like-numbered exhibit to Registration Statement No. 333-162033, filed on September 21, 2009 and incorporated by reference herein.

(3) Previously filed as like-numbered exhibit to Post-Effective Amendment No. 1 to Registration Statement No. 333-167590, filed on March 9, 2011 and incorporated by reference herein.

(4) Previously filed as like-numbered exhibit to Registrant's Current Report on Form 8-K for the Teucrium Corn Fund, filed on October 31, 2011 and incorporated by reference herein.

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- (5) Previously filed as like-numbered exhibit to Pre-Effective Amendment No. 3 to Registration Statement No. 333-162033, filed on March 29, 2010 and incorporated by reference herein.
- (6) Previously filed as like-numbered exhibit to Pre-Effective Amendment No. 1 to Registration Statement No. 333-173691, filed on December 5, 2011.
- (7) Previously filed as like-numbered exhibit to Pre-Effective Amendment No. 1 to Registration Statement No. 333-187463, filed on April 30, 2013
- (8) Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### **Teucrium Commodity Trust (Registrant)**

By: Teucrium Trading, LLC  
*its Sponsor*

By: **/s/ Dale Riker**  
Name: **Dale Riker**  
Title: **Chief Executive Officer**

By: **/s/ Barbara Riker**  
Name: **Barbara Riker**  
**Chief Financial Officer**

**Date: March 17, 2014**

**TEUCRIUM COMMODITY TRUST**

**FINANCIAL STATEMENTS AS OF DECEMBER 31, 2013**

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## Report of Independent Registered Public Accounting Firm

To the Sponsor of

Teucrium Commodity Trust

We have audited the accompanying statements of assets and liabilities of Teucrium Commodity Trust (the “Trust”), including the schedules of investments, as of December 31, 2013 and 2012, and the related statements of operations, changes in net assets and cash flows for each of the years in the three-year period ended December 31, 2013. We have also audited the Trust’s internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). The Trust’s management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Trust’s internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

An entity’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. An entity’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the entity; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the entity are being made only in accordance with authorizations of management and directors of the entity; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the entity's assets that could have a material effect on the financial

statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Teucrium Commodity Trust as of December 31, 2013 and 2012, and the results of its operations, changes in its net assets and its cash flows for each of the years in the three-year period ended December 31, 2013 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Trust maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control – Integrated Framework issued by COSO.

Rothstein Kass

/s/ Rothstein Kass

Walnut Creek, California

March 14, 2014

**TEUCRIUM COMMODITY TRUST****STATEMENTS OF ASSETS AND LIABILITIES**

|  | December<br>31, 2013 | December 31, 2012 |
|--|----------------------|-------------------|
| <b>Assets</b>                          |                      |                   |
| Equity in BNY Mellon trading accounts: |                      |                   |
| Cash and cash equivalents              | \$58,707,245         | \$ 52,575,291     |
| Commodity futures contracts            | 171,580              | 133,384           |
| Collateral, due from broker            | 11,768,320           | 7,004,263         |
| Interest receivable                    | 4,100                | 2,596             |
| Other assets                           | 382,782              | 365,076           |
| Total assets                           | 71,034,027           | 60,080,610        |
| <b>Liabilities</b>                     |                      |                   |
| Commodity futures contracts            | 5,960,806            | 3,075,587         |
| Collateral, due to broker              | 97,602               | -                 |
| Management fee payable to Sponsor      | 53,100               | 50,632            |
| Other liabilities                      | 55,609               | 56,695            |
| Total liabilities                      | 6,167,117            | 3,182,914         |
| Net assets                             | \$64,866,910         | \$ 56,897,696     |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM COMMODITY TRUST****SCHEDULE OF INVESTMENTS**

December 31, 2013

| Description: Assets  | Fair Value       | Percentage of<br>Net Assets |          |                    |
|--|------------------|-----------------------------|----------|--------------------|
| Cash equivalents   |                  |                             |          |                    |
| Money market funds   |                  |                             |          |                    |
| Dreyfus Cash Management  | \$58,707,245     | 90.50                       | %        |                    |
| <b>Commodity futures contracts</b>   |                  |                             |          |                    |
| <b>United States natural gas futures contracts</b>                           |                  |                             |          |                    |
| NYMEX natural gas futures (10 contracts, settlement date February 26, 2014)  | \$21,140         | 0.03                        | %        | \$419,300          |
| NYMEX natural gas futures (11 contracts, settlement date March 27, 2014)     | 17,400           | 0.03                        |          | 451,550            |
| NYMEX natural gas futures (11 contracts, settlement date September 26, 2014) | 23,670           | 0.04                        |          | 457,820            |
| NYMEX natural gas futures (11 contracts, settlement date October 29, 2014)   | 21,840           | 0.03                        |          | 462,440            |
| <b>United States WTI crude oil futures contracts</b>                         |                  |                             |          |                    |
| WTI crude oil futures (7 contracts, settlement date May 20, 2014)            | 61,910           | 0.10                        |          | 680,960            |
| WTI crude oil futures (7 contracts, settlement date November 20, 2014)       | 25,620           | 0.04                        |          | 649,040            |
| <b>Total commodity futures contracts</b>                                     | <b>\$171,580</b> | <b>0.27</b>                 | <b>%</b> | <b>\$3,121,110</b> |

| <b>Description: Liabilities</b>  | <b>Fair Value</b> | <b>Percentage of<br/>Net Assets</b> | <b>Notional<br/>Amount<br/>(Long<br/>Exposure)</b> |
|--|-------------------|-------------------------------------|--|
| <b>Commodity futures contracts</b>                                     |                   |                                     |  |
| <b>United States corn futures contracts</b>                            |                   |                                     |  |
| CBOT corn futures (772 contracts, settlement date May 14, 2014)        | \$1,831,300       | 2.82                                | % \$16,607,650                                     |
| CBOT corn futures (652 contracts, settlement date July 14, 2014)       | 482,913           | 0.74                                | 14,246,200   |
| CBOT corn futures (739 contracts, settlement date December 12, 2014)   | 2,570,575         | 3.96                                | 16,636,738   |
| <b>United States WTI crude oil futures contracts</b>                   |                   |                                     |  |
| WTI crude oil futures (8 contracts, settlement date November 20, 2015) | 5,080             | 0.01                                | 690,320  |
| <b>United States soybean futures contracts</b>                         |                   |                                     |  |
| CBOT soybean futures (22 contracts, settlement date March 14, 2014)    | 58,288            | 0.09                                | 1,421,750  |
| CBOT soybean futures (19 contracts, settlement date May 14, 2014)      | 4,775             | 0.01                                | 1,213,150  |
| CBOT soybean futures (25 contracts, settlement date November 14, 2014) | 125,800           | 0.19                                | 1,418,750  |

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|  |             |      |                |
|--|-------------|------|----------------|
| United States sugar futures contracts                                |             |      |                |
| ICE sugar futures (47 contracts, settlement date April 30, 2014)     | 60,827      | 0.09 | 871,718        |
| ICE sugar futures (40 contracts, settlement date June 30, 2014)      | 38,976      | 0.06 | 749,504        |
| ICE sugar futures (43 contracts, settlement date February 27, 2015)  | 83,597      | 0.13 | 854,840        |
| United States wheat futures contracts                                |             |      |                |
| CBOT wheat futures (81 contracts, settlement date May 14, 2014)      | 208,100     | 0.32 | 2,478,600      |
| CBOT wheat futures (69 contracts, settlement date July 14, 2014)     | 84,750      | 0.13 | 2,127,788      |
| CBOT wheat futures (77 contracts, settlement date December 12, 2014) | 405,825     | 0.63 | 2,465,925      |
| Total commodity futures contracts                                    | \$5,960,806 | 9.18 | % \$61,782,933 |

|  |             |       | <b>Shares</b> |
|--|-------------|-------|---------------|
| Exchange-traded funds  |             |       |               |
| Teucrium Corn Fund   | \$473,707   | 0.73% | 15,458        |
| Teucrium Soybean Fund  | 466,670     | 0.72  | 20,331        |
| Teucrium Wheat Fund  | 459,782     | 0.71  | 30,987        |
| Teucrium Sugar Fund  | 484,838     | 0.75  | 34,374        |
| Total exchange-traded funds (cost \$2,585,338) owned by Teucrium Agricultural Fund | \$1,884,997 | 2.91% |               |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM COMMODITY TRUST****SCHEDULE OF INVESTMENTS**

December 31, 2012

| <b>Description: Assets</b>   | <b>Fair Value</b> | <b>Percentage of Principal</b> |               |  |
|--|-------------------|--------------------------------|---------------|--|
|  |                   | <b>Net Assets</b>              | <b>Amount</b> |  |
| Cash equivalents   |                   |                                |               |  |
| United States Treasury obligations   |                   |                                |               |  |
| U.S. Treasury bills, 0.090%, due January 17, 2013                            | \$9,999,930       | 17.58                          | %             | \$ 10,000,000                                      |
| U.S. Treasury bills, 0.090%, due February 14, 2013                           | 9,999,670         | 17.57                          |               | 10,000,000   |
| Total U.S. Treasury obligations  | 19,999,600        | 35.15                          |               |  |
| Money market funds   |                   |                                |               |  |
| Dreyfus Cash Management Plus   | 32,575,691        | 57.25                          |               |  |
| Total cash equivalents   | \$52,575,291      | 92.40                          | %             |  |
|  |                   |                                |               | <b>Notional<br/>Amount<br/>(Long<br/>Exposure)</b> |
| Commodity futures contracts  |                   |                                |               |  |
| United States natural gas futures contracts                                  |                   |                                |               |  |
| NYMEX natural gas futures (32 contracts, settlement date September 26, 2013) | \$9,550           | 0.02                           | %             | \$ 1,161,600                                       |
| United States WTI crude oil futures contracts                                |                   |                                |               |  |
| WTI crude oil futures (6 contracts, settlement date November 20, 2013)       | 24,312            | 0.04                           |               | 560,220  |
| WTI crude oil futures (8 contracts, settlement date November 20, 2014)       | 20,560            | 0.04                           |               | 733,040  |
| United States soybean futures contracts                                      |                   |                                |               |  |
| CBOT soybean futures (28 contracts, settlement date May 14, 2013)            | 40,775            | 0.07                           |               | 1,958,950  |
| CBOT soybean futures (36 contracts, settlement date November 14, 2013)       | 22,425            | 0.04                           |               | 2,344,950  |
| United States wheat futures contracts  |                   |                                |               |  |
| CBOT wheat futures (32 contracts, settlement date December 13, 2013)         | 15,762            | 0.03                           |               | 1,313,200  |
| Total commodity futures contracts  | \$133,384         | 0.24                           | %             | \$8,071,960  |
|  |                   |                                |               | <b>Notional<br/>Amount<br/>(Long<br/>Exposure)</b> |
| <b>Description: Liabilities</b>  | <b>Fair Value</b> | <b>Percentage of</b>           |               | <b>Notional<br/>Amount<br/>(Long<br/>Exposure)</b> |
|  |                   | <b>Net Assets</b>              |               |  |
| Commodity futures contracts  |                   |                                |               |  |
| United States corn futures contracts   |                   |                                |               |  |
| CBOT corn futures (377 contracts, settlement date May 14, 2013)              | \$1,341,775       | 2.36                           | %             | \$ 13,199,712                                      |

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|   |             |      |   |              |
|---|-------------|------|---|--------------|
| CBOT corn futures (325 contracts, settlement date July 12, 2013)            | 413,700     | 0.73 |   | 11,330,313   |
| CBOT corn futures (440 contracts, settlement date December 13, 2013)        | 458,300     | 0.81 |   | 13,194,500   |
| United States natural gas futures contracts                                 |             |      |   |              |
| NYMEX natural gas futures (34 contracts, settlement date February 26, 2013) | 103,412     | 0.18 |   | 1,144,100    |
| NYMEX natural gas futures (34 contracts, settlement date March 26, 2013)    | 61,967      | 0.11 |   | 1,157,020    |
| NYMEX natural gas futures (31 contracts, settlement date October 29, 2013)  | 68,540      | 0.12 |   | 1,160,950    |
| United States WTI crude oil futures contracts                               |             |      |   |              |
| WTI crude oil futures (8 contracts, settlement date May 21, 2013)           | 58,090      | 0.10 |   | 747,920      |
| United States soybean futures contracts                                     |             |      |   |              |
| CBOT soybean futures (33 contracts, settlement date March 14, 2013)         | 284,575     | 0.50 |   | 2,325,675    |
| United States sugar futures contracts                                       |             |      |   |              |
| ICE sugar futures (35 contracts, settlement date April 30, 2013)            | 38,629      | 0.07 |   | 768,320      |
| ICE sugar futures (30 contracts, settlement date June 28, 2013)             | 11,189      | 0.02 |   | 663,264      |
| ICE sugar futures (34 contracts, settlement date February 28, 2014)         | 28,560      | 0.05 |   | 783,686      |
| United States wheat futures contracts                                       |             |      |   |              |
| CBOT wheat futures (33 contracts, settlement date May 14, 2013)             | 166,925     | 0.29 |   | 1,299,787    |
| CBOT wheat futures (28 contracts, settlement date July 12, 2013)            | 39,925      | 0.07 |   | 1,111,250    |
| Total commodity futures contracts   | \$3,075,587 | 5.41 | % | \$48,886,497 |

**Shares**

|  |             |       |  |        |
|--|-------------|-------|--|--------|
| Exchange-traded funds  |             |       |  |        |
| Teucrium Corn Fund   | \$596,685   | 1.05% |  | 13,458 |
| Teucrium Soybean Fund  | 603,422     | 1.06  |  | 25,006 |
| Teucrium Sugar Fund  | 628,110     | 1.10  |  | 35,274 |
| Teucrium Wheat Fund  | 597,970     | 1.05  |  | 28,137 |
| Total exchange-traded funds (cost \$2,679,379) owned by Teucrium Agricultural Fund | \$2,426,187 | 4.26% |  |        |

*The accompanying notes are an integral part of these financial statements.*



**TEUCRIUM COMMODITY TRUST****STATEMENTS OF OPERATIONS**

|  | Year ended<br>December<br>31, 2013 | Year ended<br>December<br>31, 2012 | Year ended<br>December 31, 2011 |
|--|------------------------------------|------------------------------------|---------------------------------|
| <b>Income</b>  |                                    |                                    |                                 |
| Realized and unrealized gain (loss) on trading of commodity futures contracts:       |                                    |                                    |                                 |
| Realized (loss) gain on commodity futures contracts                                  | \$(12,841,479)                     | \$9,926,700                        | \$ 6,883,031                    |
| Net change in unrealized appreciation or depreciation on commodity futures contracts | (2,847,023 )                       | (1,309,457 )                       | (6,810,965 )                    |
| Realized gain on securities  | 70                                 | -                                  | -                               |
| Interest income  | 30,327                             | 67,112                             | 64,422                          |
| Total (loss) income  | (15,658,105)                       | 8,684,355                          | 136,488                         |
| <b>Expenses</b>  |                                    |                                    |                                 |
| Management fees  | 595,280                            | 814,143                            | 1,045,578                       |
| Professional fees  | 1,129,128                          | 547,549                            | 505,611                         |
| Distribution and marketing fees  | 1,558,573                          | 2,429,624                          | 1,216,388                       |
| Custodian fees and expenses  | 147,860                            | 409,780                            | 344,965                         |
| Business permits and licenses fees   | 116,902                            | 55,734                             | 22,289                          |
| General and administrative expenses  | 267,730                            | 347,938                            | 48,908                          |
| Brokerage commissions  | 49,037                             | 70,657                             | 74,438                          |
| Other expenses   | 76,790                             | 109,107                            | 20,209                          |
| Total expenses   | 3,941,300                          | 4,784,532                          | 3,278,386                       |
| Net (loss) income  | \$(19,599,405)                     | \$3,899,823                        | \$ (3,141,898 )                 |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM COMMODITY TRUST****STATEMENTS OF CHANGES IN NET ASSETS**

|   | Year Ended<br>December 31,<br>2013 | Year Ended<br>December<br>31, 2012 | Year ended<br>December 31, 2011 |
|---|------------------------------------|------------------------------------|---------------------------------|
| Operations  |                                    |                                    |                                 |
| Net (loss) income   | \$(19,599,405)                     | \$3,899,823                        | \$ (3,141,898 )                 |
| Capital transactions  |                                    |                                    |                                 |
| Issuance of shares  | 69,527,075                         | 101,912,029                        | 111,123,203                     |
| Change in cost of shares of the Underlying Funds acquired by<br>Teucrium<br>Agricultural Fund | 94,041                             | (2,679,379 )                       | -                               |
| Realized loss on shares of the Underlying Funds sold by<br>Teucrium<br>Agricultural Fund      | (82,323 )                          | (626,988 )                         | -                               |
| Redemption of shares  | (41,970,174)                       | (129,431,357)                      | (67,122,176 )                   |
| Total capital transactions  | 27,568,619                         | (30,825,695 )                      | 44,001,027                      |
| Net change in net assets  | 7,969,214                          | (26,925,872 )                      | 40,859,129                      |
| Net assets, beginning of period   | 56,897,696                         | 83,823,568                         | 42,964,439                      |
| Net assets, end of period   | \$64,866,910                       | \$56,897,696                       | \$ 83,823,568                   |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM COMMODITY TRUST****STATEMENTS OF CASH FLOWS**

|  | Year ended<br>December 31,<br>2013 | Year ended<br>December<br>31, 2012 | Year ended<br>December<br>31, 2011 |
|--|------------------------------------|------------------------------------|------------------------------------|
| Cash flows from operating activities:  |                                    |                                    |                                    |
| Net (loss) income  | \$(19,599,405)                     | \$3,899,823                        | \$(3,141,898 )                     |
| Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities:                 |                                    |                                    |                                    |
| Net change in unrealized appreciation or depreciation on commodity futures contracts                               | 2,847,023                          | 1,309,457                          | 6,810,965                          |
| Realized loss on shares of the Underlying Funds sold by Teucrium Agricultural Fund excluded from net (loss) income | (82,323 )                          | (626,988 )                         | -                                  |
| Changes in operating assets and liabilities:   |                                    |                                    |                                    |
| Purchase and sale of Underlying Funds acquired by Teucrium Agricultural Fund                                       | 94,041                             | (2,679,379 )                       | -                                  |
| Collateral, due from broker  | (4,764,057 )                       | 1,743,076                          | (8,747,339 )                       |
| Interest receivable  | (1,504 )                           | 13                                 | 2,637                              |
| Other assets   | (17,706 )                          | 39,123                             | (391,673 )                         |
| Collateral, due to broker  | 97,602                             | -                                  | (1,496,045 )                       |
| Management fee payable to Sponsor  | 2,468                              | (23,997 )                          | 40,301                             |
| Other liabilities  | (1,086 )                           | 12,601                             | 31,877                             |
| Net cash (used in) provided by operating activities  | (21,424,947)                       | 3,673,729                          | (6,891,175 )                       |
| Cash flows from financing activities:  |                                    |                                    |                                    |
| Proceeds from sale of Shares   | 69,527,075                         | 101,912,029                        | 111,123,203                        |
| Redemption of shares, net of payable for shares redeemed   | (41,970,174)                       | (133,578,368)                      | (62,975,165 )                      |
| Net cash provided by (used in) financing activities  | 27,556,901                         | (31,666,339 )                      | 48,148,038                         |
| Net change in cash and cash equivalents  | 6,131,954                          | (27,992,610 )                      | 41,256,863                         |
| Cash and cash equivalents, beginning of period   | 52,575,291                         | 80,567,901                         | 39,311,038                         |
| Cash and cash equivalents, end of period   | \$58,707,245                       | \$52,575,291                       | \$80,567,901                       |

*The accompanying notes are an integral part of these financial statements.*

## NOTES TO FINANCIAL STATEMENTS

**December 31, 2013**

### *Note 1 – Organization and Operation*

Teucrium Commodity Trust (“Trust”), a Delaware statutory trust organized on September 11, 2009, is a series trust consisting of seven series: Teucrium Corn Fund (“CORN”), Teucrium WTI Crude Oil Fund (“CRUD”), Teucrium Natural Gas Fund (“NAGS”), Teucrium Sugar Fund (“CANE”), Teucrium Soybean Fund (“SOYB”), Teucrium Wheat Fund (“WEAT”), and Teucrium Agricultural Fund (“TAGS”). All these series of the Trust are collectively referred to as the “Funds” and singularly as the “Fund.” The Funds issue common units, called the “Shares,” representing fractional undivided beneficial interests in a Fund. The Trust and the Funds operate pursuant to the Trust’s Second Amended and Restated Declaration of Trust and Trust Agreement (the “Trust Agreement”).

On June 5, 2010, the initial Form S-1 for CORN was declared effective by the U.S. Securities and Exchange Commission (“SEC”). On June 8, 2010, four Creation Baskets for CORN were issued representing 200,000 shares and \$5,000,000. CORN began trading on the New York Stock Exchange (“NYSE”) Arca on June 9, 2010.

On October 22, 2010, the initial Forms S-1 for NAGS and CRUD were declared effective by the SEC. On January 31, 2011, four Creation Baskets for NAGS were issued representing 200,000 shares and \$5,000,000. NAGS began trading on the NYSE Arca on February 1, 2011. On February 22, 2011, four Creation Baskets for CRUD were issued representing 100,000 shares and \$5,000,000. CRUD began trading on the NYSE Arca on February 23, 2011.

On June 17, 2011, the Forms S-1 for CANE, SOYB, and WEAT were declared effective by the SEC. On September 16, 2011, two Creation Baskets were issued for each Fund, representing 100,000 shares and \$2,500,000, for CANE, SOYB, and WEAT. On September 19, 2011, CANE, SOYB, and WEAT started trading on the NYSE Arca.

On February 10, 2012, the Form S-1 for TAGS was declared effective by the SEC. On March 27, 2012, six Creation Baskets for TAGS were issued representing 300,000 shares and \$15,000,000. TAGS began trading on the NYSE Arca on March 28, 2012.

The specific investment objective of each Fund and information regarding the organization and operation of each Fund are included in each Fund’s financial statements and accompanying notes, as well as in other sections of this Form 10-K filing. In general, the investment objective of each Fund is to have the daily changes in percentage terms

of its Shares' Net Asset Value ("NAV") reflect the daily changes in percentage terms of a weighted average of the closing settlement prices for certain Futures Contracts for the commodity specified for that Fund. The investment objective of the TAGS is to have the daily changes in percentage terms of NAV of its common units ("Shares") reflect the daily changes in percentage terms of a weighted average (the "Underlying Fund Average") of the NAVs per share of four other commodity pools that are series of the Trust and are sponsored by the Sponsor: CORN, WEAT, SOYB, and CANE (collectively, the "Underlying Funds"). The Underlying Fund Average will have a weighting of 25% to each Underlying Fund, and the Fund's assets will be rebalanced to maintain the approximate 25% allocation to each Underlying Fund.

***Note 2 – Summary of Significant Accounting Policies***

***Basis of Presentation***

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") as detailed in the Financial Accounting Standards Board's Accounting Standards Codification and include the accounts of the Trust, CORN, NAGS, CRUD, CANE, SOYB, WEAT and TAGS. For the periods represented by the financial statements herein the operations of the Trust contain the results of CORN, NAGS, CRUD, SOYB, CANE, WEAT, and TAGS (except as discussed in the Shares of the Underlying Funds Held by the Teucrium Agricultural Fund (TAGS) section) for the months during which each Fund was in operation.

***Reclassifications***

Certain amounts in prior periods have been reclassified to conform to current period presentation.

***Revenue Recognition***

Commodity futures contracts are recorded on the trade date. All such transactions are recorded on the identified cost basis and marked to market daily. Unrealized appreciation or depreciation on commodity futures contracts are reflected in the statements of operations as the difference between the original contract amount and the fair market value as of the last business day of the year or as of the last date of the financial statements. Changes in the appreciation or depreciation between periods are reflected in the statements of operations. Interest on cash equivalents and deposits with the Futures Commission Merchant are recognized on the accrual basis. The Funds earn interest on its assets denominated in U.S. dollars on deposit with the Futures Commission Merchant. In addition, the Funds earn interest on funds held at the custodian at prevailing market rates for such investments.

***Brokerage Commissions***

Brokerage commissions on all open commodity futures contracts are accrued on a full-turn basis.

### ***Income Taxes***

For tax purposes, the Funds will be treated as partnerships. Therefore, the Funds do not record a provision for income taxes because the partners report their share of a Fund's income or loss on their income tax returns. The financial statements reflect the Funds' transactions without adjustment, if any, required for income tax purposes.

The Funds are required to determine whether a tax position is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The Funds file income tax returns in the U.S. federal jurisdiction, and may file income tax returns in various U.S. states and foreign jurisdictions. The Funds are subject to income tax examinations by major taxing authorities for all tax years since inception. The tax benefit recognized is measured as the largest amount of benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. De-recognition of a tax benefit previously recognized results in the Funds recording a tax liability that reduces net assets. Based on their analysis, the Funds have determined that they have not incurred any liability for unrecognized tax benefits as of and for the years ended December 31, 2013, 2012 and 2011. However, the Funds' conclusions regarding this policy may be subject to review and adjustment at a later date based on factors including, but not limited to, ongoing analysis of and changes to tax laws, regulations, and interpretations thereof.

The Funds recognize interest accrued related to unrecognized tax benefits and penalties related to unrecognized tax benefits in income tax fees payable, if assessed. No interest expense or penalties have been recognized as of and for the years ended December 31, 2013, 2012 and 2011.

The Funds may be subject to potential examination by U.S. federal, U.S. state, or foreign jurisdictional authorities in the area of income taxes. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions, and compliance with U.S. federal, U.S. state and foreign tax laws. The Funds' management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

### ***Creations and Redemptions***

Authorized Purchasers may purchase Creation Baskets from each Fund. The amount of the proceeds required to purchase a Creation Basket will be equal to the NAV of the shares in the Creation Basket determined as of 4:00 p.m. New York time on the day the order to create the basket is properly received.

Authorized Purchasers may redeem shares from each Fund only in blocks of shares called "Redemption Baskets." The amount of the redemption proceeds for a Redemption Basket will be equal to the NAV of the shares in the

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Redemption Basket determined as of 4:00 p.m. New York time on the day the order to redeem the basket is properly received.

Each Fund receives or pays the proceeds from shares sold or redeemed within three business days after the trade date of the purchase or redemption. The amounts due from Authorized Purchasers are reflected in the statements of assets and liabilities as receivable for shares sold. Amounts payable to Authorized Purchasers upon redemption are reflected in the statements of assets and liabilities as payable for shares redeemed.

There are a minimum number of baskets and associated shares specified for each Fund in the respective most recent Form S-1 registration statements, amendments or supplements. Once the minimum number of baskets is reached, there can be no more redemptions until there has been a creation basket. These minimum levels are as follows:

CORN: 50,000 shares representing 2 baskets

NAGS: 100,000 shares representing 2 baskets

CRUD: 50,000 shares representing 2 baskets (at minimum level as of December 31, 2013 and 2012)

SOYB: 50,000 shares representing 2 baskets

CANE: 50,000 shares representing 2 baskets

WEAT: 50,000 shares representing 2 baskets

TAGS: 50,000 shares representing 2 baskets (at minimum level as of December 31, 2013 and 2012)

### *Cash Equivalents*

Cash equivalents are highly-liquid investments with original maturity dates of three months or less at inception. The Trust reported its cash equivalents in the statements of assets and liabilities at market value, or at carrying amounts that approximate fair value, because of their highly-liquid nature and short-term maturities. The Trust has a substantial portion of its assets on deposit with banks. Assets deposited with the bank may, at times, exceed federally insured limits. The Trust had a balance of \$58,707,245 and \$32,575,691 in money market funds at December 31, 2013 and December 31, 2012, respectively; these balances are included in cash and cash equivalents on the statements of assets and liabilities. The Trust also had investments in United States Treasury Bills with a maturity of three months or less with a fair value of \$19,999,600 on December 31, 2012.

### *Collateral, Due from/to Broker*



Margin is the minimum amount of funds that must be deposited by a commodity interest trader with the trader's broker to initiate and maintain an open position in futures contracts. A margin deposit acts to assure the trader's performance of the futures contracts purchased or sold. Futures contracts are customarily bought and sold on initial margin that represents a very small percentage of the aggregate purchase or sales price of the

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contract. Because of such low margin requirements, price fluctuations occurring in the futures markets may create profits and losses that, in relation to the amount invested, are greater than are customary in other forms of investment or speculation. As discussed below, adverse price changes in the futures contract may result in margin requirements that greatly exceed the initial margin. In addition, the amount of margin required in connection with a particular futures contract is set from time to time by the exchange on which the contract is traded and may be modified from time to time by the exchange during the term of the contract. Brokerage firms, such as the Funds' clearing brokers, carrying accounts for traders in commodity interest contracts generally require higher amounts of margin as a matter of policy to further protect themselves. Over-the-counter trading generally involves the extension of credit between counterparties, so the counterparties may agree to require the posting of collateral by one or both parties to address credit exposure.

When a trader purchases an option, there is no margin requirement; however, the option premium must be paid in full. When a trader sells an option, on the other hand, he or she is required to deposit margin in an amount determined by the margin requirements established for the underlying interest and, in addition, an amount substantially equal to the current premium for the option. The margin requirements imposed on the selling of options, although adjusted to reflect the probability that out-of-the-money options will not be exercised, can in fact be higher than those imposed in dealing in the futures markets directly. Complicated margin requirements apply to spreads and conversions, which are complex trading strategies in which a trader acquires a mixture of options positions and positions in the underlying interest.

Ongoing or "maintenance" margin requirements are computed each day by a trader's clearing broker. When the market value of a particular open futures contract changes to a point where the margin on deposit does not satisfy maintenance margin requirements, a margin call is made by the broker. If the margin call is not met within a reasonable time, the broker may close out the trader's position. With respect to the Funds' trading, the Funds (and not their shareholders personally) are subject to margin calls.

Finally, many major U.S. exchanges have passed certain cross margining arrangements involving procedures pursuant to which the futures and options positions held in an account would, in the case of some accounts, be aggregated, and margin requirements would be assessed on a portfolio basis, measuring the total risk of the combined positions.

#### ***Due from/to Broker for Securities Transactions***

Due from/to broker for investments in securities are securities transactions pending settlement. The Trust and the Funds are subject to credit risk to the extent any broker with whom it conducts business is unable to fulfill contractual obligations on its behalf. The management of the Trust and the Funds monitors the financial condition of such brokers and does not anticipate any losses from these counterparties. Since the inception of the Fund, the principal broker through which the Trust and TAGS clear securities transactions for TAGS is the Bank of New York Mellon Capital Markets.

***Shares of the Underlying Funds Held by the Teucrium Agricultural Fund (TAGS)***

Given the investment objective of TAGS as described in Note 1, TAGS will buy, sell and hold as part of its normal operations shares of the four Underlying Funds. The Trust excludes the shares of the other series of the Trust owned by the Teucrium Agricultural Fund from its statements of assets and liabilities. The Trust excludes the net change in unrealized appreciation or depreciation on securities owned by the Teucrium Agricultural Fund from its statements of operations. Upon the sale of the Underlying Funds by the Teucrium Agricultural Fund, the Trust includes any realized gain or loss in its statements of changes in net assets.

***Sponsor Fee and Allocation of Expenses***

The Sponsor is responsible for investing the assets of the Funds in accordance with the objectives and policies of each Fund. In addition, the Sponsor arranges for one or more third parties to provide administrative, custodial, accounting, transfer agency and other necessary services to the Trust and the Funds. For the performance of this service, the Funds, except for TAGS which has no such fee, are contractually obligated to pay a monthly management fee to the Sponsor, based on average daily net assets, at a rate equal to 1.00% per annum.

The Funds pay for all brokerage fees, taxes and other expenses, including licensing fees for the use of intellectual property, registration or other fees paid to the SEC, the Financial Industry Regulatory Authority (“FINRA”), formerly the National Association of Securities Dealers, or any other regulatory agency in connection with the offer and sale of subsequent Shares, after its initial registration, and all legal, accounting, printing and other expenses associated therewith. The Funds also pay the fees and expenses associated with the Trust’s tax accounting and reporting requirements. Certain aggregate expenses common to all Funds are allocated by the Sponsor to the respective funds based on activity drivers deemed most appropriate by the Sponsor for such expenses. All asset-based fees and expenses for the Funds are calculated on the prior day’s net assets.

The Sponsor has the ability to elect to pay certain expenses on behalf of the Fund or waive the management fee. This election is subject to change by the Sponsor, at its discretion. For the year ended December 31, 2012, there were approximately \$560,000 of expenses recorded on the financial statements of the Sponsor which were subject to reimbursement by the CORN, SOYB and WEAT in 2013. The Sponsor had not determined, as of December 31, 2012, if it would seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Fund did not reflect an adjustment for this amount. As of December 31, 2013, the Sponsor had been reimbursed by CORN, a total of \$410,000 of the \$560,000; SOYB, a total of \$47,200 of the \$560,000; and WEAT, a total of \$51,500 of the \$560,000; the Sponsor will not seek reimbursement in 2014 for any residual balance which is deemed attributable to the operation of these Funds. For the year ended December 31, 2013, there is approximately \$590,000 of expenses recorded on the financial statements of the Sponsor which is subject to reimbursement by the Funds in 2014. The Sponsor has not yet determined if it will seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Trust and the Funds do not reflect an adjustment for this amount.

On July 29, 2011, the Sponsor filed a Form 8-K with the SEC which stated that effective August 1, 2011, the Sponsor has agreed to voluntarily cap the management fee and expenses of NAGS at 1.5% per annum of the daily net assets of the Fund.

### *Use of Estimates*

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of the revenue and expenses during the reporting period. Actual results could differ from those estimates.

### *Fair Value - Definition and Hierarchy*

In accordance with U.S. GAAP, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the “exit price”) in an orderly transaction between market participants at the measurement date.

In determining fair value, the Trust uses various valuation approaches. In accordance with U.S. GAAP, a fair value hierarchy for inputs is used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Trust. Unobservable inputs reflect the Trust’s assumptions about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The fair value hierarchy is categorized into three levels based on the inputs as follows:

*Level 1* - Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Trust has the ability to access. Valuation adjustments and block discounts are not applied to Level 1 securities. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these securities does not entail a significant degree of judgment.

*Level 2* - Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

*Level 3* - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The availability of valuation techniques and observable inputs can vary from security to security and is affected by a wide variety of factors including, the type of security, whether the security is new and not yet established in the marketplace, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Those estimated values do not necessarily represent the amounts that may be ultimately realized due to the occurrence of future circumstances that cannot be reasonably determined. Because of the inherent uncertainty of valuation, those estimated values may be materially higher or lower than the values that would have been used had a ready market for the securities existed. Accordingly, the degree of judgment exercised by the Trust and the Funds in determining fair value is greatest for securities categorized in Level 3. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy, within which the fair value measurement in its entirety falls, is determined based on the lowest level input that is significant to the fair value measurement.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Trust's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. The Trust uses prices and inputs that are current as of the measurement date, including periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many securities. This condition could cause a security to be reclassified to a lower level within the fair value hierarchy. For instance, when Corn Futures Contracts on the Chicago Board of Trade ("CBOT") are not actively trading due to a "limit-up" or "limit-down" condition, meaning that the change in the Corn Futures Contracts has exceeded the limits established, the Trust and the Fund will revert to alternative verifiable sources of valuation of its assets. When such a situation exists on a quarter close, the Sponsor will calculate the NAV on a particular day using the Level 1 valuation, but will later recalculate the NAV for the impacted Fund based upon the valuation inputs from these alternative verifiable sources (Level 2 or Level 3) and will report such NAV in its applicable financial statements and reports.

On December 31, 2013 and December 31, 2012, in the opinion of the Trust, the reported value at the close of the market for each commodity contract fairly reflected the value of the futures and no alternative valuations were required.

For portions of the three months ended September 30, 2013, the Wheat Futures Contracts traded on the CBOT due to settle on December 12, 2014 (the "DEC14 Wheat Contracts") did not, in the opinion of the Trust and WEAT, trade in an actively traded futures market as defined in the policy of the Trust and WEAT. Accordingly, the Trust and WEAT classified these as a Level 2 liability as of September 30, 2013. The DEC14 Wheat Contracts were, in the opinion of the Trust and WEAT, fairly valued at settlement on September 30, 2013. In addition, for the three months ended June 30, 2013, the Wheat Futures Contracts traded on the CBOT due to settle on December 12, 2014 did not, in the opinion of the Trust and WEAT, trade in an actively traded futures market as defined in the policy of the Trust and WEAT for portions of the three months ended June 30, 2013. Accordingly, the Trust and WEAT classified these as a Level 2 liability as of June 30, 2013. The DEC14 Wheat Contracts were, in the opinion of the Trust and WEAT, fairly valued at settlement on June 30, 2013. All contracts traded in an active market for the quarter ended December 31, 2013.



For the period ended June 30, 2013, the Sugar Futures Contracts traded on ICE due to settle on February 27, 2015 (the “MAR15 ICE Sugar Contracts”) did not, in the opinion of the Trust and CANE, trade in an actively traded futures market as defined in the policy of the Trust and CANE for the entire period during which they were held. Accordingly, the Trust and CANE have classified these as a Level 2 liability. The MAR15 ICE Sugar Contracts were, in the opinion of the Trust and CANE, fairly valued at settlement on June 30, 2013. These transferred back to a Level 1 liability for the quarter ended September 30, 2013.

On March 31, 2013, the Corn Futures Contracts traded on the CBOT due to settle on July 12, 2013 (the “JUL13 Corn Contracts”) were in a “limit down” condition and, in the opinion of the Trust and CORN, the reported value at the close of market on that day did not fairly value the JUL13 Corn Contracts held by CORN. Therefore, the Trust and CORN used alternative verifiable sources to value the JUL13 Corn Contracts on March 31, 2013 and the financial statements of the Trust and the Fund have been adjusted accordingly. This adjustment resulted in a (\$410,475) decrease in the unrealized change in commodity futures contracted for the Trust and CORN in excess of reported CBOT values, for the quarter-ended March 31, 2013.

For the period ended March 31, 2013, Soybean Futures Contracts traded on the CBOT due to settle on November 14, 2014 (the “NOV14 Soybean Contracts”) did not, in the opinion of the Trust and SOYB, trade in an actively traded futures market as defined in the policy of the Trust and SOYB for the entire period during which they were held. Accordingly, the Trust and SOYB classified these as a Level 2 liability. The NOV14 Soybean Contracts were, in the opinion of the Trust and SOYB, fairly valued at settlement on March 31, 2013. These transferred back to a Level 1 liability for the quarter ended June 30, 2013.

The Funds and the Trust record their derivative activities at fair value. Gains and losses from derivative contracts are included in the statements of operations. Derivative contracts include futures contracts related to commodity prices. Futures, which are listed on a national securities exchange, such as the CBOT or the New York Mercantile Exchange (“NYMEX”), or reported on another national market, are generally categorized in Level 1 of the fair value hierarchy. OTC derivatives contracts (such as forward and swap contracts), which may be valued using models, depending on whether significant inputs are observable or unobservable, are categorized in Levels 2 or 3 of the fair value hierarchy.

Investments in the securities of the Underlying Funds are freely tradable and listed on the NYSE Arca. These investments are valued at the NAV of the Underlying Fund as of the valuation date as calculated by the administrator based on the exchange-quoted prices of the commodity futures contracts held by the Underlying Fund.

### *New Accounting Pronouncements*

The FASB issued ASU No. 2013-10, “Derivatives and Hedging (Topic 815): Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes. The

amendments in this Update permit the Fed Funds Effective Swap Rate (OIS) to be used as a U.S. benchmark interest rate for hedge accounting purposes under Topic 815, in addition to UST and LIBOR. The amendments also remove the restriction on using different benchmark rates for similar hedges. The amendments are effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. The adoption did not have a significant impact on the financial statements disclosures for the Trust or the Funds.

The FASB issued ASU No. 2013-08, “Financial Services-Investment Companies (Topic 946)-Amendments to the Scope, Measurement, and Disclosure Requirements”. ASU No. 2013-08 affects the scope, measurement, and disclosure requirements for investment companies under U.S. GAAP. ASU 2013-08 is effective for interim and annual reporting periods in fiscal years beginning after December 15, 2013. The adoption did not have a significant impact on the financial statements disclosures for the Trust or the Fund.

In December 2011, the FASB issued ASU No. 2011-11, “Balance Sheet (Topic 210): Amendments of the FASB Accounting Standards Codification and Disclosures about Offsetting Assets and Liabilities in U.S. GAAP and IFRS.” ASU No. 2011-11 clarifies existing requirements for balance sheet offsetting and for disclosures about the offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position in converged guidance of the FASB and the International Accounting Standards Board. The amendments are to be applied retrospectively for all comparative periods presented. For public entities, the amendments are effective for annual reporting periods beginning on or after January 1, 2013. The adoption did not have a significant impact on the financial statement disclosures for the Fund.

**Note 3 – Fair Value Measurements**

The Trust’s assets and liabilities recorded at fair value have been categorized based upon a fair value hierarchy as described in the Trust’s significant accounting policies in Note 2. The following table presents information about the Trust’s assets and liabilities measured at fair value as of December 31, 2013 and 2012:

**December 31, 2013**

|                                 | Level 1      | Level 2 | Level 3 | Balance as of<br>December<br>31, 2013 |
|---------------------------------|--------------|---------|---------|---------------------------------------|
| Assets:                         |              |         |         |                                       |
| Cash equivalents                | \$58,707,245 | \$ -    | \$ -    | \$58,707,245                          |
| Commodity futures contracts     |              |         |         |                                       |
| Natural gas futures contracts   | 84,050       | -       | -       | 84,050                                |
| WTI crude oil futures contracts | 87,530       | -       | -       | 87,530                                |
| Total                           | \$58,878,825 | \$ -    | \$ -    | \$58,878,825                          |



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| Liabilities:                    | Level 1     | Level 2 | Level 3 | Balance as of<br>December<br>31, 2013 |
|---------------------------------|-------------|---------|---------|---------------------------------------|
| Commodity futures contracts     |             |         |         |                                       |
| Corn futures contracts          | \$4,884,788 | \$ -    | \$ -    | \$4,884,788                           |
| WTI crude oil futures contracts | 5,080       | -       | -       | 5,080                                 |
| Soybean futures contracts       | 188,863     | -       | -       | 188,863                               |
| Sugar futures contracts         | 183,400     | -       | -       | 183,400                               |
| Wheat futures contracts         | 698,675     | -       | -       | 698,675                               |
| Total                           | \$5,960,806 | \$ -    | \$ -    | \$5,960,806                           |

**December 31, 2012**

| Assets:                         | Level 1      | Level 2 | Level 3 | Balance as of<br>December<br>31, 2012 |
|---------------------------------|--------------|---------|---------|---------------------------------------|
| Cash equivalents                | \$52,575,291 | \$ -    | \$ -    | \$52,575,291                          |
| Commodity futures contracts     |              |         |         |                                       |
| Natural gas futures contracts   | 9,550        | -       | -       | 9,550                                 |
| WTI crude oil futures contracts | 44,872       | -       | -       | 44,872                                |
| Soybean futures contracts       | 63,200       | -       | -       | 63,200                                |
| Wheat futures contracts         | 15,762       | -       | -       | 15,762                                |
| Total                           | \$52,708,675 | \$ -    | \$ -    | \$52,708,675                          |

| Liabilities:                    | Level 1     | Level 2 | Level 3 | Balance as of<br>December<br>31, 2012 |
|---------------------------------|-------------|---------|---------|---------------------------------------|
| Commodity futures contracts     |             |         |         |                                       |
| Corn futures contracts          | \$2,213,775 | \$ -    | \$ -    | \$2,213,775                           |
| Natural gas futures contracts   | 233,919     | -       | -       | 233,919                               |
| WTI crude oil futures contracts | 58,090      | -       | -       | 58,090                                |
| Soybean futures contracts       | 284,575     | -       | -       | 284,575                               |
| Sugar futures contracts         | 78,378      | -       | -       | 78,378                                |
| Wheat futures contracts         | 206,850     | -       | -       | 206,850                               |
| Total                           | \$3,075,587 | \$ -    | \$ -    | \$3,075,587                           |

Transfers into and out of each level of the fair value hierarchy for the JUL13 Corn Contracts, NOV14 Soybean Contracts, FEB15 Sugar Contracts, and the DEC14 Wheat Contracts, for the period from January 1, 2013 through December 31, 2013 were as follows:

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|                             | Transfers<br>into<br>Level 1 | Transfers<br>out of<br>Level 1 | Transfers<br>into<br>Level 2 | Transfers<br>out of<br>Level 2 | Transfers<br>into<br>Level 3 | Transfers<br>out of<br>Level 3 |
|-----------------------------|------------------------------|--------------------------------|------------------------------|--------------------------------|------------------------------|--------------------------------|
| Liabilities (at fair value) |                              |                                |                              |                                |                              |                                |
| Derivative contracts        |                              |                                |                              |                                |                              |                                |
| Corn future contracts       | \$ 1,010,962                 | \$ 1,010,962                   | \$ 1,010,962                 | \$ 1,010,962                   | \$ -                         | \$ -                           |
| Soybean future contracts    | 6,850                        | 6,850                          | 6,850                        | 6,850                          | -                            | -                              |
| Sugar future contracts      | 62,082                       | 62,082                         | 62,082                       | 62,082                         | -                            | -                              |
| Wheat future contracts      | 448,125                      | 448,125                        | 448,125                      | 448,125                        | -                            | -                              |
| Total                       | \$ 1,528,019                 | \$ 1,528,019                   | \$ 1,528,019                 | \$ 1,528,019                   | \$ -                         | \$ -                           |

For the year ended December 31, 2012, the Funds did not have any significant transfers between any of the levels of the fair value hierarchy.

***Note 4 – Derivative Instruments and Hedging Activities***

In the normal course of business, the Funds utilize derivative contracts in connection with its proprietary trading activities. Investments in derivative contracts are subject to additional risks that can result in a loss of all or part of an investment. The Funds' derivative activities and exposure to derivative contracts are classified by the following primary underlying risks: interest rate, credit, commodity price, and equity price risks. In addition to its primary underlying risks, the Funds are also subject to additional counterparty risk due to inability of its counterparties to meet the terms of their contracts. For the years ended December 31, 2013, 2012 and 2011, the Funds invested only in commodity futures contracts specifically related to each Fund. Cleared Swaps have standardized terms similar to, and are priced by reference to, a corresponding Benchmark Component Futures Contract. Additionally, Other Commodity Interests that do not have standardized terms and are not exchange-traded, referred to as "over-the-counter" Interests, can generally be structured as the parties to the Commodity Interest contract desire. Therefore, each Fund might enter into multiple Cleared Swaps and/or over-the-counter Interests intended to exactly replicate the performance of each of the Benchmark Component Futures Contracts for the Fund, or a single over-the-counter Interest designed to replicate the performance of the Benchmark as a whole. Assuming that there is no default by a counterparty to an over-the-counter Interest, the performance of the Interest will not necessarily correlate exactly with the performance of the Benchmark or the applicable Benchmark Component Futures Contract.

***Futures Contracts***

The Funds are subject to commodity price risk in the normal course of pursuing their investment objectives. A futures contract represents a commitment for the future purchase or sale of an asset at a specified price on a specified date.

The purchase and sale of futures contracts requires margin deposits with a Futures Commission Merchant ("FCM"). Subsequent payments (variation margin) are made or received by each Fund each day, depending on the daily fluctuations in the value of the contract, and are recorded as unrealized gains or losses by each Fund. Futures contracts may reduce the Funds' exposure to counterparty risk since futures contracts are exchange-traded; and the exchange's clearinghouse, as the counterparty to all exchange-traded futures, guarantees the futures against default.

The Commodity Exchange Act requires an FCM to segregate all customer transactions and assets from the FCM's proprietary activities. A customer's cash and other equity deposited with an FCM are considered commingled with all other customer funds subject to the FCM's segregation requirements. In the event of an FCM's insolvency, recovery may be limited to each Fund's pro rata share of segregated customer funds available. It is possible that the recovery amount could be less than the total of cash and other equity deposited.

The following table discloses information about offsetting assets and liabilities presented in the statements of assets and liabilities to enable users of these financial statements to evaluate the effect or potential effect of netting arrangements for recognized assets and liabilities. These recognized assets and liabilities are presented as defined in the Financial Accounting Standards Board's ("FASB") Accounting Standards Update ("ASU") No. 2011-11 "Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities" and subsequently clarified in FASB ASU 2013-01 "Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities."

The following table also identifies the fair value amounts of derivative instruments included in the statements of assets and liabilities as derivative contracts, categorized by primary underlying risk as of December 31, 2013 and December 31, 2012.

**Offsetting of Financial Assets and Derivative Assets as of December 31, 2013**

|     |      |                    |                                |                    |
|-----|------|--------------------|--------------------------------|--------------------|
| (i) | (ii) | (iii) = (i) – (ii) | (iv)                           | (v) = (iii) – (iv) |
|     |      |                    | Gross Amount Not Offset in the |                    |

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| Description                     | Statement of Assets and Liabilities |  |   |                       |                          |            |
|---------------------------------|-------------------------------------|--|---|-----------------------|--------------------------|------------|
|                                 | Gross Amount of Recognized Assets   | Gross Amount Offset in the Statement of Assets and Liabilities | Net Amount Presented in the Statement of Assets and Liabilities | Financial Instruments | Cash Collateral Received | Net Amount |
| Commodity price                 |                                     |  |   |                       |                          |            |
| Natural gas futures contracts   | \$ 84,050                           | \$ -   | \$ 84,050   | \$-                   | \$ 74,157                | \$9,893    |
| WTI crude oil futures contracts | 87,530                              | -  | 87,530  | 5,080                 | 23,445                   | 59,005     |

**Offsetting of Financial Liabilities and Derivative Liabilities as of December 31, 2013**

| Description                     | (i)                                    | (ii)   | (iii) = (i) – (ii)  | (iv)                  | Gross Amount Not Offset in the Statement of Assets and Liabilities |            | (v) = (iii) – (iv) |
|---------------------------------|--|--|---|-----------------------|--|------------|--------------------|
|                                 | Gross Amount of Recognized Liabilities | Gross Amount Offset in the Statement of Assets and Liabilities | Net Amount Presented in the Statement of Assets and Liabilities | Financial Instruments | Cash Collateral Pledged  | Net Amount |                    |
| Commodity price                 |  |  |   |                       |  |            |                    |
| Corn futures contracts          | \$4,884,788                            | \$ -   | \$ 4,884,788  | \$ -                  | \$ 4,884,788   | \$ -       |                    |
| WTI crude oil futures contracts | 5,080                                  | -  | 5,080   | 5,080                 | -  | -          |                    |
| Soybean futures contracts       | 188,863                                | -  | 188,863   | -                     | 188,863  | -          |                    |
| Sugar futures contracts         | 183,400                                | -  | 183,400   | -                     | 183,400  | -          |                    |
| Wheat futures contracts         | 698,675                                | -  | 698,675   | -                     | 698,675  | -          |                    |

**Offsetting of Financial Assets and Derivative Assets as of December 31, 2012**

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| Description                     | (i)                               | (ii)   | (iii) = (i) - (ii)  | (iv)                  | Gross Amount Not Offset in the Statement of Assets and Liabilities |            | (v) = (iii) - (iv) |
|---------------------------------|-----------------------------------|--|---|-----------------------|--|------------|--------------------|
|                                 | Gross Amount of Recognized Assets | Gross Amount Offset in the Statement of Assets and Liabilities | Net Amount Presented in the Statement of Assets and Liabilities | Financial Instruments | Cash Collateral Received   | Net Amount |                    |
| Commodity price                 |                                   |  |   |                       |  |            |                    |
| Natural gas futures contracts   | \$ 9,550                          | \$ -   | \$ 9,550  | \$9,550               | \$ -   | \$ -       |                    |
| WTI crude oil futures contracts | 44,872                            | -  | 44,872  | 44,872                | -  | -          |                    |
| Soybean futures contracts       | 63,200                            | -  | 63,200  | 63,200                | -  | -          |                    |
| Wheat futures contracts         | 15,762                            | -  | 15,762  | 15,762                | -  | -          |                    |

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**Offsetting of Financial Liabilities and Derivative Liabilities as of December 31, 2012**

| Description                     | (i)  | (ii)   | (iii) = (i) –<br>(ii)  | (iv)                    | Gross Amount Not<br>Offset in the<br>Statement of Assets and<br>Liabilities |               | (v) =<br>(iii) – (iv) |
|---------------------------------|--|--|--|-------------------------|---|---------------|-----------------------|
|                                 | Gross<br>Amount<br>of<br>Recognized<br>Liabilities | Gross<br>Amount<br>Offset in<br>the<br>Statement<br>of<br>Assets<br>and<br>Liabilities | Net<br>Amount<br>Presented in<br>the<br>Statement<br>of<br>Assets and<br>Liabilities | Financial<br>Instrument | Cash<br>Collateral<br>Pledged   | Net<br>Amount |                       |
| Commodity price                 |  |  |  |                         |   |               |                       |
| Corn futures contracts          | \$ 2,213,775                                       | \$ -   | \$ 2,213,775   | \$ -                    | \$ 2,213,775  | \$ -          |                       |
| Natural gas futures contracts   | 233,919  | -  | 233,919  | 9,550                   | 224,369   | -             |                       |
| WTI crude oil futures contracts | 58,090   | -  | 58,090   | 44,872                  | 13,218  | -             |                       |
| Soybean futures contracts       | 284,575  | -  | 284,575  | 63,200                  | 221,375   | -             |                       |
| Sugar futures contracts         | 78,378   | -  | 78,378   | -                       | 78,378  | -             |                       |
| Wheat futures contracts         | 206,850  | -  | 206,850  | 15,762                  | 191,088   | -             |                       |

The following is a summary of realized and unrealized gains (losses) of the derivative instruments utilized by the Trust:

**Year ended December 31, 2013**

| Primary Underlying Risk         | Realized Loss on<br>Derivative Instruments | Net Change in Unrealized (Loss)<br>Gain on Derivative Instruments |
|---------------------------------|--|---|
| Commodity price                 |  |   |
| Corn futures contracts          | \$ (10,581,838 )                           | \$ (2,671,013 )   |
| Natural gas futures contracts   | (250,149 )                                 | 308,419   |
| WTI crude oil futures contracts | (10,798 )                                  | 95,668  |
| Soybean futures contracts       | (43,450 )                                  | 32,512  |

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|                                   |                |   |               |   |
|-----------------------------------|----------------|---|---------------|---|
| Sugar futures contracts           | (400,994       | ) | (105,022      | ) |
| Wheat futures contracts           | (1,554,250     | ) | (507,587      | ) |
| Total commodity futures contracts | \$ (12,841,479 | ) | \$ (2,847,023 | ) |

**Year ended December 31, 2012**

| <b>Primary Underlying Risk</b>    | <b>Realized Gain (Loss) on Derivative Instruments</b> | <b>Net Change in Unrealized (Loss) Gain on Derivative Instruments</b> |
|-----------------------------------|---|---|
| Commodity price                   |   |   |
| Corn futures contracts            | \$ 11,440,433   | \$ (1,430,660 )   |
| Natural gas futures contracts     | (828,012 )  | 378,071 )   |
| WTI crude oil futures contracts   | (8,348 )  | (129,192 )  |
| Soybean futures contracts         | 26,281  | (66,706 )   |
| Sugar futures contracts           | (727,394 )  | 59,820 )  |
| Wheat futures contracts           | 23,740  | (120,790 )  |
| Total commodity futures contracts | \$ 9,926,700  | \$ (1,309,457 )   |

**Year ended December 31, 2011**

| <b>Primary Underlying Risk</b>    | <b>Realized Gain (Loss) on Derivative Instruments</b> | <b>Net Change in Unrealized (Loss) Gain on Derivative Instruments</b> |
|-----------------------------------|---|---|
| Commodity price                   |   |   |
| Corn futures contracts            | \$ 7,937,425  | \$ (5,961,334 )   |
| Natural gas futures contracts     | (541,020 )  | (602,440 )  |
| WTI crude oil futures contracts   | (162,359 )  | 115,974 )   |
| Soybean futures contracts         | (140,281 )  | (154,669 )  |
| Sugar futures contracts           | (35,874 )   | (138,198 )  |
| Wheat futures contracts           | (174,860 )  | (70,298 )   |
| Total commodity futures contracts | \$ 6,883,031  | \$ (6,810,965 )   |

***Volume of Derivative Activities***

The notional amounts and number of contracts categorized by primary underlying risk are included in the schedule of investments as of December 31, 2013 and December 31, 2012.

***Note 5 - Organizational and Offering Costs***

Expenses incurred in organizing of the Trust and the initial offering of the shares, including applicable SEC registration fees, were borne directly by the Sponsor for the Funds and will be borne directly by the Sponsor for any series of the Trust which is not yet operating or will be issued in the future. The Trust will not be obligated to reimburse the Sponsor.

***Note 6 – Subsequent Events***

The Trust evaluates subsequent events through the date when financial statements are filed with the SEC.

For the period January 1, 2014 through March 17, 2014, the following subsequent events transpired for each of the series of the Trust:

CORN: From December 31, 2013 through March 9, 2014, the Shares Outstanding for the Fund has increased from 1,550,004 to 3,825,004; this represents a 146.77% increase. This increase in shares, in conjunction with a 10.12% increase in the NAV, has resulted in an increase in Total Net Assets of \$81,568,144 or 171.72%.

NAGS: From December 31, 2013 through March 9, 2014, the NAV of the Fund has increased from \$11.82 to \$13.69; this represents a 15.82% increase. This increase in the NAV was driven by an increase in price of the underlying commodity. This increase in the NAV has resulted in an increase in Total Net Assets of \$280,530 or 15.82%.

CRUD: Nothing to Report

SOYB: Nothing to Report

CANE: From December 31, 2013 through March 9, 2014, the Shares Outstanding for the Fund has increased from 175,004 to 200,004; this represents a 14.29% increase. This increase in shares, in conjunction with an 8.09% increase in the NAV, has resulted in an increase in Total Net Assets of \$579,397 or 23.47%.



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WEAT: From December 31, 2013 through March 9, 2014, the Shares Outstanding for the Fund has increased from 475,004 to 825,004; this represents a 73.68% increase. This increase in shares, in conjunction with a 5.32% increase in the NAV, has resulted in an increase in Total Net Assets of \$5,844,647 or 82.93%.

TAGS: Nothing to Report

## Report of Independent Registered Public Accounting Firm

To the Sponsor of

Teucrium Corn Fund

We have audited the accompanying statements of assets and liabilities of Teucrium Corn Fund (the “Fund”), including the schedules of investments, as of December 31, 2013 and 2012, and the related statements of operations, changes in net assets and cash flows for each of the years in the three-year period ended December 31, 2013. We also have audited the Fund’s internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). The Fund’s management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Fund’s internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

An entity’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. An entity’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the entity; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the entity are being made only in accordance with authorizations of management and directors of the entity; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the entity's assets that could have a material effect on the financial

statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Teucrium Corn Fund as of December 31, 2013 and 2012, and the results of its operations, changes in its net assets and its cash flows for each of the years in the three-year period ended December 31, 2013 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Fund maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control – Integrated Framework issued by COSO.

Rothstein Kass

/s/ Rothstein Kass

Walnut Creek, California

March 14, 2014

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**TEUCRIUM CORN FUND****STATEMENTS OF ASSETS AND LIABILITIES**

|  | December<br>31, 2013 | December 31, 2012 |
|--|----------------------|-------------------|
| <b>Assets</b>                          |                      |                   |
| Equity in BNY Mellon trading accounts: |                      |                   |
| Cash and cash equivalents              | \$42,405,220         | \$ 34,631,982     |
| Collateral, due from broker            | 9,852,213            | 5,106,775         |
| Interest receivable                    | 2,976                | 1,376             |
| Other assets                           | 214,631              | 242,407           |
| Total assets                           | 52,475,040           | 39,982,540        |
| <b>Liabilities</b>                     |                      |                   |
| Commodity futures contracts            | 4,884,788            | 2,213,775         |
| Management fee payable to Sponsor      | 41,846               | 36,444            |
| Other liabilities                      | 48,786               | 45,809            |
| Total liabilities                      | 4,975,420            | 2,296,028         |
| Net assets                             | \$47,499,620         | \$ 37,686,512     |
| Shares outstanding                     | 1,550,004            | 850,004           |
| Net asset value per share              | \$30.64              | \$ 44.34          |
| Market value per share                 | \$30.58              | \$ 44.32          |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM CORN FUND****SCHEDULE OF INVESTMENTS**

December 31, 2013

| <b>Description: Assets</b> | <b>Fair Value</b> | <b>Percentage of Net Assets</b> |
|----------------------------|-------------------|---------------------------------|
| Cash equivalents           |                   |                                 |
| Money market funds         |                   |                                 |
| Dreyfus Cash Management    | \$42,405,220      | 89.27 %                         |

| <b>Description: Liabilities</b>                                      | <b>Fair Value</b> | <b>Percentage of Net Assets</b> | <b>Notional Amount (Long Exposure)</b> |
|--|-------------------|---------------------------------|--|
| Commodity futures contracts  |                   |                                 |  |
| United States corn futures contracts                                 |                   |                                 |  |
| CBOT corn futures (772 contracts, settlement date May 14, 2014)      | \$1,831,300       | 3.86                            | % \$16,607,650                         |
| CBOT corn futures (652 contracts, settlement date July 14, 2014)     | 482,913           | 1.02                            | 14,246,200                             |
| CBOT corn futures (739 contracts, settlement date December 12, 2014) | 2,570,575         | 5.41                            | 16,636,738                             |
| Total commodity futures contracts                                    | \$4,884,788       | 10.29                           | % \$47,490,588                         |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM CORN FUND****SCHEDULE OF INVESTMENTS**

December 31, 2012

| <b>Description: Assets</b>   | <b>Fair Value</b> | <b>Percentage of Net Assets</b> | <b>Principal Amount</b>                |
|--|-------------------|---------------------------------|--|
| Cash equivalents   |                   |                                 |  |
| United States Treasury obligations                                   |                   |                                 |  |
| U.S. Treasury bills, 0.090%, due January 17, 2013                    | \$9,999,930       | 26.53                           | % \$10,000,000                         |
| U.S. Treasury bills, 0.090%, due February 14, 2013                   | 9,999,670         | 26.53                           | 10,000,000                             |
| Total U.S. Treasury obligations                                      | 19,999,600        | 53.06                           |  |
| Money market funds   |                   |                                 |  |
| Dreyfus Cash Management Plus   | 14,632,382        | 38.83                           |  |
| Total cash equivalents   | \$34,631,982      | 91.89                           | %                                      |
|  |                   |                                 |  |
| <b>Description: Liabilities</b>                                      | <b>Fair Value</b> | <b>Percentage of Net Assets</b> | <b>Notional Amount (Long Exposure)</b> |
| Commodity futures contracts  |                   |                                 |  |
| United States corn futures contracts                                 |                   |                                 |  |
| CBOT corn futures (377 contracts, settlement date May 14, 2013)      | \$1,341,775       | 3.56                            | % \$13,199,712                         |
| CBOT corn futures (325 contracts, settlement date July 12, 2013)     | 413,700           | 1.10                            | 11,330,313                             |
| CBOT corn futures (440 contracts, settlement date December 13, 2013) | 458,300           | 1.21                            | 13,194,500                             |
| Total commodity futures contracts                                    | \$2,213,775       | 5.87                            | % \$37,724,525                         |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM CORN FUND****STATEMENTS OF OPERATIONS**

|  | Year ended<br>December<br>31, 2013 | Year ended<br>December<br>31, 2012 | Year ended<br>December<br>31, 2011 |
|--|------------------------------------|------------------------------------|------------------------------------|
| <b>Income</b>  |                                    |                                    |                                    |
| Realized and unrealized (loss) gain on trading of commodity futures contracts:       |                                    |                                    |                                    |
| Realized (loss) gain on commodity futures contracts                                  | \$(10,581,838)                     | \$11,440,433                       | \$7,937,425                        |
| Net change in unrealized appreciation or depreciation on commodity futures contracts | (2,671,013 )                       | (1,430,660 )                       | (5,961,334)                        |
| Interest income  | 20,740                             | 53,398                             | 59,934                             |
| Realized gain on securities  | 70                                 | -                                  | -                                  |
| Total (loss) income  | (13,232,041)                       | 10,063,171                         | 2,036,025                          |
| <b>Expenses</b>  |                                    |                                    |                                    |
| Management fees  | 432,770                            | 659,294                            | 983,260                            |
| Professional fees  | 820,800                            | 353,887                            | 413,452                            |
| Distribution and marketing fees  | 1,259,490                          | 1,918,679                          | 846,475                            |
| Custodian fees and expenses  | 129,196                            | 129,549                            | 129,195                            |
| Business permits and licenses fees   | 80,950                             | 32,457                             | 11,551                             |
| General and administrative expenses  | 214,425                            | 259,060                            | 38,458                             |
| Brokerage commissions  | 40,715                             | 56,148                             | 71,679                             |
| Other expenses   | 58,745                             | 86,371                             | 14,048                             |
| Total expenses   | 3,037,091                          | 3,495,445                          | 2,508,118                          |
| Net (loss) income  | \$(16,269,132)                     | \$6,567,726                        | \$(472,093 )                       |
| Net (loss) income per share  | \$(13.70 )                         | \$2.42                             | \$2.86                             |
| Net (loss) income per weighted average share   | \$(13.91 )                         | \$4.36                             | \$(0.21 )                          |
| Weighted average shares outstanding  | 1,169,662                          | 1,506,835                          | 2,244,936                          |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM CORN FUND****STATEMENTS OF CHANGES IN NET ASSETS**

|  | Year ended<br>December<br>31, 2013 | Year ended<br>December 31, 2012 | Year ended<br>December 31, 2011 |
|--|------------------------------------|---------------------------------|---------------------------------|
| Operations                                       |                                    |                                 |                                 |
| Net (loss) income                                | \$(16,269,132)                     | \$ 6,567,726                    | \$ (472,093 )                   |
| Capital transactions                             |                                    |                                 |                                 |
| Issuance of Shares                               | 59,350,451                         | 51,752,168                      | 92,546,004                      |
| Redemption of Shares                             | (33,268,211)                       | (91,901,903 )                   | (63,769,329 )                   |
| Total capital transactions                       | 26,082,240                         | (40,149,735 )                   | 28,776,675                      |
| Net change in net assets                         | 9,813,108                          | (33,582,009 )                   | 28,304,582                      |
| Net assets, beginning of period                  | 37,686,512                         | 71,268,521                      | 42,963,939                      |
| Net assets, end of period                        | \$47,499,620                       | \$ 37,686,512                   | \$ 71,268,521                   |
| Net asset value per share at beginning of period | \$44.34                            | \$ 41.92                        | \$ 39.06                        |
| At end of period                                 | \$30.64                            | \$ 44.34                        | \$ 41.92                        |

*The accompanying notes are an integral part of these financial statements.*



**TEUCRIUM CORN FUND****STATEMENTS OF CASH FLOWS**

|  | Year ended<br>December<br>31, 2013 | Year ended<br>December 31, 2012 | Year ended<br>December<br>31, 2011 |
|--|------------------------------------|---------------------------------|------------------------------------|
| Cash flows from operating activities:  |                                    |                                 |                                    |
| Net (loss) income  | \$(16,269,132)                     | \$ 6,567,726                    | \$(472,093 )                       |
| Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities: |                                    |                                 |                                    |
| Net change in unrealized appreciation or depreciation on commodity futures contracts               | 2,671,013                          | 1,430,660                       | 5,961,334                          |
| Changes in operating assets and liabilities:   |                                    |                                 |                                    |
| Collateral, due from broker  | (4,745,438 )                       | 1,803,777                       | (6,910,552 )                       |
| Interest receivable  | (1,600 )                           | 710                             | 3,160                              |
| Other assets   | 27,776                             | 100,452                         | (330,333 )                         |
| Collateral, due to broker  | -                                  | -                               | (1,496,045 )                       |
| Management fee payable to Sponsor  | 5,402                              | (27,979 )                       | 30,095                             |
| Other liabilities  | 2,977                              | 31,046                          | 2,546                              |
| Net cash (used in) provided by operating activities  | (18,309,002)                       | 9,906,392                       | (3,211,888 )                       |
| Cash flows from financing activities:  |                                    |                                 |                                    |
| Proceeds from sale of Shares   | 59,350,451                         | 51,752,168                      | 92,546,004                         |
| Redemption of Shares   | (33,268,211 )                      | (96,048,914 )                   | (59,622,318)                       |
| Net cash provided by (used in) financing activities  | 26,082,240                         | (44,296,746 )                   | 32,923,686                         |
| Net change in cash and cash equivalents  | 7,773,238                          | (34,390,354 )                   | 29,711,798                         |
| Cash and cash equivalents, beginning of period   | 34,631,982                         | 69,022,336                      | 39,310,538                         |
| Cash and cash equivalents, end of period   | \$42,405,220                       | \$ 34,631,982                   | \$69,022,336                       |

*The accompanying notes are an integral part of these financial statements.*

## NOTES TO FINANCIAL STATEMENTS

**December 31, 2013**

### *Note 1 – Organization and Operation*

Teucrium Corn Fund (referred to herein as “CORN,” or the “Fund”) is a commodity pool that is a series of Teucrium Commodity Trust (“Trust”), a Delaware statutory trust formed on September 11, 2009. The Fund issues common units, called the “Shares,” representing fractional undivided beneficial interests in the Fund. The Fund continuously offers Creation Baskets consisting of 25,000 Shares at their Net Asset Value (“NAV”) to “Authorized Purchasers” through Foreside Fund Services, LLC, which is the distributor for the Fund (the “Distributor”). Authorized Purchasers sell such Shares, which are listed on the New York Stock Exchange (“NYSE”) Arca under the symbol “CORN,” to the public at per-Share offering prices that reflect, among other factors, the trading price of the Shares on the NYSE Arca, the NAV of the Fund at the time the Authorized Purchaser purchased the Creation Baskets and the NAV at the time of the offer of the Shares to the public, the supply of and demand for Shares at the time of sale, and the liquidity of the markets for corn interests. The Fund’s Shares trade in the secondary market on the NYSE Arca at prices that are lower or higher than their NAV per Share.

The investment objective of the Fund is to have the daily changes in percentage terms of the Shares’ NAV reflect the daily changes in percentage terms of a weighted average of the closing settlement prices for three futures contracts for corn (“Corn Futures Contracts”) that are traded on the Chicago Board of Trade (“CBOT”), specifically (1) the second-to-expire CBOT Corn Futures Contract, weighted 35%, (2) the third-to-expire CBOT Corn Futures Contract, weighted 30%, and (3) the CBOT Corn Futures Contract expiring in the December following the expiration month of the third-to-expire contract, weighted 35%. (This weighted average of the three referenced Corn Futures Contracts is referred to herein as the “Benchmark,” and the three Corn Futures Contracts that at any given time make up the Benchmark are referred to herein as the “Benchmark Component Futures Contracts.”)

The Fund commenced investment operations on June 9, 2010 and has a fiscal year ending on December 31. The Fund’s sponsor is Teucrium Trading, LLC (the “Sponsor”). The Sponsor is responsible for the management of the Fund. The Sponsor is a member of the National Futures Association (the “NFA”) and became a commodity pool operator registered with the Commodity Futures Trading Commission (the “CFTC”) effective November 10, 2009.

On June 5, 2010, the Fund’s initial registration of 30,000,000 shares the Form S-1 was declared effective by the U.S. Securities and Exchange Commission (“SEC”). On June 9, 2010, the Fund listed its shares on the NYSE Arca under the ticker symbol “CORN.” On the day prior to that, the Fund issued 200,000 shares in exchange for \$5,000,000 at the Fund’s initial NAV of \$25 per share. The Fund also commenced investment operations on June 9, 2010 by purchasing commodity futures contracts traded on the Chicago Board of Trade (“CBOT”).

***Note 2 – Summary of Significant Accounting Policies***

***Basis of Presentation***

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) as detailed in the Financial Accounting Standards Board’s Accounting Standards Codification.

***Reclassifications***

Certain amounts in prior periods have been reclassified to conform to current period presentation.

***Revenue Recognition***

Commodity futures contracts are recorded on the trade date. All such transactions are recorded on the identified cost basis and marked to market daily. Unrealized appreciation or depreciation on commodity futures contracts are reflected in the statements of operations as the difference between the original contract amount and the fair market value as of the last business day of the year or as of the last date of the financial statements. Changes in the appreciation or depreciation between periods are reflected in the statements of operations. Interest on cash equivalents and deposits with the Futures Commission Merchant are recognized on the accrual basis. The Fund earns interest on its assets denominated in U.S. dollars on deposit with the Futures Commission Merchant. In addition, the Fund earns interest on funds held at the custodian at prevailing market rates for such investments.

***Brokerage Commissions***

Brokerage commissions on all open commodity futures contracts are accrued on a full-turn basis.

***Income Taxes***

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For tax purposes, the Fund will be treated as a partnership. The Fund does not record a provision for income taxes because the partners report their share of the Fund's income or loss on their income tax returns. The financial statements reflect the Fund's transactions without adjustment, if any, required for income tax purposes.

The Fund is required to determine whether a tax position is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The Fund files an

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income tax return in the U.S. federal jurisdiction, and may file income tax returns in various U.S. states and foreign jurisdictions. The Fund is subject to income tax examinations by major taxing authorities for all tax years since inception. The tax benefit recognized is measured as the largest amount of benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. De-recognition of a tax benefit previously recognized results in the Fund recording a tax liability that reduces net assets. Based on its analysis, the Fund has determined that it has not incurred any liability for unrecognized tax benefits as of and for the years ended December 31, 2013, 2012 and 2011. However, the Fund's conclusions regarding this policy may be subject to review and adjustment at a later date based on factors including, but not limited to, ongoing analysis of and changes to tax laws, regulations, and interpretations thereof.

The Fund recognizes interest accrued related to unrecognized tax benefits and penalties related to unrecognized tax benefits in income tax fees payable, if assessed. No interest expense or penalties have been recognized as of and for the years ended December 31, 2013 and 2012.

The Fund may be subject to potential examination by U.S. federal, U.S. state, or foreign jurisdictional authorities in the area of income taxes. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions, and compliance with U.S. federal, U.S. state and foreign tax laws. The Fund's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

### ***Creations and Redemptions***

Authorized Purchasers may purchase Creation Baskets consisting of 25,000 shares from CORN. The amount of the proceeds required to purchase a Creation Basket will be equal to the NAV of the shares in the Creation Basket determined as of 4:00 p.m. New York time on the day the order to create the basket is properly received.

Authorized Purchasers may redeem shares from the Fund only in blocks of 25,000 shares called "Redemption Baskets." The amount of the redemption proceeds for a Redemption Basket will be equal to the NAV of the shares in the Redemption Basket determined as of 4:00 p.m. New York time on the day the order to redeem the basket is properly received.

The size of a Creation Basket and a Redemption basket was changed effective February 1, 2012 from 100,000 to 50,000 shares. On March 5, 2012 the size of a Creation Basket and a Redemption Basket was changed again from 50,000 to 25,000 shares.

The Fund receives or pays the proceeds from shares sold or redeemed within three business days after the trade date of the purchase or redemption. The amounts due from Authorized Purchasers are reflected in the Fund's statements of assets and liabilities as receivable for shares sold. Amounts payable to Authorized Purchasers upon redemption are reflected in the Fund's statements of assets and liabilities as payable for shares redeemed.

As outlined in the most recent Form S-1 filing, 50,000 shares represents two Redemption Baskets for the Fund and a minimum level of shares.

### *Allocation of Shareholder Income and Losses*

Profit or loss is allocated among the shareholders of the Fund in proportion to the number of shares each shareholder holds as of the close of each month.

### *Cash Equivalents*

Cash equivalents are highly-liquid investments with original maturity dates of three months or less at inception. The Fund reported its cash equivalents in the statements of assets and liabilities at market value, or at carrying amounts that approximate fair value, because of their highly-liquid nature and short-term maturities. The Fund has a substantial portion of its assets on deposit with banks. Assets deposited with the bank may, at times, exceed federally insured limits. The Fund had a balance of \$42,405,220 and \$14,632,382 in money market funds at December 31, 2013 and December 31, 2012, respectively; these balances are included in cash and cash equivalents on the statements of assets and liabilities. The Fund held \$19,999,600 in United States Treasury Bills with a maturity date of three months or less at December 31, 2012; this balance is included in cash and cash equivalents on the statements of assets and liabilities.

### *Collateral, Due from/to Broker*

Margin is the minimum amount of funds that must be deposited by a commodity interest trader with the trader's broker to initiate and maintain an open position in futures contracts. A margin deposit acts to assure the trader's performance of the futures contracts purchased or sold. Futures contracts are customarily bought and sold on initial margin that represents a very small percentage of the aggregate purchase or sales price of the contract. Because of such low margin requirements, price fluctuations occurring in the futures markets may create profits and losses that, in relation to the amount invested, are greater than are customary in other forms of investment or speculation. As discussed below, adverse price changes in the futures contract may result in margin requirements that greatly exceed the initial margin. In addition, the amount of margin required in connection with a particular futures contract is set from time to time by the exchange on which the contract is traded and may be modified from time to time by the exchange during the term of the contract. Brokerage firms, such as the Fund's clearing brokers, carrying accounts for traders in commodity interest contracts generally require higher amounts of margin as a matter of policy to further protect

themselves. Over-the-counter trading generally involves the extension of credit between counterparties, so the counterparties may agree to require the posting of collateral by one or both parties to address credit exposure.

When a trader purchases an option, there is no margin requirement; however, the option premium must be paid in full. When a trader sells an option, on the other hand, he or she is required to deposit margin in an amount determined by the margin requirements established for the underlying interest and, in addition, an amount substantially equal to the current premium for the option. The margin requirements imposed on the selling of options, although adjusted to reflect the probability that out-of-the-money options will not be exercised, can in fact be higher than those imposed in dealing in the futures markets directly. Complicated margin requirements apply to spreads and conversions, which are complex trading strategies in which a trader acquires a mixture of options positions and positions in the underlying interest.

Ongoing or “maintenance” margin requirements are computed each day by a trader’s clearing broker. When the market value of a particular open futures contract changes to a point where the margin on deposit does not satisfy maintenance margin requirements, a margin call is made by the broker. If the margin call is not met within a reasonable time, the broker may close out the trader’s position. With respect to the Fund’s trading, the Fund (and not its shareholders personally) is subject to margin calls.

Finally, many major U.S. exchanges have passed certain cross margining arrangements involving procedures pursuant to which the futures and options positions held in an account would, in the case of some accounts, be aggregated and margin requirements would be assessed on a portfolio basis, measuring the total risk of the combined positions.

### *Calculation of Net Asset Value*

The Fund’s NAV is calculated by:

• Taking the current market value of its total assets and

• Subtracting any liabilities.

The administrator, the Bank of New York Mellon, calculates the NAV of the Fund once each trading day. It calculates the NAV as of the earlier of the close of the NYSE or 4:00 p.m. New York time. The NAV for a particular trading day is released after 4:15 p.m. New York time.

In determining the value of Corn Futures Contracts, the administrator uses the CBOT closing price. The administrator determines the value of all other Fund investments as of the earlier of the close of the NYSE or 4:00 p.m. New York time. The value of over-the-counter corn interests is determined based on the value of the commodity or futures contract underlying such corn interest, except that a fair value may be determined if the Sponsor believes that the Fund is subject to significant credit risk relating to the counterparty to such corn interest. For purposes of financial



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statements and reports, the Sponsor will recalculate the NAV where necessary to reflect the “fair value” of a Futures Contract when the Futures Contract closes at its price fluctuation limit for the day. Treasury securities held by the Fund are valued by the administrator using values received from recognized third-party vendors and dealer quotes. NAV includes any unrealized profit or loss on open corn interests and any other income or expense accruing to the Fund but unpaid or not received by the Fund.

Market value per share represents the closing price on the last trading day of the quarter as reported by the NYSE Arca. If such a closing price is not available, the bid/ask midpoint at 4 p.m. as reported by the NYSE Arca was used.

### *Sponsor Fee and Allocation of Expenses*

The Sponsor is responsible for investing the assets of the Fund in accordance with the objectives and policies of the Fund. In addition, the Sponsor arranges for one or more third parties to provide administrative, custodial, accounting, transfer agency and other necessary services to the Fund. For these services, the Fund is contractually obligated to pay a monthly management fee to the Sponsor, based on average daily net assets, at a rate equal to 1.00% per annum.

The Fund generally pays for all brokerage fees, taxes and other expenses, including licensing fees for the use of intellectual property, registration or other fees paid to the SEC, the Financial Industry Regulatory Authority (“FINRA”), formerly the National Association of Securities Dealers, or any other regulatory agency in connection with the offer and sale of subsequent Shares after its initial registration and all legal, accounting, printing and other expenses associated therewith. The Fund also pays its portion of the fees and expenses associated with the Trust’s tax accounting and reporting requirements. Certain aggregate expenses common to all Funds managed by the Sponsor are allocated to each Fund based on activity drivers deemed most appropriate by the Sponsor for such expenses. The Sponsor can elect to waive certain fees or expenses that would generally be paid for by the Fund. All asset-based fees and expenses are calculated on the prior day’s net assets.

The following table presents information about the sponsor fee and allocation of expenses for the years ended December 31, 2013, 2012 and 2011.

|                               | Year ended<br>December<br>31, 2013 | Year ended<br>December<br>31, 2012 | Year ended<br>December<br>31, 2011 |
|-------------------------------|------------------------------------|------------------------------------|------------------------------------|
| Expenses                      |                                    |                                    |                                    |
| Management Fee to the Sponsor | \$432,770                          | \$659,294                          | \$983,260                          |
| Expenses by the Fund          | \$3,037,091                        | \$3,495,445                        | \$2,508,118                        |
| Expenses Paid by the Sponsor  | \$-                                | \$124,000                          | \$-                                |
| Waived Management Fee         | \$-                                | \$-                                | \$-                                |

The following table presents information about the sponsor fee and allocation of expenses for the three months ended December 31, 2013, 2012 and 2011.



|                               | Three<br>months<br>ended<br>December<br>31, 2013 | Three<br>months<br>ended<br>December<br>31, 2012 | Three<br>months<br>ended<br>December<br>31, 2011 |
|-------------------------------|--|--|--|
| Expenses                      |  |  |  |
| Management Fee to the Sponsor | \$ 125,760                                       | \$ 125,142                                       | \$ 229,383                                       |
| Expenses by the Fund          | \$ 850,625                                       | \$ 854,330                                       | \$ 886,399                                       |
| Expenses Paid by the Sponsor  | \$ -   | \$ -   | \$ -   |
| Waived Management Fee         | \$ -   | \$ -   | \$ -   |

For the year ended December 31, 2012, there was also approximately \$560,000 of expenses recorded on the financial statements of the Sponsor which were subject to reimbursement by the Fund in 2013. The Sponsor had not determined, as of December 31, 2012, if it would seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Fund did not reflect an adjustment for this amount. As of December 31, 2013, the Sponsor had been reimbursed by CORN, a total of \$410,000 of the \$560,000; the Sponsor will not seek reimbursement in 2014 for any residual balance which is deemed attributable to the operation of the Fund. For the year ended December 31, 2014, there is approximately \$590,000 of expenses recorded on the financial statements of the Sponsor which is subject to reimbursement by the Funds in 2014. The Sponsor has not yet determined if it will seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Trust and the Funds do not reflect an adjustment for this amount.

### *Use of Estimates*

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of the revenue and expenses during the reporting period. Actual results could differ from those estimates.

### *Fair Value - Definition and Hierarchy*

In accordance with U.S. GAAP, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the “exit price”) in an orderly transaction between market participants at the measurement date.

In determining fair value, the Fund uses various valuation approaches. In accordance with GAAP, a fair value hierarchy for inputs is used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources

independent of the Fund. Unobservable inputs reflect the Fund's assumptions about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The fair value hierarchy is categorized into three levels based on the inputs as follows:

*Level 1* - Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Fund has the ability to access. Valuation adjustments and block discounts are not applied to Level 1 securities. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these securities does not entail a significant degree of judgment.

*Level 2* - Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

*Level 3* - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The availability of valuation techniques and observable inputs can vary from security to security and is affected by a wide variety of factors including, the type of security, whether the security is new and not yet established in the marketplace, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Those estimated values do not necessarily represent the amounts that may be ultimately realized due to the occurrence of future circumstances that cannot be reasonably determined. Because of the inherent uncertainty of valuation, those estimated values may be materially higher or lower than the values that would have been used had a ready market for the securities existed. Accordingly, the degree of judgment exercised by the Fund in determining fair value is greatest for securities categorized in Level 3. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy, within which the fair value measurement in its entirety falls, is determined based on the lowest level input that is significant to the fair value measurement.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Fund's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. The Fund uses prices and inputs that are current as of the measurement date, including during periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many securities. This condition could cause a security to be reclassified to a lower level within the fair value hierarchy. For instance, when Corn Futures Contracts on the CBOT are not actively trading due to a "limit-up" or limit-down" condition, meaning that the change in the Corn Futures Contracts has exceeded the limits established, the Trust and the Fund will revert to alternative verifiable sources of valuation of its assets. When such a situation exists on a quarter close, the Sponsor will calculate the Net Asset Value ("NAV") on a particular day using the Level 1 valuation, but will later recalculate the NAV for the impacted Fund based upon the valuation inputs from these alternative verifiable sources (Level 2 or Level 3) and will report such NAV in its applicable financial statements and reports.



On December 31, 2013 and December 31, 2012, in the opinion of the Trust and the Fund, the reported value of the Corn Futures Contracts traded on the CBOT fairly reflected the value of the Corn Futures Contracts held by the Fund, and no adjustments were necessary.

On March 31, 2013, the Corn Futures Contracts traded on the CBOT due to settle on July 12, 2013 (the “JUL13 Corn Contracts”) were in a “limit down” condition and, in the opinion of the Trust and CORN, the reported value at the close of market on that day did not fairly value the JUL13 Corn Contracts held by CORN. Therefore, the Trust and CORN used alternative verifiable sources to value the JUL13 Corn Contracts on March 31, 2013 and the financial statements of the Trust and the Fund have been adjusted accordingly. This adjustment resulted in a (\$410,475) decrease in the unrealized change in commodity futures contracted for the Trust and CORN in excess of reported CBOT values, for the quarter-ended March 31, 2013.

The Fund records its derivative activities at fair value. Gains and losses from derivative contracts are included in the statements of operations. Derivative contracts include futures contracts related to commodity prices. Futures, which are listed on a national securities exchange, such as the Chicago Board of Trade (“CBOT”) or the New York Mercantile Exchange (“NYMEX”), or reported on another national market, are generally categorized in Level 1 of the fair value hierarchy. OTC derivatives contracts (such as forward and swap contracts) which may be valued using models, depending on whether significant inputs are observable or unobservable, are categorized in Levels 2 or 3 of the fair value hierarchy.

### ***Net Income (Loss) per Share***

Net income (loss) per share is the difference between the NAV per unit at the beginning of each period and at the end of each period. The weighted average number of units outstanding was computed for purposes of disclosing net income (loss) per weighted average unit. The weighted average units are equal to the number of units outstanding at the end of the period, adjusted proportionately for units created or redeemed based on the amount of time the units were outstanding during such period.

### ***New Accounting Pronouncements***

The FASB issued ASU No. 2013-10, “Derivatives and Hedging (Topic 815): Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes. The amendments in this Update permit the Fed Funds Effective Swap Rate (OIS) to be used as a U.S. benchmark interest rate for hedge accounting purposes under Topic 815, in addition to UST and LIBOR. The amendments also remove the restriction on using different benchmark rates for similar hedges. The amendments are effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. The adoption did not have a significant impact on the financial statements disclosures for the Trust or the Funds.

The FASB issued ASU No. 2013-08, “Financial Services-Investment Companies (Topic 946)-Amendments to the Scope, Measurement, and Disclosure Requirements”. ASU No. 2013-08 affects the scope, measurement, and disclosure requirements for investment companies under U.S. GAAP. ASU 2013-08 is effective for interim and annual reporting periods in fiscal years beginning after December 15, 2013. The adoption did not have a significant impact on the financial statements disclosures for the Trust or the Fund.

In December 2011, the FASB issued ASU No. 2011-11, “Balance Sheet (Topic 210): Amendments of the FASB Accounting Standards Codification and Disclosures about Offsetting Assets and Liabilities in U.S. GAAP and IFRS.” ASU No. 2011-11 clarifies existing requirements for balance sheet offsetting and for disclosures about the offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position in converged guidance of the FASB and the International Accounting Standards Board. The amendments are to be applied retrospectively for all comparative periods presented. For public entities, the amendments are effective for annual reporting periods beginning on or after January 1, 2013. The adoption did not have a significant impact on the financial statement disclosures for the Fund.

**Note 3 – Fair Value Measurements**

The Fund’s assets and liabilities recorded at fair value have been categorized based upon a fair value hierarchy as described in the Fund’s significant accounting policies in Note 2. The following table presents information about the Fund’s assets and liabilities measured at fair value as of December 31, 2013 and December 31, 2012:

**December 31, 2013**

|                  |              |            |            | Balance as<br>of<br>December<br>31, 2013 |
|------------------|--------------|------------|------------|--|
| Assets:          | Level 1      | Level<br>2 | Level<br>3 |  |
| Cash equivalents | \$42,405,220 | \$ -       | \$ -       | \$42,405,220                             |

|                             |             |            |            | Balance as<br>of<br>December<br>31, 2013 |
|-----------------------------|-------------|------------|------------|--|
| Liabilities:                | Level 1     | Level<br>2 | Level<br>3 |  |
| Commodity futures contracts | \$4,884,788 | \$ -       | \$ -       | \$4,884,788                              |

**December 31, 2012**

Balance as  
of

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| Assets:          | Level 1      | Level 2 | Level 3 | December 31, 2012 |
|------------------|--------------|---------|---------|-------------------|
| Cash equivalents | \$34,631,982 | \$ -    | \$ -    | \$34,631,982      |

| Liabilities:                | Level 1     | Level 2 | Level 3 | Balance as of December 31, 2012 |
|-----------------------------|-------------|---------|---------|---------------------------------|
| Commodity futures contracts | \$2,213,775 | \$ -    | \$ -    | \$2,213,775                     |



Transfers into and out of each level of the fair value hierarchy for the JUL13 Corn Contracts, for the period from January 1, 2013 through December 31, 2013 were as follows:

|                             | Transfers<br>into<br>Level 1 | Transfers<br>out of<br>Level 1 | Transfers<br>into<br>Level 2 | Transfers<br>out of<br>Level 2 | Transfers<br>into<br>Level 3 | Transfers<br>out of<br>Level 3 |
|-----------------------------|------------------------------|--------------------------------|------------------------------|--------------------------------|------------------------------|--------------------------------|
| Liabilities (at fair value) |                              |                                |                              |                                |                              |                                |
| Derivative contracts        |                              |                                |                              |                                |                              |                                |
| Corn future contracts       | \$1,010,962                  | \$1,010,962                    | \$1,010,962                  | \$1,010,962                    | \$ -                         | \$ -                           |

For the year ended December 31, 2012, the Fund did not have any significant transfers between any of the levels of the fair value hierarchy.

#### ***Note 4 - Derivative Instruments and Hedging Activities***

In the normal course of business, the Fund utilizes derivative contracts in connection with its proprietary trading activities. Investments in derivative contracts are subject to additional risks that can result in a loss of all or part of an investment. The Fund's derivative activities and exposure to derivative contracts are classified by the following primary underlying risks: interest rate, credit, commodity price, and equity price risks. In addition to its primary underlying risks, the Fund is also subject to additional counterparty risk due to inability of its counterparties to meet the terms of their contracts. For the years ended December 31, 2013, 2012 and 2011 the Fund invested only in commodity futures contracts and Cleared Corn Swaps. Cleared Corn Swaps have standardized terms similar to, and are priced by reference to, the corresponding Benchmark Component Futures Contract. Additionally, Other Corn Interests that do not have standardized terms and are not exchange-traded, referred to as "over-the-counter" Corn Interests, can generally be structured as the parties to the Corn Interest contract desire. Therefore, the Fund might enter into multiple Cleared Swaps and/or over-the-counter Interests intended to exactly replicate the performance of the Benchmark Component Futures Contracts for the Fund, or a single over-the-counter Interest designed to replicate the performance of the Benchmark as a whole. Assuming that there is no default by a counterparty to an over-the-counter Interest, the performance of the Interest will not necessarily correlate exactly with the performance of the Benchmark or the applicable Benchmark Component Futures Contract.

#### ***Futures Contracts***

The Fund is subject to commodity price risk in the normal course of pursuing its investment objectives. A futures contract represents a commitment for the future purchase or sale of an asset at a specified price on a specified date.

The purchase and sale of futures contracts requires margin deposits with a Futures Commission Merchant ("FCM"). Subsequent payments (variation margin) are made or received by the Fund each day, depending on the daily fluctuations in the value of the contract, and are recorded as unrealized gains or losses by the Fund. Futures contracts may reduce the Fund's exposure to counterparty risk since futures contracts are exchange-traded; and the exchange's clearinghouse, as the counterparty to all exchange-traded futures, guarantees the futures against default.

The Commodity Exchange Act requires an FCM to segregate all customer transactions and assets from the FCM's proprietary activities. A customer's cash and other equity deposited with an FCM are considered commingled with all other customer funds subject to the FCM's segregation requirements. In the event of an FCM's insolvency, recovery may be limited to the Fund's pro rata share of segregated customer funds available. It is possible that the recovery amount could be less than the total of cash and other equity deposited.

The following table discloses information about offsetting assets and liabilities presented in the statements of assets and liabilities to enable users of these financial statements to evaluate the effect or potential effect of netting arrangements for recognized assets and liabilities. These recognized assets and liabilities are presented as defined in the Financial Accounting Standards Board's ("FASB") Accounting Standards Update ("ASU") No. 2011-11 "Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities" and subsequently clarified in FASB ASU 2013-01 "Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities."

The following table also identifies the fair value amounts of derivative instruments included in the statements of assets and liabilities as derivative contracts, categorized by primary underlying risk as of December 31, 2013 and December 31, 2012.

**Offsetting of Financial Liabilities and Derivative Liabilities as of December 31, 2013**

|                        | (i)  | (ii)  | (iii) = (i) –<br>(ii)   | (iv)   | (v) =<br>(iii) – (iv) |
|------------------------|--|---|---|--|-----------------------|
|                        |  |   |   | Gross Amount<br>Not Offset in the<br>Statement of<br>Assets and<br>Liabilities |                       |
|                        |  | Gross<br>Amount<br>Offset in<br>the<br>Statement<br>of<br>Assets<br>and | Net<br>Amount<br>Presented in<br>the<br>Statement<br>of<br>Assets and | Financial<br>Cash<br>Collateral  | Net<br>Amount         |
| Description            | Gross<br>Amount<br>of<br>Recognized<br>Liabilities | Liabilities   | Liabilities   | Instrument   | Pledged               |
| Commodity price        |  |   |   |  |                       |
| Corn futures contracts | \$ 4,884,788                                       | \$ -  | \$ 4,884,788  | \$ -   | \$ 4,884,788          |
|                        |  |   |   |  | \$ -                  |

**Offsetting of Financial Liabilities and Derivative Liabilities as of December 31, 2012**

|             | (i)  | (ii)  | (iii) = (i) –<br>(ii)   | (iv)   | (v) =<br>(iii) – (iv) |
|-------------|--|---|---|--|-----------------------|
|             |  |   |   | Gross Amount<br>Not Offset in the<br>Statement of<br>Assets and<br>Liabilities |                       |
|             |  | Gross<br>Amount<br>Offset in<br>the<br>Statement<br>of<br>Assets<br>and | Net<br>Amount<br>Presented in<br>the<br>Statement<br>of<br>Assets and | Financial<br>Cash<br>Collateral  | Net<br>Amount         |
| Description | Gross<br>Amount<br>of<br>Recognized<br>Liabilities | Liabilities   | Liabilities   | Instrument   | Pledged               |
|             |  |   |   |  |                       |

## Commodity price

Corn futures contracts \$ 2,213,775 \$ - \$ 2,213,775 \$ - \$ 2,213,775 \$ -

The following tables identify the net gain and loss amounts included in the statements of operations as realized and unrealized gains and losses on trading of commodity futures contracts categorized by primary underlying risk:

**Year ended December 31, 2013**

| <b>Primary Underlying Risk</b> | <b>Realized Loss on<br/>Derivative Instruments</b> | <b>Net Change in Unrealized Loss<br/>on Derivative Instruments</b> |
|--------------------------------|--|--|
| Commodity Price                |  |  |
| Commodity futures contracts    | \$ (10,581,838)                                    | \$ (2,671,013)   |

**Year ended December 31, 2012**

| <b>Primary Underlying Risk</b> | <b>Realized Gain on<br/>Derivative Instruments</b> | <b>Net Change in Unrealized Loss<br/>on Derivative Instruments</b> |
|--------------------------------|--|--|
| Commodity Price                |  |  |
| Commodity futures contracts    | \$ 11,440,433                                      | \$ (1,430,660 )  |

**Year ended December 31, 2011**

| <b>Primary Underlying Risk</b> | <b>Realized Gain on<br/>Derivative Instruments</b> | <b>Net Change in Unrealized Loss<br/>on Derivative Instruments</b> |
|--------------------------------|--|--|
| Commodity Price                |  |  |
| Commodity futures contracts    | \$ 7,937,425                                       | \$ (5,961,334 )  |

***Volume of Derivative Activities***

The notional amounts and number of contracts categorized by primary underlying risk, commodity price risk, are included in the schedule of investments as of December 31, 2013 and December 31, 2012.

***Note 5 - Financial Highlights***

The following tables present per unit performance data and other supplemental financial data for the years ended December 31, 2013, 2012 and 2011. This information has been derived from information presented in the financial

statements.

|  | Year<br>ended<br>December<br>31, 2013 | Year<br>ended<br>December<br>31, 2012 | Year<br>ended<br>December<br>31, 2011 |
|--|---------------------------------------|---------------------------------------|---------------------------------------|
| Per Share Operation Performance  |                                       |                                       |                                       |
| Net asset value at beginning of period                                 | \$ 44.34                              | \$ 41.92                              | \$ 39.06                              |
| Income from investment operations:                                     |                                       |                                       |                                       |
| Investment income  | 0.02                                  | 0.04                                  | 0.03                                  |
| Net realized and unrealized (loss) gain on commodity futures contracts | (11.12 )                              | 4.70                                  | 3.95                                  |
| Total expenses   | (2.60 )                               | (2.32 )                               | (1.12 )                               |
| Net (decrease) increase in net asset value                             | (13.70 )                              | 2.42                                  | 2.86                                  |
| Net asset value at end of period                                       | \$ 30.64                              | \$ 44.34                              | \$ 41.92                              |
| Total Return   | (30.90 )%                             | 5.77 %                                | 7.32 %                                |
| Ratios to Average Net Assets   |                                       |                                       |                                       |
| Total expense  | 7.01 %                                | 5.31 %                                | 2.55 %                                |
| Net investment loss  | (6.96 )%                              | (5.23 )%                              | (2.49 )%                              |

Total returns are calculated based on the change in value during the period. An individual shareholder's total return and ratio may vary from the above total returns and ratios based on the timing of contributions to and withdrawals from the Fund.

The financial highlights per share data are calculated using the average of the daily shares outstanding for the reporting period, which is inclusive of the last day of the period under report. The asset-based per share data in the financial highlights are calculated using the prior day's net assets consistent with the methodology used to calculate asset-based fees and expenses.

The following table presents information about the sponsor fee and allocation of expenses for the years ended December 31, 2013, 2012 and 2011.

|                               | Year ended<br>December<br>31, 2013 | Year ended<br>December<br>31, 2012 | Year ended<br>December<br>31, 2011 |
|-------------------------------|------------------------------------|------------------------------------|------------------------------------|
| Expenses                      |                                    |                                    |                                    |
| Management Fee to the Sponsor | \$432,770                          | \$659,294                          | \$983,260                          |
| Expenses by the Fund          | \$3,037,091                        | \$3,495,445                        | \$2,508,118                        |
| Expenses Paid by the Sponsor  | \$-                                | \$124,000                          | \$-                                |
| Waived Management Fee         | \$-                                | \$-                                | \$-                                |

For the year ended December 31, 2012, there was also approximately \$560,000 of expenses recorded on the financial statements of the Sponsor which were subject to reimbursement by the Fund in 2013. The Sponsor had not determined, as of December 31, 2012, if it would seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Fund did not reflect an adjustment for this amount. As of December 31, 2013, the Sponsor had been reimbursed by CORN, a total of \$410,000 of the \$560,000; the Sponsor will not seek reimbursement in 2014 for any residual balance which is deemed attributable to the operation of the Fund. For the year ended December 31, 2013, there is approximately \$590,000 of expenses recorded on the financial statements of the Sponsor which is subject to reimbursement by the Funds in 2014. The Sponsor has not yet determined if it will seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Trust and the Funds do not reflect an adjustment for this amount.

***Note 6 – Quarterly Financial Data (Unaudited)***

The following summarized quarterly financial information presents the results of operations for the Teucrium Corn Fund and other data for three-month periods ended March 31, June 30, September 30 and December 31, 2013 and 2012.

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|                    | First<br>Quarter<br>2013 | Second<br>Quarter<br>2013 | Third<br>Quarter<br>2013 | Fourth<br>Quarter<br>2013 |
|--------------------|--------------------------|---------------------------|--------------------------|---------------------------|
| Total Loss         | \$(2,462,883)            | \$(1,815,942)             | \$(5,484,081)            | \$(3,469,135)             |
| Total Expenses     | 673,927                  | 675,057                   | 837,482                  | 850,625                   |
| Net Loss           | \$(3,136,810)            | \$(2,490,999)             | \$(6,321,563)            | \$(4,319,760)             |
| Net Loss per share | \$(3.34 )                | \$(2.30 )                 | \$(5.25 )                | \$(2.81 )                 |

|                             | First<br>Quarter<br>2012 | Second<br>Quarter<br>2012 | Third<br>Quarter<br>2012 | Fourth<br>Quarter<br>2012 |
|-----------------------------|--------------------------|---------------------------|--------------------------|---------------------------|
| Total (Loss) Income         | \$(3,568,540)            | \$3,917,888               | \$12,998,376             | \$(3,284,553)             |
| Total Expenses              | 887,559                  | 824,260                   | 929,296                  | 854,330                   |
| Net (Loss) Income           | \$(4,456,099)            | \$3,093,628               | \$12,069,080             | \$(4,138,883)             |
| Net (Loss) Income per share | \$(2.75 )                | \$2.85                    | \$6.38                   | \$(4.06 )                 |

***Note 7 - Organizational and Offering Costs***

Expenses incurred in organizing of the Trust and the initial offering of the Shares of the Fund, including applicable SEC registration fees were borne directly by the Sponsor. The Fund will not be obligated to reimburse the Sponsor.

***Note 8 – Subsequent Events***

The Trust evaluates subsequent events through the date when financial statements are filed with the SEC.

From December 31, 2013 through March 9, 2014, the Shares Outstanding for the Fund has increased from 1,550,004 to 3,825,004; this represents a 146.77% increase. This increase in shares, in conjunction with a 10.12% increase in the NAV, has resulted in an increase in Total Net Assets of \$81,568,144 or 171.72%.

## Report of Independent Registered Public Accounting Firm

To the Sponsor of

Teucrium Natural Gas Fund

We have audited the accompanying statements of assets and liabilities of Teucrium Natural Gas Fund (the “Fund”), including the schedules of investments, as of December 31, 2013 and 2012, and the related statements of operations, changes in net assets and cash flows for each of the years in the two-year period ended December 31, 2013 and for the period from February 1, 2011 (commencement of operations) through December 31, 2011. We also have audited the Fund’s internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). The Fund’s management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Fund’s internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

An entity’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. An entity’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the entity; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting



principles, and that receipts and expenditures of the entity are being made only in accordance with authorizations of management and directors of the entity; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the entity's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Teucrium Natural Gas Fund as of December 31, 2013 and 2012, and the results of its operations, changes in its net assets and its cash flows for each of the years in the two-year period ended December 31, 2013 and for the period from February 1, 2011 (commencement of operations) through December 31, 2011 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Fund maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control – Integrated Framework issued by COSO.

Rothstein Kass

/s/ Rothstein Kass

Walnut Creek, California

March 14, 2014

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**TEUCRIUM NATURAL GAS FUND****STATEMENTS OF ASSETS AND LIABILITIES**

|  | December<br>31, 2013 | December<br>31, 2012 |
|--|----------------------|----------------------|
| <b>Assets</b>                          |                      |                      |
| Equity in BNY Mellon trading accounts: |                      |                      |
| Cash and cash equivalents              | \$ 1,752,722         | \$4,476,336          |
| Commodity futures contracts            | 84,050               | 9,550                |
| Collateral, due from broker            | -                    | 367,374              |
| Interest receivable                    | 126                  | 305                  |
| Other assets                           | 12,337               | 10,989               |
| Total assets                           | 1,849,235            | 4,864,554            |
| <b>Liabilities</b>                     |                      |                      |
| Commodity futures contracts            | -                    | 233,919              |
| Collateral, due to broker              | 74,157               | -                    |
| Management fee payable to Sponsor      | 1,671                | 4,046                |
| Other liabilities                      | 152                  | 968                  |
| Total liabilities                      | 75,980               | 238,933              |
| Net assets                             | \$ 1,773,255         | \$4,625,621          |
| Shares outstanding                     | 150,004              | 400,004              |
| Net asset value per share              | \$ 11.82             | \$11.56              |
| Market value per share                 | \$ 12.00             | \$11.58              |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM NATURAL GAS FUND****SCHEDULE OF INVESTMENTS**

December 31, 2013

| <b>Description: Assets</b>   | <b>Fair Value</b> | <b>Percentage of<br/>Net Assets</b> | <b>Notional<br/>Amount<br/>(Long<br/>Exposure)</b> |
|--|-------------------|-------------------------------------|--|
| Cash equivalents   |                   |                                     |  |
| Money market funds   |                   |                                     |  |
| Dreyfus Cash Management  | \$1,752,722       | 98.84                               | %  |
| Commodity futures contracts  |                   |                                     |  |
| United States natural gas futures contracts                                  |                   |                                     |  |
| NYMEX natural gas futures (10 contracts, settlement date February 26, 2014)  | \$21,140          | 1.19                                | % \$419,300  |
| NYMEX natural gas futures (11 contracts, settlement date March 27, 2014)     | 17,400            | 0.98                                | 451,550  |
| NYMEX natural gas futures (11 contracts, settlement date September 26, 2014) | 23,670            | 1.34                                | 457,820  |
| NYMEX natural gas futures (11 contracts, settlement date October 29, 2014)   | 21,840            | 1.23                                | 462,440  |
| Total commodity futures contracts  | \$84,050          | 4.74                                | % \$1,791,110                                      |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM NATURAL GAS FUND****SCHEDULE OF INVESTMENTS**

December 31, 2012

| <b>Description: Assets</b>   | <b>Fair Value</b>     | <b>Percentage of<br/>Net Assets</b> | <b>Notional<br/>Amount<br/>(Long<br/>Exposure)</b> |
|--|-----------------------|-------------------------------------|--|
| Cash equivalents   |                       |                                     |  |
| Money market funds   |                       |                                     |  |
| Dreyfus Cash Management Plus   | \$4,476,336           | 96.77                               | %  |
| Commodity futures contracts  |                       |                                     |  |
| United States natural gas futures contracts                                  |                       |                                     |  |
| NYMEX natural gas futures (32 contracts, settlement date September 26, 2013) | \$9,550               | 0.21                                | % \$1,161,600                                      |
|  |                       |                                     |  |
| <b>Description: Liabilities</b>  | <b>Fair<br/>Value</b> | <b>Percentage of<br/>Net Assets</b> | <b>Notional<br/>Amount<br/>(Long<br/>Exposure)</b> |
| Commodity futures contracts  |                       |                                     |  |
| United States natural gas futures contracts                                  |                       |                                     |  |
| NYMEX natural gas futures (34 contracts, settlement date February 26, 2013)  | \$103,412             | 2.24                                | % \$1,144,100                                      |
| NYMEX natural gas futures (34 contracts, settlement date March 26, 2013)     | 61,967                | 1.34                                | 1,157,020  |
| NYMEX natural gas futures (31 contracts, settlement date October 29, 2013)   | 68,540                | 1.48                                | 1,160,950  |
| Total commodity futures contracts  | \$233,919             | 5.06                                | % \$3,462,070                                      |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM NATURAL GAS FUND****STATEMENTS OF OPERATIONS**

|  | Year ended<br>December<br>31, 2013 | Year<br>ended<br>December<br>31, 2012 | From the commencement<br>of<br>operations (February 1, 2011)<br>through December<br>31, 2011 |
|--|------------------------------------|---------------------------------------|--|
| <b>Income</b>  |                                    |                                       |  |
| Realized and unrealized gain (loss) on trading of commodity futures contracts:       |                                    |                                       |  |
| Realized loss on commodity futures contracts   | \$ (250,149)                       | \$(828,012 )                          | \$ (541,020 )  |
| Net change in unrealized appreciation or depreciation on commodity futures contracts |                                    |                                       | (602,440 )   |
|  | 308,419                            | 378,071                               |  |
| Interest income  | 1,807                              | 2,389                                 | 1,369  |
| Total income (loss)  | 60,077                             | (447,552 )                            | (1,142,091 )   |
| <b>Expenses</b>  |                                    |                                       |  |
| Management fees  | 34,958                             | 18,038                                | 2,782  |
| Professional fees  | 10,838                             | 5,253                                 | 52,608   |
| Distribution and marketing fees  | 1,479                              | 11,808                                | 110,596  |
| Custodian fees and expenses  | 2,805                              | 4,444                                 | 63,922   |
| Business permits and licenses fees   | -                                  | 142                                   | 4,579  |
| General and administrative expenses  | 324                                | 4,575                                 | 2,213  |
| Brokerage commissions  | 1,057                              | 917                                   | 532  |
| Other expenses   | (74)                               | 510                                   | 2  |
| Total expenses   | 51,387                             | 45,687                                | 237,234  |
| <b>Net income (loss)</b>   | <b>\$ 8,690</b>                    | <b>\$(493,239 )</b>                   | <b>\$ (1,379,325 )</b>   |
| Net income (loss) per share  | \$H.26                             | \$(2.25 )                             | \$ (11.19 )  |
| Net income (loss) per weighted average share   | \$H.03                             | \$(1.92 )                             | \$ (12.74 )  |
| Weighted average shares outstanding  | 299,867                            | 256,971                               | 108,238  |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM NATURAL GAS FUND****STATEMENTS OF CHANGES IN NET ASSETS**

|  | Year ended<br>December<br>31, 2013 | Year ended<br>December<br>31, 2012 | From the commencement of<br>operations (February 1, 2011)<br>through December 31, 2011 |
|--|------------------------------------|------------------------------------|--|
| Operations                                       |                                    |                                    |  |
| Net income (loss)                                | \$8,690                            | \$(493,239 )                       | \$ (1,379,325 )  |
| Capital transactions                             |                                    |                                    |  |
| Issuance of Shares                               | —                                  | 3,737,493                          | 5,000,000  |
| Redemption of Shares                             | (2,861,056)                        | —                                  | (2,239,408 )   |
| Total capital transactions                       | (2,861,056)                        | 3,737,493                          | 2,760,592  |
| Net change in net assets                         | (2,852,366)                        | 3,244,254                          | 1,381,267  |
| Net assets, beginning of period                  | 4,625,621                          | 1,381,367                          | 100  |
| Net assets, end of period                        | \$1,773,255                        | \$4,625,621                        | \$ 1,381,367   |
| Net asset value per share at beginning of period | \$11.56                            | \$13.81                            | \$ 25.00   |
| At end of period                                 | \$11.82                            | \$11.56                            | \$ 13.81   |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM NATURAL GAS FUND****STATEMENTS OF CASH FLOWS**

|   | Year ended<br>December<br>31, 2013 | Year ended<br>December<br>31, 2012 | From the commencement<br>of<br>operations (February 1, 2011)<br>through December<br>31, 2011 |
|---|------------------------------------|------------------------------------|--|
| Cash flows from operating activities:   |                                    |                                    |  |
| Net income (loss)   | \$8,690                            | \$(493,239 )                       | \$ (1,379,325 )  |
| Adjustments to reconcile net income (loss) to net cash provided<br>by (used in) operating activities: |                                    |                                    |  |
| Net change in unrealized appreciation or depreciation on<br>commodity futures contracts               | (308,419 )                         | (378,071 )                         | 602,440  |
| Changes in operating assets and liabilities:  |                                    |                                    |  |
| Collateral, due from broker   | 367,374                            | 333,199                            | (700,573 )   |
| Interest receivable   | 179                                | (248 )                             | (57 )  |
| Other assets  | (1,348 )                           | 1,819                              | (12,808 )  |
| Collateral, due to broker   | 74,157                             | -                                  | -  |
| Management fee payable to Sponsor   | (2,375 )                           | 4,046                              | -  |
| Other liabilities   | (816 )                             | (5,822 )                           | 6,790  |
| Net cash provided by (used in) operating activities   | 137,442                            | (538,316 )                         | (1,483,533 )   |
| Cash flows from financing activities:   |                                    |                                    |  |
| Proceeds from sale of Shares  | -                                  | 3,737,493                          | 5,000,000  |
| Redemption of Shares  | (2,861,056)                        | -                                  | (2,239,408 )   |
| Net cash (used in) provided by financing activities   | (2,861,056)                        | 3,737,493                          | 2,760,592  |
| Net change in cash and cash equivalents   | (2,723,614)                        | 3,199,177                          | 1,277,059  |
| Cash and cash equivalents, beginning of period  | 4,476,336                          | 1,277,159                          | 100  |
| Cash and cash equivalents, end of period  | \$1,752,722                        | \$4,476,336                        | \$ 1,277,159   |

*The accompanying notes are an integral part of these financial statements.*

## NOTES TO FINANCIAL STATEMENTS

**December 31, 2013**

### *Note 1 – Organization and Operation*

Teucrium Natural Gas Fund (referred to herein as “NAGS,” or the “Fund”) is a commodity pool that is a series of Teucrium Commodity Trust (“Trust”), a Delaware statutory trust formed on September 11, 2009. The Fund issues common units, called the “Shares,” representing fractional undivided beneficial interests in the Fund. The Fund continuously offers Creation Baskets consisting of 50,000 Shares at their Net Asset Value (“NAV”) to “Authorized Purchasers” through Foreside Fund Services, LLC, which is the distributor for the Fund (the “Distributor”). Authorized Purchasers sell such Shares, which are listed on the New York Stock Exchange (“NYSE”) Arca under the symbol “NAGS,” to the public at per-Share offering prices that reflect, among other factors, the trading price of the Shares on the NYSE Arca, the NAV of the Fund at the time the Authorized Purchaser purchased the Creation Baskets and the NAV at the time of the offer of the Shares to the public, the supply of and demand for Shares at the time of sale, and the liquidity of the markets for natural gas interests. The Fund’s Shares trade in the secondary market on the NYSE Arca at prices that are lower or higher than their NAV per Share.

The investment objective of the Fund is to have the daily changes in percentage terms of the Shares’ NAV reflect the daily changes in percentage terms of a weighted average of the following: the nearest to spot month March, April, October and November Henry Hub Natural Gas Futures Contracts traded on the New York Mercantile Exchange (“NYMEX”), weighted 25% equally in each contract month. (This weighted average of the four referenced Natural Gas Futures Contracts is referred to herein as the “NAGS Benchmark,” and the four Natural Gas Futures Contracts that at any given time make up the Benchmark are referred to herein as the “NAGS Benchmark Component Futures Contracts.”)

The Fund commenced investment operations on February 1, 2011 and has a fiscal year ending December 31. The Fund’s sponsor is Teucrium Trading, LLC (the “Sponsor”). The Sponsor is responsible for the management of the Fund. The Sponsor is a member of the National Futures Association (the “NFA”) and became a commodity pool operator registered with the Commodity Futures Trading Commission (the “CFTC”) effective November 10, 2009.

On October 22, 2010, the Fund’s initial registration of 40,000,000 shares on Form S-1 was declared effective by the U.S. Securities and Exchange Commission (“SEC”). On February 1, 2011, the Fund listed its shares on the NYSE Arca under the ticker symbol “NAGS”. On the day prior to that, the Fund issued 200,000 shares in exchange for \$5,000,000 at NAGS’ initial NAV of \$25 per share. The Fund also commenced investment operations on February 1, 2011 by purchasing commodity futures contracts traded on the NYMEX. On December 31, 2010, the Fund had two shares outstanding which were owned by the Sponsor.



***Note 2 – Summary of Significant Accounting Policies***

***Basis of Presentation***

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) as detailed in the Financial Accounting Standards Board’s Accounting Standards Codification.

***Reclassifications***

Certain amounts in prior periods have been reclassified to conform to current period presentation.

***Revenue Recognition***

Commodity futures contracts are recorded on the trade date. All such transactions are recorded on the identified cost basis and marked to market daily. Unrealized appreciation or depreciation on commodity futures contracts are reflected in the statements of operations as the difference between the original contract amount and the fair market value as of the last business day of the year or as of the last date of the financial statements. Changes in the appreciation or depreciation between periods are reflected in the statements of operations. Interest on cash equivalents and deposits with the Futures Commission Merchant are recognized on the accrual basis. The Fund earns interest on its assets denominated in U.S. dollars on deposit with the Futures Commission Merchant. In addition, the Fund earns interest on funds held at the custodian at prevailing market rates for such investments.

***Brokerage Commissions***

Brokerage commissions on all open commodity futures contracts are accrued on a full-turn basis.

***Income Taxes***

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For tax purposes, the Fund will be treated as a partnership. The Fund does not record a provision for income taxes because the partners report their share of the Fund's income or loss on their income tax returns. The financial statements reflect the Fund's transactions without adjustment, if any, required for income tax purposes.

The Fund is required to determine whether a tax position is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The Fund files an income tax return in the U.S. federal jurisdiction, and may file income tax returns in various U.S. states and foreign jurisdictions. The Fund is

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subject to income tax examinations by major taxing authorities for all tax years since inception. The tax benefit recognized is measured as the largest amount of benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. De-recognition of a tax benefit previously recognized results in the Fund recording a tax liability that reduces net assets. Based on its analysis, the Fund has determined that it has not incurred any liability for unrecognized tax benefits as of and for the years ended December 31, 2013, 2012 and from the commencement of operations (February 1, 2011) through December 31, 2011. However, the Fund's conclusions regarding this policy may be subject to review and adjustment at a later date based on factors including, but not limited to, ongoing analysis of and changes to tax laws, regulations, and interpretations thereof.

The Fund recognizes interest accrued related to unrecognized tax benefits and penalties related to unrecognized tax benefits in income tax fees payable, if assessed. No interest expense or penalties have been recognized as of and for the periods ended December 31, 2013 and 2012.

The Fund may be subject to potential examination by U.S. federal, U.S. state, or foreign jurisdictional authorities in the area of income taxes. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions, and compliance with U.S. federal, U.S. state and foreign tax laws. The Fund's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

### ***Creations and Redemptions***

Authorized Purchasers may purchase Creation Baskets consisting of 50,000 shares from the Fund. The amount of the proceeds required to purchase a Creation Basket will be equal to the NAV of the shares in the Creation Basket determined as of 4:00 p.m. New York time on the day the order to create the basket is properly received.

Authorized Purchasers may redeem shares from the Fund only in blocks of 50,000 shares called "Redemption Baskets." The amount of the redemption proceeds for a Redemption Basket will be equal to the NAV of the shares in the Redemption Basket determined as of 4:00 p.m. New York time on the day the order to redeem the basket is properly received.

The Fund receives or pays the proceeds from shares sold or redeemed within three business days after the trade date of the purchase or redemption. The amounts due from Authorized Purchasers are reflected in the Fund's statements of assets and liabilities as receivable for shares sold. Amounts payable to Authorized Purchasers upon redemption are reflected in the Fund's statements of assets and liabilities as payable for shares redeemed.

As outlined in the most recent Form S-1 filing, 100,000 shares represents two Redemption Baskets for the Fund and a minimum level of shares.

### *Allocation of Shareholder Income and Losses*

Profit or loss is allocated among the shareholders of the Fund in proportion to the number of shares each shareholder holds as of the close of each month.

### *Cash Equivalents*

Cash equivalents are highly-liquid investments with original maturity dates of three months or less at inception. The Fund reported its cash equivalents in the statements of assets and liabilities at market value, or at carrying amounts that approximate fair value, because of their highly-liquid nature and short-term maturities. The Fund has a substantial portion of its assets on deposit with banks. Assets deposited with the bank may, at times, exceed federally insured limits. The Fund had a balance of \$1,752,722 and \$4,476,336 in money market funds on December 31, 2013 and December 31, 2012, respectively; these balances are included in cash and cash equivalents on the statements of assets and liabilities.

### *Collateral, Due from/to Broker*

Margin is the minimum amount of funds that must be deposited by a commodity interest trader with the trader's broker to initiate and maintain an open position in futures contracts. A margin deposit acts to assure the trader's performance of the futures contracts purchased or sold. Futures contracts are customarily bought and sold on initial margin that represents a very small percentage of the aggregate purchase or sales price of the contract. Because of such low margin requirements, price fluctuations occurring in the futures markets may create profits and losses that, in relation to the amount invested, are greater than are customary in other forms of investment or speculation. As discussed below, adverse price changes in the futures contract may result in margin requirements that greatly exceed the initial margin. In addition, the amount of margin required in connection with a particular futures contract is set from time to time by the exchange on which the contract is traded and may be modified from time to time by the exchange during the term of the contract. Brokerage firms, such as the Fund's clearing brokers, carrying accounts for traders in commodity interest contracts generally require higher amounts of margin as a matter of policy to further protect themselves. Over-the-counter trading generally involves the extension of credit between counterparties, so the counterparties may agree to require the posting of collateral by one or both parties to address credit exposure.

When a trader purchases an option, there is no margin requirement; however, the option premium must be paid in full. When a trader sells an option, on the other hand, he or she is required to deposit margin in an amount determined by the margin requirements established for the underlying interest and, in addition, an amount substantially equal to the

current premium for the option. The margin requirements imposed on the selling of options, although adjusted to reflect the probability that out-of-the-money options will not be exercised, can in fact be higher than those imposed in dealing in the futures markets directly. Complicated margin requirements apply to spreads and conversions, which are complex trading strategies in which a trader acquires a mixture of options positions and positions in the underlying interest.

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Ongoing or “maintenance” margin requirements are computed each day by a trader’s clearing broker. When the market value of a particular open futures contract changes to a point where the margin on deposit does not satisfy maintenance margin requirements, a margin call is made by the broker. If the margin call is not met within a reasonable time, the broker may close out the trader’s position. With respect to the Fund’s trading, the Fund (and not its shareholders personally) is subject to margin calls.

Finally, many major U.S. exchanges have passed certain cross margining arrangements involving procedures pursuant to which the futures and options positions held in an account would, in the case of some accounts, be aggregated and margin requirements would be assessed on a portfolio basis, measuring the total risk of the combined positions.

### *Calculation of Net Asset Value*

The Fund’s NAV is calculated by:

• Taking the current market value of its total assets and

• Subtracting any liabilities.

The administrator, the Bank of New York Mellon, calculates the NAV of the Fund once each trading day. It calculates the NAV as of the earlier of the close of the NYSE or 4:00 p.m. New York time. The NAV for a particular trading day is released after 4:15 p.m. New York time.

In determining the value of Natural Gas Futures Contracts, the administrator uses the NYMEX closing price (currently 2:30 p.m. New York time). The administrator determines the value of all other Fund investments as of the earlier of the close of the NYSE or 4:00 p.m. New York time. The value of over-the-counter natural gas interests is determined based on the value of the commodity or futures contract underlying such natural gas interest, except that a fair value may be determined if the Sponsor believes that the Fund is subject to significant credit risk relating to the counterparty to such natural gas interest. For purposes of financial statements and reports, the Sponsor will recalculate the NAV where necessary to reflect the “fair value” of a Futures Contract when the Futures Contract closes at its price fluctuation limit for the day. Treasury securities held by the Fund are valued by the administrator using values received from recognized third-party vendors and dealer quotes. NAV includes any unrealized profit or loss on open natural gas interests and any other income or expense accruing to the Fund but unpaid or not received by the Fund.

### *Sponsor Fee and Allocation of Expenses*

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The Sponsor is responsible for investing the assets of the Fund in accordance with the objectives and policies of the Fund. In addition, the Sponsor arranges for one or more third parties to provide administrative, custodial, accounting, transfer agency and other necessary services to the Fund. For these services, the Fund is contractually obligated to pay a monthly management fee to the Sponsor, based on average daily net assets, at a rate equal to 1.00% per annum.

The Fund generally pays for all brokerage fees, taxes and other expenses, including licensing fees for the use of intellectual property, registration or other fees paid to the SEC, the Financial Industry Regulatory Authority (“FINRA”), formerly the National Association of Securities Dealers, or any other regulatory agency in connection with the offer and sale of subsequent Shares after its initial registration and all legal, accounting, printing and other expenses associated therewith. The Fund also pays its portion of the fees and expenses associated with the Trust’s tax accounting and reporting requirements. Certain aggregate expenses common to all Funds managed by the Sponsor are allocated to each Fund based on activity drivers deemed most appropriate by the Sponsor for such expenses. The Sponsor can elect to waive certain fees or expenses that would generally be paid for by the Fund. All asset-based fees and expenses are calculated on the prior day’s net assets. On July 29, 2011, the Sponsor filed a Form 8-K with the SEC which stated that effective August 1, 2011, the Sponsor has agreed to voluntarily cap the management fee and expenses of NAGS at 1.5% per annum of the daily net assets of the Fund. The cap may be terminated by the Sponsor at any time with 90 days’ notice.

The following table presents information about the sponsor fee and allocation of expenses for the years ended December 31, 2013, 2012 and from the commencement of operations (February 1, 2011) through December 31, 2011.

| Expenses                      | Year ended<br>December<br>31, 2013 | Year ended<br>December<br>31, 2012 | From the<br>commencement<br>of<br>operations<br>(February 1,<br>2011)<br>through<br>December 31,<br>2011 |
|-------------------------------|------------------------------------|------------------------------------|--|
| Management Fee to the Sponsor | \$ 34,958                          | \$ 18,038                          | \$ 2,782   |
| Expenses by the Fund          | \$ 51,387                          | \$ 45,687                          | \$ 237,234   |
| Expenses Paid by the Sponsor  | \$ 65,200                          | \$ 19,200                          | \$ 24,000  |
| Waived Management Fee         | \$ -                               | \$ 13,000                          | \$ 18,000  |

The following table presents information about the sponsor fee and allocation of expenses for the three months ended December 31, 2013, 2012 and 2011.

|                               | Three<br>months<br>ended<br>December<br>31, 2013 | Three<br>months<br>ended<br>December<br>31, 2012 | Three<br>months<br>ended<br>December<br>31, 2011 |
|-------------------------------|--|--|--|
| Expenses                      |  |  |  |
| Management Fee to the Sponsor | \$ 6,960   | \$ 12,205  | \$ -   |
| Expenses by the Fund          | \$ 10,274  | \$ 17,864  | \$ 13,766  |
| Expenses Paid by the Sponsor  | \$ 11,500  | \$ 9,400   | \$ -   |
| Waived Management Fee         | \$ -   | \$ -   | \$ 4,300   |

For the year ended December 31, 2013, there is approximately \$590,000 of expenses recorded on the financial statements of the Sponsor which is subject to reimbursement by the Funds in 2014. The Sponsor has not yet determined if it will seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Trust and the Funds do not reflect an adjustment for this amount.

#### *Use of Estimates*

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of the revenue and expenses during the reporting period. Actual results could differ from those estimates.

#### *Fair Value - Definition and Hierarchy*

In accordance with U.S. GAAP, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the “exit price”) in an orderly transaction between market participants at the measurement date.

In determining fair value, the Fund uses various valuation approaches. In accordance with U.S. GAAP, a fair value hierarchy for inputs is used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Fund. Unobservable inputs reflect the Fund’s assumptions about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The fair value hierarchy is categorized into three levels based on the inputs as follows:



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*Level 1* - Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Fund has the ability to access. Valuation adjustments and block discounts are not applied to Level 1 securities. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these securities does not entail a significant degree of judgment.

*Level 2* - Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

*Level 3* - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The availability of valuation techniques and observable inputs can vary from security to security and is affected by a wide variety of factors including, the type of security, whether the security is new and not yet established in the marketplace, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Those estimated values do not necessarily represent the amounts that may be ultimately realized due to the occurrence of future circumstances that cannot be reasonably determined. Because of the inherent uncertainty of valuation, those estimated values may be materially higher or lower than the values that would have been used had a ready market for the securities existed. Accordingly, the degree of judgment exercised by the Fund in determining fair value is greatest for securities categorized in Level 3. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement in its entirety falls, is determined based on the lowest level input that is significant to the fair value measurement.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Fund's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. The Fund uses prices and inputs that are current as of the measurement date, including periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many securities. This condition could cause a security to be reclassified to a lower level within the fair value hierarchy. When such a situation exists on a quarter close, the Sponsor will calculate the NAV on a particular day using the Level 1 valuation, but will later recalculate the NAV for the impacted Fund based upon the valuation inputs from these alternative verifiable sources (Level 2 or Level 3) and will report such NAV in its applicable financial statements and reports.

On December 31, 2013 and December 31, 2012, in the opinion of the Trust and the Fund, the reported value of the Natural Gas Futures Contracts traded on the NYMEX fairly reflected the value of the Natural Gas Futures Contracts held by the Fund, and no adjustments were necessary.

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The Fund records its derivative activities at fair value. Gains and losses from derivative contracts are included in the statements of operations. Derivative contracts include futures contracts related to commodity prices. Futures, which are listed on a national securities exchange, such as the CBOT or the NYMEX, or reported on another national market, are generally categorized in Level 1 of the fair value hierarchy. OTC derivatives contracts (such as forward and swap contracts) which may be valued using models, depending on whether significant inputs are observable or unobservable, are categorized in Levels 2 or 3 of the fair value hierarchy.

### ***Net Income (Loss) per Share***

Net income (loss) per share is the difference between the NAV per unit at the beginning of each period and at the end of each period. The weighted average number of units outstanding was computed for purposes of disclosing net income (loss) per weighted average unit. The weighted average units are equal to the number of units outstanding at the end of the period, adjusted proportionately for units created or redeemed based on the amount of time the units were outstanding during such period.

### ***New Accounting Pronouncements***

The FASB issued ASU No. 2013-10, “Derivatives and Hedging (Topic 815): Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes. The amendments in this Update permit the Fed Funds Effective Swap Rate (OIS) to be used as a U.S. benchmark interest rate for hedge accounting purposes under Topic 815, in addition to UST and LIBOR. The amendments also remove the restriction on using different benchmark rates for similar hedges. The amendments are effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. The adoption did not have a significant impact on the financial statements disclosures for the Trust or the Funds.

The FASB issued ASU No. 2013-08, “Financial Services-Investment Companies (Topic 946)-Amendments to the Scope, Measurement, and Disclosure Requirements”. ASU No. 2013-08 affects the scope, measurement, and disclosure requirements for investment companies under U.S. GAAP. ASU 2013-08 is effective for interim and annual reporting periods in fiscal years beginning after December 15, 2013. The adoption did not have a significant impact on the financial statements disclosures for the Trust or the Fund.

In December 2011, the FASB issued ASU No. 2011-11, “Balance Sheet (Topic 210): Amendments of the FASB Accounting Standards Codification and Disclosures about Offsetting Assets and Liabilities in U.S. GAAP and IFRS.” ASU No. 2011-11 clarifies existing requirements for balance sheet offsetting and for disclosures about the offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position in converged guidance of the FASB and the International Accounting Standards Board. The amendments are to be applied retrospectively for all comparative periods presented. For public entities, the amendments are effective for annual reporting periods beginning on or after January 1, 2013. The adoption did not have a significant impact on the financial statement disclosures for the Fund.

### ***Note 3 – Fair Value Measurements***

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The Fund's assets and liabilities recorded at fair value have been categorized based upon a fair value hierarchy as described in the Fund's significant accounting policies in Note 2. The following table presents information about the Fund's assets and liabilities measured at fair value as of December 31, 2013 and December 31, 2012:

### December 31, 2013

|                             | Level 1     | Level 2 | Level 3 | Balance as of<br>December<br>31, 2013 |
|-----------------------------|-------------|---------|---------|---------------------------------------|
| Assets:                     |             |         |         |                                       |
| Cash equivalents            | \$1,752,722 | \$ -    | \$ -    | \$1,752,722                           |
| Commodity futures contracts | 84,050      | -       | -       | 84,050                                |
| Total                       | \$1,836,772 | \$ -    | \$ -    | \$1,836,772                           |

### December 31, 2012

|                             | Level 1     | Level 2 | Level 3 | Balance as of<br>December<br>31, 2012 |
|-----------------------------|-------------|---------|---------|---------------------------------------|
| Assets:                     |             |         |         |                                       |
| Cash equivalents            | \$4,476,336 | \$ -    | \$ -    | \$4,476,336                           |
| Commodity futures contracts | 9,550       | -       | -       | 9,550                                 |
| Total                       | \$4,485,886 | \$ -    | \$ -    | \$4,485,886                           |

|                             | Level 1   | Level 2 | Level 3 | Balance<br>as of<br>December<br>31, 2012 |
|-----------------------------|-----------|---------|---------|--|
| Liabilities:                |           |         |         |  |
| Commodity futures contracts | \$233,919 | \$ -    | \$ -    | \$233,919                                |

During the year ended December 31, 2013 and 2012, the Fund did not have any significant transfers between any of the levels of the fair value hierarchy.

### *Note 4 - Derivative Instruments and Hedging Activities*

In the normal course of business, the Fund utilizes derivative contracts in connection with its proprietary trading activities. Investments in derivative contracts are subject to additional risks that can result in a loss of all or part of an investment. The Fund's derivative activities and exposure to derivative contracts are classified by the following primary underlying risks: interest rate, credit, commodity price, and equity price risks. In addition to its primary underlying risks, the Fund is also subject to additional counterparty risk due to inability of its counterparties to meet the terms of their contracts. For the years ended December 31, 2013, 2012, and from the commencement of operations (February 1, 2011) through December 31, 2011, the Fund invested only in commodity futures contracts.



***Futures Contracts***

The Fund is subject to commodity price risk in the normal course of pursuing its investment objectives. A futures contract represents a commitment for the future purchase or sale of an asset at a specified price on a specified date.

The purchase and sale of futures contracts requires margin deposits with a Futures Commission Merchant (“FCM”). Subsequent payments (variation margin) are made or received by the Fund each day, depending on the daily fluctuations in the value of the contract, and are recorded as unrealized gains or losses by the Fund. Futures contracts may reduce the Fund’s exposure to counterparty risk since futures contracts are exchange-traded; and the exchange’s clearinghouse, as the counterparty to all exchange-traded futures, guarantees the futures against default.

The Commodity Exchange Act requires an FCM to segregate all customer transactions and assets from the FCM's proprietary activities. A customer's cash and other equity deposited with an FCM are considered commingled with all other customer funds subject to the FCM’s segregation requirements. In the event of an FCM’s insolvency, recovery may be limited to the Fund’s pro rata share of segregated customer funds available. It is possible that the recovery amount could be less than the total of cash and other equity deposited.

The following table discloses information about offsetting assets and liabilities presented in the statements of assets and liabilities to enable users of these financial statements to evaluate the effect or potential effect of netting arrangements for recognized assets and liabilities. These recognized assets and liabilities are presented as defined in the Financial Accounting Standards Board's ("FASB") Accounting Standards Update ("ASU") No. 2011-11 "Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities" and subsequently clarified in FASB ASU 2013-01 "Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities."

The following table also identifies the fair value amounts of derivative instruments included in the statements of assets and liabilities as derivative contracts, categorized by primary underlying risk as of December 31, 2013 and December 31, 2012.

**Offsetting of Financial Assets and Derivative Assets as of December 31, 2013**

|     |      |                       |      |                                      |
|-----|------|-----------------------|------|--------------------------------------|
| (i) | (ii) | (iii) = (i) –<br>(ii) | (iv) | (v) =<br>(iii) – (iv)                |
|     |      |                       |      | Gross Amount<br>Not Offset in<br>the |

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| Description                   | Statement of Assets and Liabilities |  |   |                       |                          |            |
|-------------------------------|-------------------------------------|--|---|-----------------------|--------------------------|------------|
|                               | Gross Amount of Recognized Assets   | Gross Amount Offset in the Statement of Assets and Liabilities | Net Amount Presented in the Statement of Assets and Liabilities | Financial Instruments | Cash Collateral Received | Net Amount |
| Commodity price               |                                     |  |   |                       |                          |            |
| Natural gas futures contracts | \$ 84,050                           | \$ -   | \$ 84,050   | \$-                   | \$ 74,157                | \$ 9,893   |

**Offsetting of Financial Assets and Derivative Assets as of December 31, 2012**

| Description                   | (i)                               | (ii)   | (iii) = (i) - (ii)  | (iv)                  | (v) = (iii) - (iv) |
|-------------------------------|-----------------------------------|--|---|-----------------------|--------------------|
|                               | Gross Amount of Recognized Assets | Gross Amount Offset in the Statement of Assets and Liabilities | Net Amount Presented in the Statement of Assets and Liabilities | Financial Instruments | Net Amount         |
| Commodity price               |                                   |  |   |                       |                    |
| Natural gas futures contracts | \$ 9,550                          | \$ -   | \$ 9,550  | \$9,550               | \$ -               |

**Offsetting of Financial Liabilities and Derivative Liabilities as of December 31, 2012**

| (i) | (ii) | (iii) = (i) - (ii) | (iv) | (v) = (iii) - (iv) |
|-----|------|--------------------|------|--------------------|
|-----|------|--------------------|------|--------------------|

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| Description                   | Gross Amount of Recognized Liabilities | Gross Amount Offset in the Statement of Assets and Liabilities | Net Amount Presented in the Statement of Assets and Liabilities | Gross Amount Not Offset in the Statement of Assets and Liabilities |                         | Net Amount |
|-------------------------------|--|--|---|--|-------------------------|------------|
|                               |  |  |   | Financial Instruments  | Cash Collateral Pledged |            |
| Commodity price               |  |  |   |  |                         |            |
| Natural gas futures contracts | \$ 233,919                             | \$ -   | \$ 233,919  | \$ 9,550   | \$ 224,369              | \$ -       |

The following tables identify the net gain and loss amounts included in the statements of operations as realized and unrealized gains and losses on trading of commodity futures contracts categorized by primary underlying risk:



**Year ended December 31, 2013**

| <b>Primary Underlying Risk</b> | <b>Realized Loss on<br/>Derivative Instruments</b> | <b>Net Change in Unrealized Gain<br/>on Derivative Instruments</b> |
|--------------------------------|--|--|
| Commodity price                |  |  |
| Commodity futures contracts    | \$ (250,149)                                       | \$ 308,419   |

**Year ended December 31, 2012**

| <b>Primary Underlying Risk</b> | <b>Realized Loss on<br/>Derivative Instruments</b> | <b>Net Change in Unrealized Gain<br/>on Derivative Instruments</b> |
|--------------------------------|--|--|
| Commodity price                |  |  |
| Commodity futures contracts    | \$ (828,012 )                                      | \$ 378,071   |

**From the commencement of operations (February 1, 2011) through December 31, 2011**

| <b>Primary Underlying Risk</b> | <b>Realized Loss on<br/>Derivative Instruments</b> | <b>Net Change in Unrealized Loss<br/>on Derivative Instruments</b> |
|--------------------------------|--|--|
| Commodity price                |  |  |
| Commodity futures contracts    | \$ (541,020 )                                      | \$ (602,440 )  |

***Volume of Derivative Activities***

The notional amounts and number of contracts categorized by primary underlying risk, commodity price risk, are included in the schedule of investments as of December 31, 2013 and December 31, 2012.

***Note 5 - Financial Highlights***

The following table presents per unit performance data and other supplemental financial data for the years ended December 31, 2013, 2012, and from commencement of operations (February 1, 2011) through December 31, 2011.

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This information has been derived from information presented in the financial statements.

|   | Year ended        | Year ended        | From the commencement of operations (February 1, 2011) through December 31, 2011 |
|---|-------------------|-------------------|--|
| Per Share Operation Performance                                 | December 31, 2013 | December 31, 2012 |  |
| Net asset value at beginning of period                          | \$11.56           | \$13.81           | \$ 25.00   |
| Income from investment operations:                              |                   |                   |  |
| Investment income   | 0.01              | 0.01              | 0.01   |
| Net realized and unrealized gain on commodity futures contracts | 0.42              | (2.08 )           | (9.01 )  |
| Total expenses  | (0.17 )           | (0.18 )           | (2.19 )  |
| Net increase in net asset value                                 | 0.26              | (2.25 )           | (11.19 )   |
| Net asset value at end of period                                | \$11.82           | \$11.56           | \$ 13.81   |
| Total Return  | 2.25 %            | (16.29)%          | (44.76 )%  |
| Ratios to Average Net Assets                                    |                   |                   |  |
| Total expense   | 1.47 %            | 1.48 %            | 11.59 %  |
| Net investment loss   | (1.42 )%          | (1.41 )%          | (11.52 )%  |

Total returns are calculated based on the change in value during the period. An individual shareholder's total return and ratio may vary from the above total returns and ratios based on the timing of contributions to and withdrawals from the Fund.

The financial highlights per share data are calculated using the average of the daily shares outstanding for the reporting period, which is inclusive of the last day of the period under report. The asset-based per share data in the financial highlights are calculated using the prior day's net assets consistent with the methodology used to calculate asset-based fees and expenses.

On July 29, 2011, the Sponsor filed a Form 8-K with the SEC which stated that effective August 1, 2011, the Sponsor has agreed to voluntarily cap the management fee and expenses of NAGS at 1.5% per annum of the daily net assets of the Fund. The cap may be terminated by the Sponsor at any time with 90 days' notice.

The following table presents information about the sponsor fee and allocation of expenses for the years ended December 31, 2013, 2012 and from the commencement of operations (February 1, 2011) through December 31, 2011.

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| Expenses                      | Year ended<br>December 31, 2013 | Year ended<br>December 31, 2012 | From the commencement of operations (February 1, 2011) through December 31, 2011 |
|-------------------------------|---------------------------------|---------------------------------|--|
| Management Fee to the Sponsor | \$ 34,958                       | \$ 18,038                       | \$ 2,782   |
| Expenses by the Fund          | \$ 51,387                       | \$ 45,687                       | \$ 237,234   |
| Expenses Paid by the Sponsor  | \$ 65,200                       | \$ 19,200                       | \$ 24,000  |
| Waived Management Fee         | \$ -                            | \$ 13,000                       | \$ 18,000  |

**Note 6 – Quarterly Financial Data (Unaudited)**

The following summarized quarterly financial information presents the results of operations for the Teucrium Natural Gas Fund and other data for three-month periods ended March 31, June 30, September 30 and December 31, 2013 and 2012.

|                             | First Quarter<br>2013 | Second Quarter<br>2013 | Third Quarter<br>2013 | Fourth Quarter<br>2013 |
|-----------------------------|-----------------------|------------------------|-----------------------|------------------------|
| Total Income (Loss)         | \$382,298             | \$(416,068)            | \$(59,346)            | \$153,193              |
| Total Expenses              | 14,930                | 13,739                 | 12,444                | 10,274                 |
| Net Income (Loss)           | \$367,368             | \$(429,807)            | \$(71,790)            | \$142,919              |
| Net Income (Loss) per share | \$1.04                | \$(1.43 )              | \$(0.24 )             | \$0.89                 |

|                             | First Quarter<br>2012 | Second Quarter<br>2012 | Third Quarter<br>2012 | Fourth Quarter<br>2012 |
|-----------------------------|-----------------------|------------------------|-----------------------|------------------------|
| Total (Loss) Income         | \$(371,475)           | \$134,345              | \$239,893             | \$(450,315)            |
| Total Expenses              | 5,796                 | 8,942                  | 13,085                | 17,864                 |
| Net (Loss) Income           | \$(377,271)           | \$125,403              | \$226,808             | \$(468,179)            |
| Net (Loss) Income per share | \$(2.79 )             | \$0.81                 | \$0.76                | \$(1.03 )              |

**Note 7 - Organizational and Offering Costs**

Expenses incurred in organizing of the Trust and the initial offering of the Shares of the Fund, including applicable SEC registration fees were borne directly by the Sponsor. The Fund will not be obligated to reimburse the Sponsor.

*Note 8 – Subsequent Events*

The Trust evaluates subsequent events through the date when financial statements are filed with the SEC.

From December 31, 2013 through March 9, 2014, the NAV of the Fund has increased from \$11.82 to \$13.69; this represents a 15.82% increase. This increase in the NAV was driven by an increase in price of the underlying commodity. This increase in the NAV has resulted in an increase in Total Net Assets of \$280,530 or 15.82%.

## Report of Independent Registered Public Accounting Firm

To the Sponsor of

Teucrium WTI Crude Oil Fund

We have audited the accompanying statements of assets and liabilities of Teucrium WTI Crude Oil Fund (the “Fund”), including the schedules of investments, as of December 31, 2013 and 2012, and the related statements of operations, changes in net assets and cash flows for the for each of the years in the two-year period ended December 31, 2013 and for the period from February 23, 2011 (commencement of operations) through December 31, 2011. We also have audited the Fund’s internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). The Fund’s management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Fund’s internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

An entity’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. An entity’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the entity; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the entity are being made only in accordance with authorizations of management and directors of the entity; and (3) provide reasonable assurance regarding prevention or timely detection

of unauthorized acquisition, use, or disposition of the entity's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Teucrium WTI Crude Oil Fund as of December 31, 2013 and 2012, and the results of its operations, changes in its net assets and its cash flows for each of the years in the two-year period ended December 31, 2013 and for the period from February 23, 2011 (commencement of operations) through December 31, 2011 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Fund maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control – Integrated Framework issued by COSO.

Rothstein Kass

/s/ Rothstein Kass

Walnut Creek, California

March 14, 2014

**TEUCRIUM WTI CRUDE OIL FUND****STATEMENTS OF ASSETS AND LIABILITIES**

|  | December<br>31, 2013 | December<br>31, 2012 |
|--|----------------------|----------------------|
| Assets                                 |                      |                      |
| Equity in BNY Mellon trading accounts: |                      |                      |
| Cash and cash equivalents              | \$1,962,616          | \$1,845,910          |
| Commodity futures contracts            | 87,530               | 44,872               |
| Collateral, due from broker            | -                    | 137,328              |
| Interest receivable                    | 131                  | 123                  |
| Other assets                           | 27,546               | 26,866               |
| Total assets                           | 2,077,823            | 2,055,099            |
| Liabilities                            |                      |                      |
| Commodity futures contracts            | 5,080                | 58,090               |
| Collateral, due to broker              | 23,445               | -                    |
| Management fee payable to Sponsor      | -                    | 1,626                |
| Other liabilities                      | 170                  | 1,636                |
| Total liabilities                      | 28,695               | 61,352               |
| Net assets                             | \$2,049,128          | \$1,993,747          |
| Shares outstanding                     | 50,002               | 50,002               |
| Net asset value per share              | \$40.98              | \$39.87              |
| Market value per share                 | \$40.34              | \$38.53              |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM WTI CRUDE OIL FUND****SCHEDULE OF INVESTMENTS**

December 31, 2013

| Description: Assets  | Fair Value    | Percentage of<br>Net Assets | Notional<br>Amount<br>(Long<br>Exposure) |
|--|---------------|-----------------------------|--|
| Cash equivalents   |               |                             |  |
| Money market funds   |               |                             |  |
| Dreyfus Cash Management  | \$1,962,616   | 95.78                       | %  |
| Commodity futures contracts  |               |                             |  |
| United States WTI crude oil futures contracts                          |               |                             |  |
| WTI crude oil futures (7 contracts, settlement date May 20, 2014)      | \$61,910      | 3.02                        | % \$680,960                              |
| WTI crude oil futures (7 contracts, settlement date November 20, 2014) | 25,620        | 1.25                        | 649,040                                  |
| Total commodity futures contracts                                      | \$87,530      | 4.27                        | % \$1,330,000                            |
|  |               |                             |  |
| Description: Liabilities   | Fair<br>Value | Percentage of<br>Net Assets | Notional<br>Amount<br>(Long<br>Exposure) |
| Commodity futures contracts  |               |                             |  |
| United States WTI crude oil futures contracts                          |               |                             |  |
| WTI crude oil futures (8 contracts, settlement date November 20, 2015) | \$5,080       | 0.25                        | % \$690,320                              |

*The accompanying notes are an integral part of these financial statements.*



**TEUCRIUM WTI CRUDE OIL FUND****SCHEDULE OF INVESTMENTS**

December 31, 2012

| Description: Assets  | Fair Value  | Percentage of<br>Net Assets | Notional<br>Amount<br>(Long<br>Exposure) |
|--|-------------|-----------------------------|--|
| Cash equivalents   |             |                             |  |
| Money market funds   |             |                             |  |
| Dreyfus Cash Management Plus   | \$1,845,910 | 92.58                       | %  |
| Commodity futures contracts  |             |                             |  |
| United States WTI crude oil futures contracts                          |             |                             |  |
| WTI crude oil futures (6 contracts, settlement date November 20, 2013) | \$24,312    | 1.22                        | % \$560,220                              |
| WTI crude oil futures (8 contracts, settlement date November 20, 2014) | 20,560      | 1.03                        | 733,040                                  |
| Total commodity futures contracts                                      | \$44,872    | 2.25                        | % \$1,293,260                            |

| Description: Liabilities  | Fair<br>Value | Percentage of<br>Net Assets | Notional<br>Amount<br>(Long<br>Exposure) |
|---|---------------|-----------------------------|--|
| Commodity futures contracts                                       |               |                             |  |
| United States WTI crude oil futures contracts                     |               |                             |  |
| WTI crude oil futures (8 contracts, settlement date May 21, 2013) | \$58,090      | 2.91                        | % \$747,920                              |

*The accompanying notes are an integral part of these financial statements.*



**TEUCRIUM WTI CRUDE OIL FUND****STATEMENTS OF OPERATIONS**

|  | Year<br>ended<br>December<br>31, 2013 | Year ended<br>December<br>31, 2012 | From the commencement<br>of<br>operations (February 23, 2011)<br>through December<br>31, 2011 |
|--|---------------------------------------|------------------------------------|---|
| <b>Income</b>  |                                       |                                    |   |
| Realized and unrealized gain (loss) on trading of commodity futures contracts:       |                                       |                                    |   |
| Realized loss on commodity futures contracts   | \$(10,798)                            | \$(8,348 )                         | \$( 162,359 )   |
| Net change in unrealized appreciation or depreciation on commodity futures contracts | 95,668                                | (129,192)                          | 115,974   |
| Interest income  | 923                                   | 2,173                              | 2,260   |
| Total income (loss)  | 85,793                                | (135,367)                          | (44,125 )   |
| <b>Expenses</b>  |                                       |                                    |   |
| Management fees  | -                                     | 26,649                             | 44,127  |
| Professional fees  | 28,653                                | 10,325                             | 39,551  |
| Business permits and licenses fees   | 1,868                                 | 61,111                             | 259,317   |
| Distribution and marketing fees  | (24 )                                 | 63,574                             | 110,436   |
| Custodian fees and expenses  | (2 )                                  | 790                                | 6,159   |
| General and administrative expenses  | (1 )                                  | 4,068                              | 8,237   |
| Brokerage commissions  | (81 )                                 | 560                                | 636   |
| Other expenses   | (1 )                                  | 353                                | 6,159   |
| Total expenses   | 30,412                                | 167,430                            | 474,622   |
| Net income (loss)  | \$55,381                              | \$(302,797)                        | \$( 518,747 )   |
| Net income (loss) per share  | \$1.11                                | \$(4.58 )                          | \$( 5.55 )  |
| Net income (loss) per weighted average share   | \$1.11                                | \$(4.86 )                          | \$( 4.68 )  |
| Weighted average shares outstanding  | 50,002                                | 62,297                             | 110,739   |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM WTI CRUDE OIL FUND****STATEMENTS OF CHANGES IN NET ASSETS**

|  | Year ended<br>December<br>31, 2013 | Year ended<br>December<br>31, 2012 | From the commencement of<br>operations (February 23, 2011)<br>through December 31, 2011 |
|--|------------------------------------|------------------------------------|---|
| Operations                                       |                                    |                                    |   |
| Net income (loss)                                | \$55,381                           | \$(302,797)                        | \$ (518,747)  |
| Capital transactions                             |                                    |                                    |   |
| Issuance of Shares                               | -                                  | -                                  | 6,077,099   |
| Redemption of Shares                             | -                                  | (2,148,469)                        | (1,113,439)   |
| Total capital transactions                       | -                                  | (2,148,469)                        | 4,963,660   |
| Net change in net assets                         | 55,381                             | (2,451,266)                        | 4,444,913   |
| Net assets, beginning of period                  | 1,993,747                          | 4,445,013                          | 100   |
| Net assets, end of period                        | \$2,049,128                        | \$1,993,747                        | \$ 4,445,013  |
| Net asset value per share at beginning of period | \$39.87                            | \$44.45                            | \$ 50.00  |
| At end of period                                 | \$40.98                            | \$39.87                            | \$ 44.45  |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM WTI CRUDE OIL FUND****STATEMENTS OF CASH FLOWS**

|   | Year ended<br>December<br>31, 2013 | Year ended<br>December<br>31, 2012 | From the commencement<br>of<br>operations (February 23, 2011)<br>through December<br>31, 2011 |
|---|------------------------------------|------------------------------------|---|
| <b>Cash flows from operating activities:</b>  |                                    |                                    |   |
| Net income (loss)   | \$55,381                           | \$(302,797 )                       | \$ (518,747 )   |
| Adjustments to reconcile net income (loss) to net cash<br>provided by (used in) operating activities: |                                    |                                    |   |
| Net change in unrealized appreciation or depreciation on<br>commodity futures contracts               | (95,668 )                          | 129,192                            | (115,974 )  |
| <b>Changes in operating assets and liabilities:</b>   |                                    |                                    |   |
| Collateral, due from broker   | 137,328                            | 20,463                             | (157,791 )  |
| Interest receivable   | (8 )                               | 92                                 | (215 )  |
| Other assets  | (680 )                             | 21,666                             | (48,532 )   |
| Collateral, due to broker   | 23,445                             | -                                  | -   |
| Management fee payable to Sponsor   | (1,626 )                           | (3,032 )                           | 4,658   |
| Other liabilities   | (1,466 )                           | (11,115 )                          | 12,751  |
| Net cash provided by (used in) operating<br>activities  | 116,706                            | (145,531 )                         | (823,850 )  |
| <b>Cash flows from financing activities:</b>  |                                    |                                    |   |
| Proceeds from sale of Shares  | -                                  | -                                  | 6,077,099   |
| Redemption of Shares  | -                                  | (2,148,469)                        | (1,113,439 )  |
| Net cash (used in) provided by financing<br>activities  | -                                  | (2,148,469)                        | 4,963,660   |
| Net change in cash and cash equivalents   | 116,706                            | (2,294,000)                        | 4,139,810   |
| Cash and cash equivalents, beginning of period  | 1,845,910                          | 4,139,910 )                        | 100   |
| Cash and cash equivalents, end of period  | \$1,962,616                        | \$1,845,910                        | \$ 4,139,910  |

*The accompanying notes are an integral part of these financial statements.*

## NOTES TO FINANCIAL STATEMENTS

**December 31, 2013**

### *Note 1 – Organization and Operation*

Teucrium WTI Crude Oil Fund (referred to herein as “CRUD” or the “Fund”) is a commodity pool that is a series of Teucrium Commodity Trust (“Trust”), a Delaware statutory trust formed on September 11, 2009. The Fund issues common units, called the “Shares,” representing fractional undivided beneficial interests in the Fund. The Fund continuously offers Creation Baskets consisting of 25,000 Shares at their Net Asset Value (“NAV”) to “Authorized Purchasers” through Foreside Fund Services, LLC, which is the distributor for the Fund (the “Distributor”). Authorized Purchasers sell such Shares, which are listed on the New York Stock Exchange (“NYSE”) Arca under the symbol “CRUD,” to the public at per-Share offering prices that reflect, among other factors, the trading price of the Shares on the NYSE Arca, the NAV of the Fund at the time the Authorized Purchaser purchased the Creation Baskets and the NAV at the time of the offer of the Shares to the public, the supply of and demand for Shares at the time of sale, and the liquidity of the markets for crude oil interests. The Fund’s Shares trade in the secondary market on the NYSE Arca at prices that are lower or higher than their NAV per Share.

The investment objective of the Fund is to have the daily changes in percentage terms of the Shares’ Net Asset Value (“NAV”) reflect the daily changes in percentage terms of a weighted average of the closing settlement prices for futures contracts for WTI crude oil, also known as Texas Light Sweet Crude Oil (“Oil Futures Contracts”) traded on the NYMEX, specifically (1) the nearest to spot September or December Oil Futures Contract, weighted 35%; (2) the September or December Oil Futures Contract following the aforementioned (1), weighted 30%; and (3) the next December Oil Future Contract that immediately follows the aforementioned (2), weighted 35%. (This weighted average of the three referenced WTI Crude Oil Futures Contracts is referred to herein as the “CRUD Benchmark,” and the three WTI Crude Oil Futures Contracts that at any given time make up the Benchmark are referred to herein as the “CRUD Benchmark Component Futures Contracts.”)

The Fund commenced investment operations on February 23, 2011 and has a fiscal year ending December 31. The Fund’s sponsor is Teucrium Trading, LLC (the “Sponsor”). The Sponsor is responsible for the management of the Fund. The Sponsor is a member of the National Futures Association (the “NFA”) and became a commodity pool operator registered with the Commodity Futures Trading Commission (the “CFTC”) effective November 10, 2009.

On October 22, 2010, the Fund’s initial registration of 15,000,000 shares on Form S-1 was declared effective by the SEC. On February 23, 2011, the Fund listed its shares on the NYSE Arca under the ticker symbol “CRUD.” On the day prior to that, the Fund issued 100,000 shares in exchange for \$5,000,000 at the Fund’s initial NAV of \$50 per share. The Fund also commenced investment operations on February 23, 2011 by purchasing commodity futures contracts traded on the NYMEX. On December 31, 2010, the Fund had two shares outstanding, which were owned by the

Sponsor.

*Note 2 – Summary of Significant Accounting Policies*

***Basis of Presentation***

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) as detailed in the Financial Accounting Standards Board’s Accounting Standards Codification.

***Reclassifications***

Certain amounts in prior periods have been reclassified to conform to current period presentation.

***Revenue Recognition***

Commodity futures contracts are recorded on the trade date. All such transactions are recorded on the identified cost basis and marked to market daily. Unrealized appreciation or depreciation on commodity futures contracts are reflected in the statements of operations as the difference between the original contract amount and the fair market value as of the last business day of the year or as of the last date of the financial statements. Changes in the appreciation or depreciation between periods are reflected in the statements of operations. Interest on cash equivalents and deposits with the Futures Commission Merchant are recognized on the accrual basis. The Fund earns interest on its assets denominated in U.S. dollars on deposit with the Futures Commission Merchant. In addition, the Fund earns interest on funds held at the custodian at prevailing market rates for such investments.

***Brokerage Commissions***

Brokerage commissions on all open commodity futures contracts are accrued on a full-turn basis.

***Income Taxes***

For tax purposes, the Fund will be treated as a partnership. The Fund does not record a provision for income taxes because the partners report their share of the Fund's income or loss on their income tax returns. The financial statements reflect the Fund's transactions without adjustment, if any, required for income tax purposes.



The Fund is required to determine whether a tax position is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The Fund files an income tax return in the U.S. federal jurisdiction, and may file income tax returns in various U.S. states and foreign jurisdictions. The Fund is subject to income tax examinations by major taxing authorities for all tax years since inception. The tax benefit recognized is measured as the largest amount of benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. De-recognition of a tax benefit previously recognized results in the Fund recording a tax liability that reduces net assets. Based on its analysis, the Fund has determined that it has not incurred any liability for unrecognized tax benefits as of and for the years ended December 31, 2013, 2012 and from the commencement of operations (February 23, 2011) through December 31, 2011. However, the Fund's conclusions regarding this policy may be subject to review and adjustment at a later date based on factors including, but not limited to, ongoing analysis of and changes to tax laws, regulations, and interpretations thereof.

The Fund recognizes interest accrued related to unrecognized tax benefits and penalties related to unrecognized tax benefits in income tax fees payable, if assessed. No interest expense or penalties have been recognized as of and for the years ended December 31, 2013 and 2012.

The Fund may be subject to potential examination by U.S. federal, U.S. state or foreign jurisdictional authorities in the area of income taxes. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions, and compliance with U.S. federal, U.S. state and foreign tax laws. The Fund's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

### ***Creations and Redemptions***

Authorized Purchasers may purchase Creation Baskets consisting of 25,000 shares from the Fund. The amount of the proceeds required to purchase a Creation Basket will be equal to the NAV of the shares in the Creation Basket determined as of 4:00 p.m. New York time on the day the order to create the basket is properly received.

Authorized Purchasers may redeem shares from the Fund only in blocks of 25,000 shares called "Redemption Baskets." The amount of the redemption proceeds for a Redemption Basket will be equal to the NAV of the shares in the Redemption Basket determined as of 4:00 p.m. New York time on the day the order to redeem the basket is properly received.

The Fund receives or pays the proceeds from shares sold or redeemed within three business days after the trade date of the purchase or redemption. The amounts due from Authorized Purchasers are reflected in the Fund's statements of assets and liabilities as receivable for shares sold. Amounts payable to Authorized Purchasers upon redemption are reflected in the Fund's statements of assets and liabilities as payable for shares redeemed.

As outlined in the most recent Form S-1 filing, 50,000 shares represents two Redemption Baskets for the Fund and a minimum level of shares. Effective May 18, 2012, the Fund had a minimum number of shares and this situation continued through December 31, 2013. No redemptions can be made until additional shares are created.

### *Allocation of Shareholder Income and Losses*

Profit or loss is allocated among the shareholders of the Fund in proportion to the number of shares each shareholder holds as of the close of each month.

### *Cash Equivalents*

Cash equivalents are highly-liquid investments with original maturity dates of three months or less at inception. The Fund reported its cash equivalents in the statements of assets and liabilities at market value, or at carrying amounts that approximate fair value, because of their highly-liquid nature and short-term maturities. The Fund has a substantial portion of its assets on deposit with banks. Assets deposited with the bank may, at times, exceed federally insured limits. The Fund had a balance of \$1,962,616 and \$1,845,910 in money market funds at December 31, 2013 and December 31, 2012, respectively; these balances are included in cash and cash equivalents on the statements of assets and liabilities.

### *Collateral, Due from/to Broker*

Margin is the minimum amount of funds that must be deposited by a commodity interest trader with the trader's broker to initiate and maintain an open position in futures contracts. A margin deposit acts to assure the trader's performance of the futures contracts purchased or sold. Futures contracts are customarily bought and sold on initial margin that represents a very small percentage of the aggregate purchase or sales price of the contract. Because of such low margin requirements, price fluctuations occurring in the futures markets may create profits and losses that, in relation to the amount invested, are greater than are customary in other forms of investment or speculation. As discussed below, adverse price changes in the futures contract may result in margin requirements that greatly exceed the initial margin. In addition, the amount of margin required in connection with a particular futures contract is set from time to time by the exchange on which the contract is traded and may be modified from time to time by the exchange during the term of the contract. Brokerage firms, such as the Fund's clearing brokers, carrying accounts for traders in commodity interest contracts generally require higher amounts of margin as a matter of policy to further protect themselves. Over-the-counter trading generally involves the extension of credit between counterparties, so the counterparties may agree to require the posting of collateral by one or both parties to address credit exposure.



When a trader purchases an option, there is no margin requirement; however, the option premium must be paid in full. When a trader sells an option, on the other hand, he or she is required to deposit margin in an amount determined by the margin requirements established for the underlying interest and, in addition, an amount substantially equal to the current premium for the option. The margin requirements imposed on the selling of options, although adjusted to reflect the probability that out-of-the-money options will not be exercised, can in fact be higher than those imposed in dealing in the futures markets directly. Complicated margin requirements apply to spreads and conversions, which are complex trading strategies in which a trader acquires a mixture of options positions and positions in the underlying interest.

Ongoing or “maintenance” margin requirements are computed each day by a trader’s clearing broker. When the market value of a particular open futures contract changes to a point where the margin on deposit does not satisfy maintenance margin requirements, a margin call is made by the broker. If the margin call is not met within a reasonable time, the broker may close out the trader’s position. With respect to the Fund’s trading, the Fund (and not its shareholders personally) is subject to margin calls.

Finally, many major U.S. exchanges have passed certain cross margining arrangements involving procedures pursuant to which the futures and options positions held in an account would, in the case of some accounts, be aggregated and margin requirements would be assessed on a portfolio basis, measuring the total risk of the combined positions.

### *Calculation of Net Asset Value*

The Fund’s NAV is calculated by:

• Taking the current market value of its total assets and

• Subtracting any liabilities.

The administrator, the Bank of New York Mellon, calculates the NAV of the Fund once each trading day. It calculates the NAV as of the earlier of the close of the NYSE or 4:00 p.m. New York time. The NAV for a particular trading day is released after 4:15 p.m. New York time.

In determining the value of WTI Crude Oil Futures Contracts, the administrator uses the NYMEX closing price (typically 2:30 p.m. New York time). The administrator determines the value of all other Fund investments as of the earlier of the close of the NYSE or 4:00 p.m. New York time. The value of over-the-counter crude oil interests is determined based on the value of the commodity or futures contract underlying such crude oil interest, except that a fair value may be determined if the Sponsor believes that the Fund is subject to significant credit risk relating to the

counterparty to such crude oil interest. For purposes of financial statements and reports, the Sponsor will recalculate the NAV where necessary to reflect the “fair value” of a Futures Contract when the Futures Contract closes at its price fluctuation limit for the day. Treasury securities held by the Fund are valued by the administrator using values received from recognized third-party vendors and dealer quotes. NAV includes any unrealized profit or loss on open crude oil interests and any other income or expense accruing to the Fund but unpaid or not received by the Fund.

Market value per share represents the closing price on the last trading day of the quarter as reported by the NYSE Arca. If such a closing price is not available, the bid/ask midpoint at 4 p.m. as reported by the NYSE Arca was used.

### *Sponsor Fee and Allocation of Expenses*

The Sponsor is responsible for investing the assets of the Fund in accordance with the objectives and policies of the Fund. In addition, the Sponsor arranges for one or more third parties to provide administrative, custodial, accounting, transfer agency and other necessary services to the Fund. For these services, the Fund is contractually obligated to pay a monthly management fee to the Sponsor, based on average daily net assets, at a rate equal to 1.00% per annum.

The Fund generally pays for all brokerage fees, taxes and other expenses, including licensing fees for the use of intellectual property, registration or other fees paid to the SEC, the Financial Industry Regulatory Authority (“FINRA”), formerly the National Association of Securities Dealers, or any other regulatory agency in connection with the offer and sale of subsequent Shares after its initial registration and all legal, accounting, printing and other expenses associated therewith. The Fund also pays its portion of the fees and expenses associated with the Trust’s tax accounting and reporting requirements. Certain aggregate expenses common to all Funds managed by the Sponsor are allocated to each Fund based on activity drivers deemed most appropriate by the Sponsor for such expenses. The Sponsor can elect to waive certain fees or expenses that would generally be paid for by the Fund. All asset-based fees and expenses are calculated on the prior day’s net assets.

The following table presents information about the sponsor fee and allocation of expenses for the years ended December 31, 2013, 2012 and from the commencement of operations (February 23, 2011) through December 31, 2011.

|                               | Year ended        | Year ended        | From the commencement of operations (February 23, 2011) through December 31, 2011 |
|-------------------------------|-------------------|-------------------|---|
| Expenses                      | December 31, 2013 | December 31, 2012 |   |
| Management Fee to the Sponsor | \$ -              | \$26,649          | \$ 44,127   |
| Expenses by the Fund          | \$30,412          | \$167,430         | \$ 474,622  |

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|                              |          |          |      |
|------------------------------|----------|----------|------|
| Expenses Paid by the Sponsor | \$49,400 | \$35,600 | \$ - |
| Waived Management Fee        | \$20,300 | \$-      | \$ - |

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The following table presents information about the sponsor fee and allocation of expenses for the three months ended December 31, 2013, 2012 and 2011.

|                               | Three<br>months<br>ended<br>December<br>31, 2013 | Three<br>months<br>ended<br>December<br>31, 2012 | Three<br>months<br>ended<br>December<br>31, 2011 |
|-------------------------------|--|--|--|
| Expenses                      |  |  |  |
| Management Fee to the Sponsor | \$ -   | \$ 4,880   | \$ 13,521  |
| Expenses by the Fund          | \$ 7,737   | \$ 9,535   | \$ 173,732                                       |
| Expenses Paid by the Sponsor  | \$ 10,100  | \$ 7,700   | \$ -   |
| Waived Management Fee         | \$ 5,100   | \$ -   | \$ -   |

For the year ended December 31, 2013, there is approximately \$590,000 of expenses recorded on the financial statements of the Sponsor which is subject to reimbursement by the Funds in 2014. The Sponsor has not yet determined if it will seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Trust and the Funds do not reflect an adjustment for this amount.

### *Use of Estimates*

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of the revenue and expenses during the reporting period. Actual results could differ from those estimates.

### *Fair Value - Definition and Hierarchy*

In accordance with U.S. GAAP, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the “exit price”) in an orderly transaction between market participants at the measurement date.

In determining fair value, the Fund uses various valuation approaches. In accordance with U.S. GAAP, a fair value hierarchy for inputs is used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Fund. Unobservable inputs reflect the Fund’s assumptions about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The fair value hierarchy is categorized into three levels based on the inputs as follows:

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*Level 1* - Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Fund has the ability to access. Valuation adjustments and block discounts are not applied to Level 1 securities. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these securities does not entail a significant degree of judgment.

*Level 2* - Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

*Level 3* - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The availability of valuation techniques and observable inputs can vary from security to security and is affected by a wide variety of factors including, the type of security, whether the security is new and not yet established in the marketplace, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Those estimated values do not necessarily represent the amounts that may be ultimately realized due to the occurrence of future circumstances that cannot be reasonably determined. Because of the inherent uncertainty of valuation, those estimated values may be materially higher or lower than the values that would have been used had a ready market for the securities existed. Accordingly, the degree of judgment exercised by the Fund in determining fair value is greatest for securities categorized in Level 3. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy, within which the fair value measurement in its entirety falls, is determined based on the lowest level input that is significant to the fair value measurement.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Fund's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. The Fund uses prices and inputs that are current as of the measurement date, including periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many securities. This condition could cause a security to be reclassified to a lower level within the fair value hierarchy. When such a situation exists on a quarter close, the Sponsor will calculate the NAV on a particular day using the Level 1 valuation, but will later recalculate the NAV for the impacted Fund based upon the valuation inputs from these alternative verifiable sources (Level 2 or Level 3) and will report such NAV in its applicable financial statements and reports.

On December 31, 2013 and December 31, 2012, in the opinion of the Trust and the Fund, the reported value of the WTI Crude Oil Futures Contracts traded on the NYMEX fairly reflected the value of the WTI Crude Oil Futures Contracts held by the Fund, and no adjustments were necessary.



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The Fund records its derivative activities at fair value. Gains and losses from derivative contracts are included in the statements of operations. Derivative contracts include futures contracts related to commodity prices. Futures, which are listed on a national securities exchange, such as the

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CBOT or the NYMEX, or reported on another national market, are generally categorized in Level 1 of the fair value hierarchy. OTC derivatives contracts (such as forward and swap contracts) which may be valued using models, depending on whether significant inputs are observable or unobservable, are categorized in Levels 2 or 3 of the fair value hierarchy.

### ***Net Income (Loss) per Share***

Net income (loss) per share is the difference between the NAV per unit at the beginning of each period and at the end of each period. The weighted average number of units outstanding was computed for purposes of disclosing net income (loss) per weighted average unit. The weighted average units are equal to the number of units outstanding at the end of the period, adjusted proportionately for units created or redeemed based on the amount of time the units were outstanding during such period.

### ***New Accounting Pronouncements***

The FASB issued ASU No. 2013-10, "Derivatives and Hedging (Topic 815): Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes. The amendments in this Update permit the Fed Funds Effective Swap Rate (OIS) to be used as a U.S. benchmark interest rate for hedge accounting purposes under Topic 815, in addition to UST and LIBOR. The amendments also remove the restriction on using different benchmark rates for similar hedges. The amendments are effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. The adoption did not have a significant impact on the financial statements disclosures for the Trust or the Funds.

The FASB issued ASU No. 2013-08, "Financial Services-Investment Companies (Topic 946)-Amendments to the Scope, Measurement, and Disclosure Requirements". ASU No. 2013-08 affects the scope, measurement, and disclosure requirements for investment companies under U.S. GAAP. ASU 2013-08 is effective for interim and annual reporting periods in fiscal years beginning after December 15, 2013. The adoption did not have a significant impact on the financial statements disclosures for the Trust or the Fund.

In December 2011, the FASB issued ASU No. 2011-11, "Balance Sheet (Topic 210): Amendments of the FASB Accounting Standards Codification and Disclosures about Offsetting Assets and Liabilities in U.S. GAAP and IFRS." ASU No. 2011-11 clarifies existing requirements for balance sheet offsetting and for disclosures about the offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position in converged guidance of the FASB and the International Accounting Standards Board. The amendments are to be applied retrospectively for all comparative periods presented. For public entities, the amendments are effective for annual reporting periods beginning on or after January 1, 2013. The adoption did not have a significant impact on the financial statement disclosures for the Fund.

**Note 3 – Fair Value Measurements**

The Fund's assets and liabilities recorded at fair value have been categorized based upon a fair value hierarchy as described in the Fund's significant accounting policies in Note 2. The following table presents information about the Fund's assets and liabilities measured at fair value as of December 31, 2013 and December 31, 2012:

**December 31, 2013**

| Assets:                     | Level 1     | Level 2 | Level 3 | Balance as of<br>December<br>31, 2013 |
|-----------------------------|-------------|---------|---------|---------------------------------------|
| Cash equivalents            | \$1,962,616 | \$ -    | \$ -    | \$1,962,616                           |
| Commodity futures contracts | 87,530      | -       | -       | 87,530                                |
| Total                       | \$2,050,146 | \$ -    | \$ -    | \$2,050,146                           |

| Liabilities:                | Level 1 | Level 2 | Level 3 | Balance as of<br>December<br>31, 2013 |
|-----------------------------|---------|---------|---------|---------------------------------------|
| Commodity futures contracts | \$5,080 | \$ -    | \$ -    | \$ 5,080                              |

**December 31, 2012**

| Assets:                     | Level 1     | Level 2 | Level 3 | Balance as of<br>December<br>31, 2012 |
|-----------------------------|-------------|---------|---------|---------------------------------------|
| Cash equivalents            | \$1,845,910 | \$ -    | \$ -    | \$1,845,910                           |
| Commodity futures contracts | 44,872      | -       | -       | 44,872                                |
| Total                       | \$1,890,782 | \$ -    | \$ -    | \$1,890,782                           |

| Liabilities:                | Level 1  | Level 2 | Level 3 | Balance as of<br>December<br>31, 2012 |
|-----------------------------|----------|---------|---------|---------------------------------------|
| Commodity futures contracts | \$58,090 | \$ -    | \$ -    | \$ 58,090                             |

During the years ended December 31, 2013 and 2012 and from the commencement of operations (February 23, 2011) through December 31, 2011, the Fund did not have any significant transfers between any of the levels of the fair value hierarchy.



***Note 4 – Derivative Instruments and Hedging Activities***

In the normal course of business, the Fund utilizes derivative contracts in connection with its proprietary trading activities. Investments in derivative contracts are subject to additional risks that can result in a loss of all or part of an investment. The Fund's derivative activities and exposure to derivative contracts are classified by the following primary underlying risks: interest rate, credit, commodity price, and equity price risks. In addition to its primary underlying risks, the Fund is also subject to additional counterparty risk due to inability of its counterparties to meet the terms of their contracts. For the years ended December 31, 2013, 2012 and from the commencement of operations (February 23, 2011) through December 31, 2011, the Fund invested only in commodity futures contracts.

***Futures Contracts***

The Fund is subject to commodity price risk in the normal course of pursuing its investment objectives. A futures contract represents a commitment for the future purchase or sale of an asset at a specified price on a specified date.

The purchase and sale of futures contracts requires margin deposits with a Futures Commission Merchant ("FCM"). Subsequent payments (variation margin) are made or received by the Fund each day, depending on the daily fluctuations in the value of the contract, and are recorded as unrealized gains or losses by the Fund. Futures contracts may reduce the Fund's exposure to counterparty risk since futures contracts are exchange-traded; and the exchange's clearinghouse, as the counterparty to all exchange-traded futures, guarantees the futures against default.

The Commodity Exchange Act requires an FCM to segregate all customer transactions and assets from the FCM's proprietary activities. A customer's cash and other equity deposited with an FCM are considered commingled with all other customer funds subject to the FCM's segregation requirements. In the event of an FCM's insolvency, recovery may be limited to the Fund's pro rata share of segregated customer funds available. It is possible that the recovery amount could be less than the total of cash and other equity deposited.

The following table discloses information about offsetting assets and liabilities presented in the statements of assets and liabilities to enable users of these financial statements to evaluate the effect or potential effect of netting arrangements for recognized assets and liabilities. These recognized assets and liabilities are presented as defined in the Financial Accounting Standards Board's ("FASB") Accounting Standards Update ("ASU") No. 2011-11 "Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities" and subsequently clarified in FASB ASU 2013-01 "Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities."

The following table also identifies the fair value amounts of derivative instruments included in the statements of assets and liabilities as derivative contracts, categorized by primary underlying risk as of December 31, 2013 and December

31, 2012.

**Offsetting of Financial Assets and Derivative Assets as of December 31, 2013**

| Description                     | (i)   | (ii)   | (iii) = (i) –<br>(ii)   | (iv)                     | Gross Amount Not<br>Offset in the<br>Statement of<br>Assets and<br>Liabilities |  | (v) = (iii) –<br>(iv) |
|---------------------------------|---|--|---|--------------------------|--|--|-----------------------|
|                                 | Gross<br>Amount<br>of<br>Recognized<br>Assets | Gross<br>Amount<br>Offset in<br>the<br>Statement<br>of<br>Assets<br>and<br>Liabilities | Net<br>Amount<br>Presented<br>in the<br>Statement<br>of<br>Assets<br>and<br>Liabilities | Financial<br>Instruments | Cash<br>Collateral<br>Received   |  | Net<br>Amount         |
| Commodity price                 |   |  |   |                          |  |  |                       |
| WTI crude oil futures contracts | \$ 87,530                                     | \$ -   | \$ 87,530   | \$ 5,080                 | \$ 23,445  |  | \$ 59,005             |

**Offsetting of Financial Liabilities and Derivative Liabilities as of December 31, 2013**

| Description | (i)  | (ii)   | (iii) = (i) –<br>(ii)   | (iv)                     | Gross Amount Not<br>Offset in the<br>Statement of Assets<br>and Liabilities |  | (v) = (iii) –<br>(iv) |
|-------------|--|--|---|--------------------------|---|--|-----------------------|
|             | Gross<br>Amount<br>of<br>Recognized<br>Liabilities | Gross<br>Amount<br>Offset in<br>the<br>Statement<br>of<br>Assets<br>and<br>Liabilities | Net<br>Amount<br>Presented<br>in the<br>Statement<br>of<br>Assets<br>and<br>Liabilities | Financial<br>Instruments | Cash<br>Collateral<br>Pledged   |  | Net<br>Amount         |
|             |  |  |   |                          |   |  |                       |

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Commodity price

|                                 |          |      |          |         |      |      |
|---------------------------------|----------|------|----------|---------|------|------|
| WTI crude oil futures contracts | \$ 5,080 | \$ - | \$ 5,080 | \$5,080 | \$ - | \$ - |
|---------------------------------|----------|------|----------|---------|------|------|

**Offsetting of Financial Assets and Derivative Assets as of December 31, 2012**

| Description                     | (i)<br>Gross Amount of Recognized Assets | Offset in the<br>(ii)<br>Statement of Assets and Liabilities | Presented in the<br>(iii) = (i) -<br>(ii) |                                     | Financial Instruments | Cash Collateral Received | (v) = (iii) -<br>(iv)<br>Net Amount |
|---------------------------------|--|--|---|-------------------------------------|-----------------------|--------------------------|-------------------------------------|
|                                 |  |  | Statement of Assets and Liabilities       | Statement of Assets and Liabilities |                       |                          |                                     |
| Commodity price                 |  |  |   |                                     |                       |                          |                                     |
| WTI crude oil futures contracts | \$ 44,872                                | \$ -   | \$ 44,872                                 | \$44,872                            | \$ -                  | \$ -                     |                                     |

**Offsetting of Financial Liabilities and Derivative Liabilities as of December 31, 2012**

| Description                     | (i)  | (ii)   | (iii) = (i) –<br>(ii)   | (iv)                    | Gross Amount Not<br>Offset in the<br>Statement of Assets<br>and Liabilities |               | (v) =<br>(iii) – (iv) |
|---------------------------------|--|--|---|-------------------------|---|---------------|-----------------------|
|                                 | Gross<br>Amount<br>of<br>Recognized<br>Liabilities | Gross<br>Amount<br>Offset in<br>the<br>Statement<br>of<br>Assets<br>and<br>Liabilities | Net<br>Amount<br>Presented<br>in the<br>Statement<br>of<br>Assets<br>and<br>Liabilities | Financial<br>Instrument | Cash<br>Collateral<br>Pledged   | Net<br>Amount |                       |
| Commodity price                 |  |  |   |                         |   |               |                       |
| WTI crude oil futures contracts | \$ 58,090  | \$ -   | \$ 58,090   | \$44,872                | \$ 13,218   | \$ -          |                       |

The following tables identify the net gain and loss amounts included in the statements of operations as realized and unrealized gains and losses on trading of commodity futures contracts categorized by primary underlying risk:

**Year ended December 31, 2013**

| Primary Underlying Risk     | Realized Loss on<br>Derivative Instruments | Net Change in Unrealized Gain<br>on Derivative Instruments |
|-----------------------------|--|--|
| Commodity price             |  |  |
| Commodity futures contracts | \$ (10,798)                                | \$ 95,668  |

**Year ended December 31, 2012**

| Primary Underlying Risk | Realized Loss on<br>Derivative Instruments | Net Change in Unrealized Loss<br>on Derivative Instruments |
|-------------------------|--|--|
| Commodity price         |  |  |



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Commodity futures contracts \$ (8,348) \$ (129,192 )

**From the commencement of operations (February 23, 2011) to December 31, 2011**

| <b>Primary Underlying Risk</b> | <b>Realized Loss on Derivative Instruments</b> | <b>Net Change in Unrealized Gain on Derivative Instruments</b> |
|--------------------------------|--|--|
| Commodity price                |  |  |
| Commodity futures contracts    | \$ (162,359)                                   | \$ 115,974   |

***Volume of Derivative Activities***

The notional amounts and number of contracts categorized by primary underlying risk, commodity price risk, are included in the schedule of investments as of December 31, 2013 and December 31, 2012

***Note 5 - Financial Highlights***

The following table presents per unit performance data and other supplemental financial data for the years ended December 31, 2013 and 2012 and for the period from the commencement of operations (February 23, 2011) through December 31, 2011. This information has been derived from information presented in the financial statements.

|  | Year ended        | Year ended        | From the commencement of operations (February 23, 2011) through December 31, 2011 |
|--|-------------------|-------------------|---|
|  | December 31, 2013 | December 31, 2012 | December 31, 2011   |
| Per Share Operation Performance  |                   |                   |   |
| Net asset value at beginning of period                                 | \$39.87           | \$44.45           | \$ 50.00  |
| Income from investment operations:                                     |                   |                   |   |
| Investment income  | 0.02              | 0.04              | 0.02  |
| Net realized and unrealized gain (loss) on commodity futures contracts | 1.70              | (1.93 )           | (1.28 )   |
| Total expenses   | (0.61 )           | (2.69 )           | (4.29 )   |
| Net increase (decrease) in net asset value                             | 1.11              | (4.58 )           | \$ (5.55 )  |
| Net asset value at end of period                                       | \$40.98           | \$39.87           | 44.45   |
| Total Return   | 2.78 %            | (10.33)%          | (11.10 )%   |
| Ratios to Average Net Assets   |                   |                   |   |
| Total expense  | 1.50 %            | 6.28 %            | 10.76 %   |

Net investment loss (1.45)% (6.20)% (10.71)%

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Total returns are calculated based on the change in value during the period. An individual shareholder's total return and ratios may vary from the above total returns and ratios based on the timing of contributions to and withdrawals from the Fund. The ratios, excluding non-recurring expenses, have been annualized.

The financial highlights per share data are calculated using the average of the daily shares outstanding for the reporting period, which is inclusive of the last day of the period under report. The asset-based per share data in the financial highlights are calculated using the prior day's net assets consistent with the methodology used to calculate asset-based fees and expenses.

The following table presents information about the sponsor fee and allocation of expenses for the years ended December 31, 2013, 2012 and from the commencement of operations (February 23, 2011) through December 31, 2011.

|                               | Year<br>ended        | Year<br>ended        | From the<br>commencement<br>of<br>operations<br>(February 23,<br>2011)<br>through<br>December 31,<br>2011 |
|-------------------------------|----------------------|----------------------|---|
| Expenses                      | December<br>31, 2013 | December<br>31, 2012 |   |
| Management Fee to the Sponsor | \$-                  | \$26,649             | \$ 44,127   |
| Expenses by the Fund          | \$30,412             | \$167,430            | \$ 474,622  |
| Expenses Paid by the Sponsor  | \$49,400             | \$35,600             | \$ -  |
| Waived Management Fee         | \$20,300             | \$-                  | \$ -  |

Effective January 1, 2013, the Sponsor initiated daily expense accruals, including any accruals for the management fee, equal to 1.5% of total net assets for the Fund on an annual basis. For the year ended December 31, 2013, there is approximately \$590,000 of expenses recorded on the financial statements of the Sponsor which is subject to reimbursement by the Funds in 2014. The Sponsor has not yet determined if it will seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Trust and the Funds do not reflect an adjustment for this amount.

**Note 6 - Quarterly Financial Data (Unaudited)**

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The following summarized (unaudited) quarterly financial information presents the results of operations for the Teucrium WTI Crude Oil Fund and other data for three-month periods ended March 31, June 30, September 30 and December 31, 2013 and 2012.

|                             | First<br>Quarter<br>2013 | Second<br>Quarter<br>2013 | Third<br>Quarter<br>2013 | Fourth<br>Quarter<br>2013 |
|-----------------------------|--------------------------|---------------------------|--------------------------|---------------------------|
| Total Income (Loss)         | \$43,554                 | \$(62,392)                | \$127,409                | \$(22,778)                |
| Total Expenses              | 7,427                    | 7,339                     | 7,909                    | 7,737                     |
| Net Income (Loss)           | \$36,127                 | \$(69,731)                | \$119,500                | \$(30,515)                |
| Net Income (Loss) per share | \$0.73                   | \$(1.40 )                 | \$2.39                   | \$(0.61 )                 |

|                             | First<br>Quarter<br>2012 | Second<br>Quarter<br>2012 | Third<br>Quarter<br>2012 | Fourth<br>Quarter<br>2012 |
|-----------------------------|--------------------------|---------------------------|--------------------------|---------------------------|
| Total Income (Loss)         | \$230,785                | \$(472,600)               | \$119,754                | \$(13,306 )               |
| Total Expenses              | 69,103                   | 57,220                    | 31,572                   | 9,535                     |
| Net Income (Loss)           | \$161,682                | \$(529,820)               | \$88,182                 | \$(22,841 )               |
| Net Income (Loss) per share | \$1.98                   | \$(7.86 )                 | \$1.76                   | \$(0.46 )                 |

***Note 7 - Organizational and Offering Costs***

Expenses incurred in organizing of the Trust and the initial offering of the Shares of the Fund, including applicable SEC registration fees, were borne directly by the Sponsor. The Fund will not be obligated to reimburse the Sponsor.

***Note 8 - Subsequent Events***

The Trust evaluates subsequent events through the date when financial statements are filed with the SEC.

For the period January 1, 2014 through March 17, 2014, there was nothing to report.



## Report of Independent Registered Public Accounting Firm

To the Sponsor of

Teucrium Soybean Fund

We have audited the accompanying statements of assets and liabilities of Teucrium Soybean Fund (the "Fund"), including the schedules of investments, as of December 31, 2013 and 2012, and the related statements of operations, changes in net assets and cash flows for each of the years in the two-year period ended December 31, 2013 and for the period from September 19, 2011 (commencement of operations) through December 31, 2011. We also have audited the Fund's internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). The Fund's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Fund's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

An entity's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. An entity's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the entity; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the entity are being made only in accordance with authorizations of management and directors of the entity; and (3) provide reasonable assurance regarding prevention or timely detection

of unauthorized acquisition, use, or disposition of the entity's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Teucrium Soybean Fund as of December 31, 2013 and 2012, and the results of its operations, changes in its net assets and its cash flows for each of the years in the two-year period ended December 31, 2013 and for the period from September 19, 2011 (commencement of operations) through December 31, 2011 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Fund maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control – Integrated Framework issued by COSO.

Rothstein Kass

/s/ Rothstein Kass

Walnut Creek, California

March 14, 2014

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**TEUCRIUM SOYBEAN FUND****STATEMENTS OF ASSETS AND LIABILITIES**

|  | December<br>31, 2013 | December 31, 2012 |
|--|----------------------|-------------------|
| <b>Assets</b>                          |                      |                   |
| Equity in BNY Mellon trading accounts: |                      |                   |
| Cash and cash equivalents              | \$3,765,791          | \$ 6,169,205      |
| Commodity futures contracts            | -                    | 63,200            |
| Collateral, due from broker            | 400,752              | 670,563           |
| Interest receivable                    | 258                  | 425               |
| Other assets                           | 45,500               | 26,315            |
| Total assets                           | 4,212,301            | 6,929,708         |
| <b>Liabilities</b>                     |                      |                   |
| Commodity futures contracts            | 188,863              | 284,575           |
| Management fee payable to Sponsor      | 3,491                | 5,741             |
| Other liabilities                      | 2,975                | 3,217             |
| Total liabilities                      | 195,329              | 293,533           |
| Net assets                             | \$4,016,972          | \$ 6,636,175      |
| Shares outstanding                     | 175,004              | 275,004           |
| Net asset value per share              | \$22.95              | \$ 24.13          |
| Market value per share                 | \$22.81              | \$ 24.07          |

*The accompanying notes are an integral part of these financial statements.*



**TEUCRIUM SOYBEAN FUND****SCHEDULE OF INVESTMENTS**

December 31, 2013

| <b>Description: Assets</b> | <b>Fair Value</b> | <b>Percentage of<br/>Net Assets</b> |   |
|----------------------------|-------------------|-------------------------------------|---|
| Cash equivalents           |                   |                                     |   |
| Money market funds         |                   |                                     |   |
| Dreyfus Cash Management    | \$ 3,765,791      | 93.75                               | % |

| <b>Description: Liabilities</b>   | <b>Fair Value</b> | <b>Percentage of<br/>Net Assets</b> |   | <b>Notional<br/>Amount<br/>(Long<br/>Exposure)</b> |
|---|-------------------|-------------------------------------|---|--|
| Commodity futures contracts   |                   |                                     |   |  |
| United States soybean futures contracts                                   |                   |                                     |   |  |
| CBOT soybean futures (22 contracts, settlement date<br>March 14, 2014)    | \$ 58,288         | 1.45                                | % | 1,421,750  |
| CBOT soybean futures (19 contracts, settlement date<br>May 14, 2014)      | 4,775             | 0.12                                |   | 1,213,150  |
| CBOT soybean futures (25 contracts, settlement date<br>November 14, 2014) | 125,800           | 3.13                                |   | 1,418,750  |
| Total commodity futures contracts   | \$ 188,863        | 4.70                                | % | 4,053,650  |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM SOYBEAN FUND****SCHEDULE OF INVESTMENTS**

December 31, 2012

| <b>Description: Assets</b>  | <b>Fair Value</b> | <b>Percentage of<br/>Net Assets</b> | <b>Notional Amount<br/>(Long Exposure)</b> |
|---|-------------------|-------------------------------------|--|
| Cash equivalents  |                   |                                     |  |
| Money market funds  |                   |                                     |  |
| Dreyfus Cash Management Plus  | \$ 6,169,205      | 92.96                               | %  |
| Commodity futures contracts   |                   |                                     |  |
| United States soybean futures contracts                                   |                   |                                     |  |
| CBOT soybean futures (28 contracts,<br>settlement date May 14, 2013)      | \$ 40,775         | 0.61                                | % \$ 1,958,950                             |
| CBOT soybean futures (36 contracts,<br>settlement date November 14, 2013) | 22,425            | 0.34                                | 2,344,950                                  |
| Total commodity futures contracts   | \$ 63,200         | 0.95                                | % \$ 4,303,900                             |

| <b>Description: Liabilities</b>  | <b>Fair Value</b> | <b>Percentage of<br/>Net Assets</b> | <b>Notional Amount<br/>(Long Exposure)</b> |
|--|-------------------|-------------------------------------|--|
| Commodity futures contracts  |                   |                                     |  |
| United States soybean futures contracts                                |                   |                                     |  |
| CBOT soybean futures (33 contracts, settlement<br>date March 14, 2013) | \$ 284,575        | 4.29                                | % \$ 2,325,675                             |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM SOYBEAN FUND****STATEMENTS OF OPERATIONS**

|  | Year ended<br>December<br>31, 2013 | Year ended<br>December<br>31, 2012 | From the commencement<br>of<br>operations (September 19, 2011)<br>through December<br>31, 2011 |
|--|------------------------------------|------------------------------------|--|
| <b>Income</b>  |                                    |                                    |  |
| Realized and unrealized gain (loss) on trading of commodity futures contracts:       |                                    |                                    |  |
| Realized (loss) gain on commodity futures contracts                                  | \$(43,450 )                        | \$26,281                           | \$ (140,281 )  |
| Net change in unrealized appreciation or depreciation on commodity futures contracts | 32,512                             | (66,706 )                          | (154,669 )   |
| Interest income  | 2,723                              | 5,056                              | 286  |
| Total loss   | (8,215 )                           | (35,369 )                          | (294,664 )   |
| <b>Expenses</b>  |                                    |                                    |  |
| Management fees  | 61,250                             | 63,352                             | 4,930  |
| Professional fees  | 113,689                            | 69,671                             | -  |
| Business permits and licenses fees   | 148,108                            | 205,174                            | -  |
| Distribution and marketing fees  | 8,426                              | 74,709                             | 13,804   |
| Custodian fees and expenses  | 18,102                             | 10,183                             | -  |
| General and administrative expenses  | 25,966                             | 37,628                             | -  |
| Brokerage commissions  | 2,084                              | 4,432                              | 272  |
| Other expenses   | 7,683                              | 10,785                             | -  |
| Total expenses   | 385,308                            | 475,934                            | 19,006   |
| Net loss   | \$(393,523)                        | \$(511,303)                        | \$ (313,670 )  |
| Net (loss) income per share  | \$(1.18 )                          | \$2.27                             | \$ (3.14 )   |
| Net loss per weighted average share  | \$(1.53 )                          | \$(2.04 )                          | \$ (3.14 )   |
| Weighted average shares outstanding  | 257,127                            | 250,277                            | 100,004  |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM SOYBEAN FUND****STATEMENTS OF CHANGES IN NET ASSETS**

|  | Year ended<br>December<br>31, 2013 | Year ended<br>December 31,<br>2012 | From the commencement<br>of<br>operations (September<br>19, 2011)<br>through December<br>31, 2011 |
|--|------------------------------------|------------------------------------|---|
| Operations                                       |                                    |                                    |   |
| Net loss   | \$(393,523 )                       | \$(511,303 )                       | \$ (313,670 )   |
| Capital transactions                             |                                    |                                    |   |
| Issuance of Shares                               | 1,859,169                          | 17,320,020                         | 2,500,000   |
| Redemption of Shares                             | (4,084,849)                        | (12,358,972)                       | -   |
| Total capital transactions                       | (2,225,680)                        | 4,961,048                          | 2,500,000   |
| Net change in net assets                         | (2,619,203)                        | 4,449,745                          | 2,186,330   |
| Net assets, beginning of period                  | 6,636,175                          | 2,186,430                          | 100   |
| Net assets, end of period                        | \$4,016,972                        | \$6,636,175                        | \$ 2,186,430  |
| Net asset value per share at beginning of period | \$24.13                            | \$21.86                            | \$ 25.00  |
| At end of period                                 | \$22.95                            | \$24.13                            | \$ 21.86  |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM SOYBEAN FUND****STATEMENTS OF CASH FLOWS**

|  | Year ended<br>December<br>31, 2013 | Year ended<br>December 31,<br>2012 | From the commencement<br>of<br>operations (September<br>19, 2011)<br>through December<br>31, 2011 |
|--|------------------------------------|------------------------------------|---|
| Cash flows from operating activities:  |                                    |                                    |   |
| Net loss   | \$ (393,523 )                      | \$ (511,303 )                      | \$ (313,670 )   |
| Adjustments to reconcile net loss to net cash used in operating activities:          |                                    |                                    |   |
| Net change in unrealized appreciation or depreciation on commodity futures contracts | (32,512 )                          | 66,706                             | 154,669   |
| Changes in operating assets and liabilities:   |                                    |                                    |   |
| Collateral, due from broker  | 269,811                            | (379,869 )                         | (290,694 )  |
| Interest receivable  | 167                                | (341 )                             | (84 )   |
| Other assets   | (19,185 )                          | (26,315 )                          | -   |
| Collateral, due to broker  | -                                  | -                                  | -   |
| Management fee payable to Sponsor  | (2,250 )                           | 3,959                              | 1,782   |
| Other liabilities  | (242 )                             | (49 )                              | 3,266   |
| Net cash used in operating activities  | (177,734 )                         | (847,212 )                         | (444,731 )  |
| Cash flows from financing activities:  |                                    |                                    |   |
| Proceeds from sale of Shares   | 1,859,169                          | 17,320,020                         | 2,500,000   |
| Redemption of Shares   | (4,084,849)                        | (12,358,972)                       | -   |
| Net cash (used in) provided by financing activities                                  | (2,225,680)                        | 4,961,048                          | 2,500,000   |
| Net change in cash and cash equivalents  | (2,403,414)                        | 4,113,836                          | 2,055,269   |
| Cash and cash equivalents, beginning of period                                       | 6,169,205                          | 2,055,369                          | 100   |
| Cash and cash equivalents, end of period   | \$3,765,791                        | \$6,169,205                        | \$ 2,055,369  |

*The accompanying notes are an integral part of these financial statements.*

## NOTES TO FINANCIAL STATEMENTS

**December 31, 2013**

### *Note 1 – Organization and Operation*

Teucrium Soybean Fund (referred to herein as “SOYB” or the “Fund”) is a commodity pool that is a series of Teucrium Commodity Trust (“Trust”), a Delaware statutory trust formed on September 11, 2009. The Fund issues common units, called the “Shares,” representing fractional undivided beneficial interests in the Fund. The Fund continuously offers Creation Baskets consisting of 25,000 Shares at their Net Asset Value (“NAV”) to “Authorized Purchasers” through Foreside Fund Services, LLC, which is the distributor for the Fund (the “Distributor”). Authorized Purchasers sell such Shares, which are listed on the New York Stock Exchange (“NYSE”) Arca under the symbol “SOYB,” to the public at per-Share offering prices that reflect, among other factors, the trading price of the Shares on the NYSE Arca, the NAV of the Fund at the time the Authorized Purchaser purchased the Creation Baskets and the NAV at the time of the offer of the Shares to the public, the supply of and demand for Shares at the time of sale, and the liquidity of the markets for soybean interests. The Fund’s Shares trade in the secondary market on the NYSE Arca at prices that are lower or higher than their NAV per Share.

The investment objective of the Fund is to have the daily changes in percentage terms of the Shares’ Net Asset Value (“NAV”) reflect the daily changes in percentage terms of a weighted average of the closing settlement prices for three futures contracts for soybeans (“Soybean Futures Contracts”) that are traded on the Chicago Board of Trade (“CBOT”). Except as described in the following paragraph, the three Soybean Futures Contracts will be: (1) second-to-expire CBOT Soybean Futures Contract, weighted 35%, (2) the third-to-expire CBOT Soybean Futures Contract, weighted 30%, and (3) the CBOT Soybean Futures Contract expiring in the November following the expiration month of the third-to-expire contract, weighted 35%.

The Fund commenced investment operations on September 19, 2011 and has a fiscal year ending December 31. The Fund’s sponsor is Teucrium Trading, LLC (the “Sponsor”). The Sponsor is responsible for the management of the Fund. The Sponsor is a member of the National Futures Association (the “NFA”) and became a commodity pool operator registered with the Commodity Futures Trading Commission (the “CFTC”) effective November 10, 2009.

On June 17, 2011, the Fund’s registration of 10,000,000 shares on Form S-1 was declared effective by the SEC. On September 19, 2011, the Fund listed its shares on the NYSE Arca under the ticker symbol “SOYB.” On the business day prior to that, the Fund issued 100,000 shares in exchange for \$2,500,000 at the Fund’s initial NAV of \$25 per share. The Fund also commenced investment operations on September 19, 2011 by purchasing soybean commodity futures contracts traded on the CBOT. On December 31, 2010, the Fund had four shares outstanding, which were owned by the Sponsor.

***Note 2 – Summary of Significant Accounting Policies***

***Basis of Presentation***

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) as detailed in the Financial Accounting Standards Board’s Accounting Standards Codification.

***Revenue Recognition***

Commodity futures contracts are recorded on the trade date. All such transactions are recorded on the identified cost basis and marked to market daily. Unrealized appreciation or depreciation on commodity futures contracts are reflected in the statements of operations as the difference between the original contract amount and the fair market value as of the last business day of the year or as of the last date of the financial statements. Changes in the appreciation or depreciation between periods are reflected in the statements of operations. Interest on cash equivalents and deposits with the Futures Commission Merchant are recognized on the accrual basis. The Fund earns interest on its assets denominated in U.S. dollars on deposit with the Futures Commission Merchant. In addition, the Fund earns interest on funds held at the custodian at prevailing market rates for such investments.

***Brokerage Commissions***

Brokerage commissions on all open commodity futures contracts are accrued on a full-turn basis.

***Income Taxes***

For tax purposes, the Fund will be treated as a partnership. The Fund does not record a provision for income taxes because the partners report their share of the Fund’s income or loss on their income tax returns. The financial statements reflect the Fund’s transactions without adjustment, if any, required for income tax purposes.

The Fund is required to determine whether a tax position is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the

technical merits of the position. The Fund files an income tax return in the U.S. federal jurisdiction, and may file income tax returns in various U.S. states and foreign jurisdictions. The Fund is subject to income tax examinations by major taxing authorities for all tax years since inception. The tax benefit recognized is measured as the

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largest amount of benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. De-recognition of a tax benefit previously recognized results in the Fund recording a tax liability that reduces net assets. Based on its analysis, the Fund has determined that it has not incurred any liability for unrecognized tax benefits as of and for the years ended December 31, 2013, 2012 and from the commencement of operations (September 19, 2011) through December 31, 2011. However, the Fund's conclusions regarding this policy may be subject to review and adjustment at a later date based on factors including, but not limited to, ongoing analysis of and changes to tax laws, regulations, and interpretations thereof.

The Fund recognizes interest accrued related to unrecognized tax benefits and penalties related to unrecognized tax benefits in income tax fees payable, if assessed. No interest expense or penalties have been recognized as of and for the years ended December 31, 2013 and 2012.

The Fund may be subject to potential examination by U.S. federal, U.S. state, or foreign jurisdictional authorities in the area of income taxes. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions, and compliance with U.S. federal, U.S. state and foreign tax laws. The Fund's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

### *Creations and Redemptions*

Authorized Purchasers may purchase Creation Baskets consisting of 25,000 shares from the Fund. The amount of the proceeds required to purchase a Creation Basket will be equal to the NAV of the shares in the Creation Basket determined as of 4:00 p.m. New York time on the day the order to create the basket is properly received.

Authorized Purchasers may redeem shares from the Fund only in blocks of 25,000 shares called "Redemption Baskets." The amount of the redemption proceeds for a Redemption Basket will be equal to the NAV of the shares in the Redemption Basket determined as of 4:00 p.m. New York time on the day the order to redeem the basket is properly received.

The size of a Creation Basket and a Redemption basket was changed effective March 5, 2012 from 50,000 to 25,000 shares.

The Fund receives or pays the proceeds from shares sold or redeemed within three business days after the trade date of the purchase or redemption. The amounts due from Authorized Purchasers are reflected in the Fund's statements of assets and liabilities as receivable for shares sold. Amounts payable to Authorized Purchasers upon redemption are reflected in the Fund's statements of assets and liabilities as payable for shares redeemed.

As outlined in the most recent Form S-1 filing, 50,000 shares represents two Redemption Baskets for the Fund and a minimum level of shares.

### *Allocation of Shareholder Income and Losses*

Profit or loss is allocated among the shareholders of the Fund in proportion to the number of shares each shareholder holds as of the close of each month.

### *Cash Equivalents*

Cash equivalents are highly-liquid investments with original maturity dates of three months or less at inception. The Fund reported its cash equivalents in the statements of assets and liabilities at market value, or at carrying amounts that approximate fair value, because of their highly-liquid nature and short-term maturities. The Fund has a substantial portion of its assets on deposit with banks. Assets deposited with the bank may, at times, exceed federally insured limits. The Fund had a balance of \$3,765,791 and \$6,169,205 in money market funds at December 31, 2013 and December 31, 2012, respectively; these balances are included in cash and cash equivalents on the statements of assets and liabilities.

### *Collateral, Due from/to Broker*

Margin is the minimum amount of funds that must be deposited by a commodity interest trader with the trader's broker to initiate and maintain an open position in futures contracts. A margin deposit acts to assure the trader's performance of the futures contracts purchased or sold. Futures contracts are customarily bought and sold on initial margin that represents a very small percentage of the aggregate purchase or sales price of the contract. Because of such low margin requirements, price fluctuations occurring in the futures markets may create profits and losses that, in relation to the amount invested, are greater than are customary in other forms of investment or speculation. As discussed below, adverse price changes in the futures contract may result in margin requirements that greatly exceed the initial margin. In addition, the amount of margin required in connection with a particular futures contract is set from time to time by the exchange on which the contract is traded and may be modified from time to time by the exchange during the term of the contract. Brokerage firms, such as the Fund's clearing brokers, carrying accounts for traders in commodity interest contracts generally require higher amounts of margin as a matter of policy to further protect themselves. Over-the-counter trading generally involves the extension of credit between counterparties, so the counterparties may agree to require the posting of collateral by one or both parties to address credit exposure.

When a trader purchases an option, there is no margin requirement; however, the option premium must be paid in full. When a trader sells an option, on the other hand, he or she is required to deposit margin in an amount determined by the margin requirements established for the underlying interest and, in addition, an amount substantially equal to the current premium for the option. The margin requirements imposed on the selling of options, although adjusted to reflect the probability that out-of-the-money options will not be exercised, can in fact be higher than

those imposed in dealing in the futures markets directly. Complicated margin requirements apply to spreads and conversions, which are complex trading strategies in which a trader acquires a mixture of options positions and positions in the underlying interest.

Ongoing or “maintenance” margin requirements are computed each day by a trader’s clearing broker. When the market value of a particular open futures contract changes to a point where the margin on deposit does not satisfy maintenance margin requirements, a margin call is made by the broker. If the margin call is not met within a reasonable time, the broker may close out the trader’s position. With respect to the Fund’s trading, the Fund (and not its shareholders personally) is subject to margin calls.

Finally, many major U.S. exchanges have passed certain cross margining arrangements involving procedures pursuant to which the futures and options positions held in an account would, in the case of some accounts, be aggregated and margin requirements would be assessed on a portfolio basis, measuring the total risk of the combined positions.

#### *Calculation of Net Asset Value*

The Fund’s NAV is calculated by:

• Taking the current market value of its total assets and

• Subtracting any liabilities.

The administrator, the Bank of New York Mellon, calculates the NAV of the Fund once each trading day. It calculates the NAV as of the earlier of the close of the NYSE or 4:00 p.m. New York time. The NAV for a particular trading day is released after 4:15 p.m. New York time.

In determining the value of Soybean Futures Contracts, the administrator uses the CBOT closing price. The administrator determines the value of all other Fund investments as of the earlier of the close of the NYSE or 4:00 p.m. New York time. The value of over-the-counter soybean interests is determined based on the value of the commodity or futures contract underlying such soybean interest, except that a fair value may be determined if the Sponsor believes that the Fund is subject to significant credit risk relating to the counterparty to such soybean interest. For purposes of financial statements and reports, the Sponsor will recalculate the NAV where necessary to reflect the “fair value” of a Futures Contract when the Futures Contract closes at its price fluctuation limit for the day. Treasury securities held by the Fund are valued by the administrator using values received from recognized third-party vendors and dealer quotes. NAV includes any unrealized profit or loss on open soybean interests and any other income or expense accruing to the Fund but unpaid or not received by the Fund.

Market value per share represents the closing price on the last trading day of the quarter as reported by the NYSE Arca. If such a closing price is not available, the bid/ask midpoint at 4 p.m. as reported by the NYSE Arca was used.

### *Sponsor Fee and Allocation of Expenses*

The Sponsor is responsible for investing the assets of the Fund in accordance with the objectives and policies of the Fund. In addition, the Sponsor arranges for one or more third parties to provide administrative, custodial, accounting, transfer agency and other necessary services to the Fund. For these services, the Fund is contractually obligated to pay a monthly management fee to the Sponsor, based on average daily net assets, at a rate equal to 1.00% per annum.

The Fund generally pays for all brokerage fees, taxes and other expenses, including licensing fees for the use of intellectual property, registration or other fees paid to the SEC, the Financial Industry Regulatory Authority (“FINRA”), formerly the National Association of Securities Dealers, or any other regulatory agency in connection with the offer and sale of subsequent Shares after its initial registration and all legal, accounting, printing and other expenses associated therewith. The Fund also pays its portion of the fees and expenses associated with the Trust’s tax accounting and reporting requirements. Certain aggregate expenses common to all Funds managed by the Sponsor are allocated to each Fund based on activity drivers deemed most appropriate by the Sponsor for such expenses. The Sponsor can elect to waive certain fees or expenses that would generally be paid for by the Fund. All asset-based fees and expenses are calculated on the prior day’s net assets.

The following table presents information about the sponsor fee and allocation of expenses for the years ended December 31, 2013, 2012 and from the commencement of operations (September 19, 2011) through December 31, 2011.

| <u>Expenses</u>               | Year<br>ended        | Year<br>ended        | From the<br>commencement<br>of<br>operations<br>(September 19,<br>2011)<br>through<br>December 31,<br>2011 |
|-------------------------------|----------------------|----------------------|--|
|                               | December<br>31, 2013 | December<br>31, 2012 |  |
| Management Fee to the Sponsor | \$61,250             | \$63,352             | \$ 4,930   |
| Expenses by the Fund          | \$385,308            | \$475,934            | \$ 19,006  |
| Expenses Paid by the Sponsor  | \$8,400              | \$11,600             | \$ 25,000  |
| Waived Management Fee         | \$-                  | \$-                  | \$ 1,200   |

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The following table presents information about the sponsor fee and allocation of expenses for the three months ended December 31, 2013, 2012 and 2011.

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|                               | Three<br>months<br>ended<br>December<br>31, 2013 | Three<br>months<br>ended<br>December<br>31, 2012 | Three<br>months<br>ended<br>December<br>31, 2011 |
|-------------------------------|--|--|--|
| <u>Expenses</u>               |  |  |  |
| Management Fee to the Sponsor | \$ 11,996  | \$ 19,212  | \$ 4,930   |
| Expenses by the Fund          | \$ 93,518  | \$ 145,711                                       | \$ 18,858  |
| Expenses Paid by the Sponsor  | \$ 2,700   | \$ -   | \$ 25,000  |
| Waived Management Fee         | \$ -   | \$ -   | \$ 1,200   |

For the year ended December 31, 2012, there was also approximately \$560,000 of expenses recorded on the financial statements of the Sponsor which were subject to reimbursement by the Fund in 2013. The Sponsor had not determined, as of December 31, 2012, if it would seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Fund did not reflect an adjustment for this amount. As of December 31, 2013, the Sponsor had been reimbursed by SOYB, a total of \$47,200 of the \$560,000; the Sponsor will not seek reimbursement in 2014 for any residual balance which is deemed attributable to the operation of the Fund. For the year ended December 31, 2013, there is approximately \$590,000 of expenses recorded on the financial statements of the Sponsor which is subject to reimbursement by the Funds in 2014. The Sponsor has not yet determined if it will seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Trust and the Funds do not reflect an adjustment for this amount.

### *Use of Estimates*

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of the revenue and expenses during the reporting period. Actual results could differ from those estimates.

### *Fair Value - Definition and Hierarchy*

In accordance with U.S. GAAP, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the “exit price”) in an orderly transaction between market participants at the measurement date.

In determining fair value, the Fund uses various valuation approaches. In accordance with U.S. GAAP, a fair value hierarchy for inputs is used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources

independent of the Fund. Unobservable inputs reflect the Fund's assumptions about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The fair value hierarchy is categorized into three levels based on the inputs as follows:

*Level 1* - Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Fund has the ability to access. Valuation adjustments and block discounts are not applied to Level 1 securities. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these securities does not entail a significant degree of judgment.

*Level 2* - Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

*Level 3* - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The availability of valuation techniques and observable inputs can vary from security to security and is affected by a wide variety of factors including, the type of security, whether the security is new and not yet established in the marketplace, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Those estimated values do not necessarily represent the amounts that may be ultimately realized due to the occurrence of future circumstances that cannot be reasonably determined. Because of the inherent uncertainty of valuation, those estimated values may be materially higher or lower than the values that would have been used had a ready market for the securities existed. Accordingly, the degree of judgment exercised by the Fund in determining fair value is greatest for securities categorized in Level 3. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy, within which the fair value measurement in its entirety falls, is determined based on the lowest level input that is significant to the fair value measurement.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Fund's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. The Fund uses prices and inputs that are current as of the measurement date, including periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many securities. This condition could cause a security to be reclassified to a lower level within the fair value hierarchy. When such a situation exists on a quarter close, the Sponsor will calculate the NAV on a particular day using the Level 1 valuation, but will later recalculate the NAV for the impacted Fund based upon the valuation inputs from these alternative verifiable sources (Level 2 or Level 3) and will report such NAV in its applicable financial statements and reports.



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On December 31, 2013 and December 31, 2012, in the opinion of the Trust and the Fund, the reported value of the Soybean Futures Contracts traded on the CBOT fairly reflected the value of the Soybean Futures Contracts held by the Fund, and no adjustments were necessary.

For the period ended March 31, 2013, Soybean Futures Contracts traded on the CBOT due to settle on November 14, 2014 (the “NOV14 Soybean Contracts”) did not, in the opinion of the Trust and SOYB, trade in an actively traded futures market as defined in the policy of the Trust and SOYB for the entire period during which they were held. Accordingly, the Trust and SOYB classified these as a Level 2 liability. The NOV14 Soybean Contracts were, in the opinion of the Trust and SOYB, fairly valued at settlement on March 31, 2013. These transferred back to a Level 1 liability for the quarter ended June 30, 2013.

The Fund records its derivative activities at fair value. Gains and losses from derivative contracts are included in the statements of operations. Derivative contracts include futures contracts related to commodity prices. Futures, which are listed on a national securities exchange, such as the Chicago Board of Trade (“CBOT”) or the New York Mercantile Exchange (“NYMEX”), or reported on another national market, are generally categorized in Level 1 of the fair value hierarchy. OTC derivatives contracts (such as forward and swap contracts) which may be valued using models, depending on whether significant inputs are observable or unobservable, are categorized in Levels 2 or 3 of the fair value hierarchy.

### ***Net Income (Loss) per Share***

Net income (loss) per share is the difference between the NAV per unit at the beginning of each period and at the end of each period. The weighted average number of units outstanding was computed for purposes of disclosing net income (loss) per weighted average unit. The weighted average units are equal to the number of units outstanding at the end of the period, adjusted proportionately for units created or redeemed based on the amount of time the units were outstanding during such period.

### ***New Accounting Pronouncements***

The FASB issued ASU No. 2013-10, “Derivatives and Hedging (Topic 815): Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes. The amendments in this Update permit the Fed Funds Effective Swap Rate (OIS) to be used as a U.S. benchmark interest rate for hedge accounting purposes under Topic 815, in addition to UST and LIBOR. The amendments also remove the restriction on using different benchmark rates for similar hedges. The amendments are effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. The adoption did not have a significant impact on the financial statements disclosures for the Trust or the Funds.

The FASB issued ASU No. 2013-08, “Financial Services-Investment Companies (Topic 946)-Amendments to the Scope, Measurement, and Disclosure Requirements”. ASU No. 2013-08 affects the scope, measurement, and disclosure requirements for investment companies under U.S. GAAP. ASU 2013-08 is effective for interim and annual reporting periods in fiscal years beginning after December 15, 2013. The adoption did not have a significant impact on the financial statements disclosures for the Trust or the Fund.

In December 2011, the FASB issued ASU No. 2011-11, “Balance Sheet (Topic 210): Amendments of the FASB Accounting Standards Codification and Disclosures about Offsetting Assets and Liabilities in U.S. GAAP and IFRS.” ASU No. 2011-11 clarifies existing requirements for balance sheet offsetting and for disclosures about the offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position in converged guidance of the FASB and the International Accounting Standards Board. The amendments are to be applied retrospectively for all comparative periods presented. For public entities, the amendments are effective for annual reporting periods beginning on or after January 1, 2013. The adoption did not have a significant impact on the financial statement disclosures for the Fund.

**Note 3 – Fair Value Measurements**

The Fund’s assets and liabilities recorded at fair value have been categorized based upon a fair value hierarchy as described in the Fund’s significant accounting policies in Note 2. The following table presents information about the Fund’s assets and liabilities measured at fair value as of December 31, 2013 and December 31, 2012:

**December 31, 2013**

| Assets:          | Level 1     | Level 2 | Level 3 | Balance as of December 31, 2013 |
|------------------|-------------|---------|---------|---------------------------------|
| Cash equivalents | \$3,765,791 | \$ -    | \$ -    | \$3,765,791                     |

| Liabilities:                | Level 1   | Level 2 | Level 3 | Balance as of December 31, 2013 |
|-----------------------------|-----------|---------|---------|---------------------------------|
| Commodity futures contracts | \$188,863 | \$ -    | \$ -    | \$188,863                       |

**December 31, 2012**

| Assets:                     | Level 1     | Level 2 | Level 3 | Balance as of December 31, 2012 |
|-----------------------------|-------------|---------|---------|---------------------------------|
| Cash equivalents            | \$6,169,205 | \$ -    | \$ -    | \$6,169,205                     |
| Commodity futures contracts | 63,200      | -       | -       | 63,200                          |
| Total                       | \$6,232,405 | \$ -    | \$ -    | \$6,232,405                     |

|              |         |
|--------------|---------|
| Liabilities: | Level 1 |
|--------------|---------|

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|                             | Level<br>2 | Level<br>3 | Balance as<br>of<br>December<br>31, 2012 |
|-----------------------------|------------|------------|--|
| Commodity futures contracts | \$284,575  | \$ -       | \$ -                                     |
|                             |            |            | \$ 284,575                               |

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Transfers into and out of each level of the fair value hierarchy for the NOV14 Soybean Contracts, for the period from January 1, 2013 through December 31, 2013 were as follows:

|                             | Transfers<br>into<br>Level 1 | Transfers<br>out of<br>Level 1 | Transfers<br>into<br>Level 2 | Transfers<br>out of<br>Level 2 | Transfers<br>into<br>Level 3 | Transfers<br>out of<br>Level 3 |
|-----------------------------|------------------------------|--------------------------------|------------------------------|--------------------------------|------------------------------|--------------------------------|
| Liabilities (at fair value) |                              |                                |                              |                                |                              |                                |
| Derivative contracts        |                              |                                |                              |                                |                              |                                |
| Soybean future contracts    | \$ 6,850                     | \$ 6,850                       | \$ 6,850                     | \$ 6,850                       | \$ -                         | \$ -                           |

For the year ended December 31, 2012, the Fund did not have any significant transfers between any of the levels of the fair value hierarchy.

***Note 4 – Derivative Instruments and Hedging Activities***

In the normal course of business, the Fund utilizes derivative contracts in connection with its proprietary trading activities. Investments in derivative contracts are subject to additional risks that can result in a loss of all or part of an investment. The Fund's derivative activities and exposure to derivative contracts are classified by the following primary underlying risks: interest rate, credit, commodity price, and equity price risks. In addition to its primary underlying risks, the Fund is also subject to additional counterparty risk due to inability of its counterparties to meet the terms of their contracts. For the years ended December 31, 2013, 2012 and from the commencement of operations (September 19, 2011) through December 31, 2011, the Fund invested only in commodity futures contracts.

***Futures Contracts***

The Fund is subject to commodity price risk in the normal course of pursuing its investment objectives. A futures contract represents a commitment for the future purchase or sale of an asset at a specified price on a specified date.

The purchase and sale of futures contracts requires margin deposits with a Futures Commission Merchant ("FCM"). Subsequent payments (variation margin) are made or received by the Fund each day, depending on the daily fluctuations in the value of the contract, and are recorded as unrealized gains or losses by the Fund. Futures contracts may reduce the Fund's exposure to counterparty risk since futures contracts are exchange-traded; and the exchange's clearinghouse, as the counterparty to all exchange-traded futures, guarantees the futures against default.

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The Commodity Exchange Act requires an FCM to segregate all customer transactions and assets from the FCM's proprietary activities. A customer's cash and other equity deposited with an FCM are considered commingled with all other customer funds subject to the FCM's segregation requirements. In the event of an FCM's insolvency, recovery may be limited to the Fund's pro rata share of segregated customer funds available. It is possible that the recovery amount could be less than the total of cash and other equity deposited.

The following table discloses information about offsetting assets and liabilities presented in the statements of assets and liabilities to enable users of these financial statements to evaluate the effect or potential effect of netting arrangements for recognized assets and liabilities. These recognized assets and liabilities are presented as defined in the Financial Accounting Standards Board's ("FASB") Accounting Standards Update ("ASU") No. 2011-11 "Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities" and subsequently clarified in FASB ASU 2013-01 "Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities."

The following table also identifies the fair value amounts of derivative instruments included in the statements of assets and liabilities as derivative contracts, categorized by primary underlying risk as of December 31, 2013 and December 31, 2012.

**Offsetting of Financial Liabilities and Derivative Liabilities as of December 31, 2013**

|                           | (i)  | (ii)   | (iii) = (i) -<br>(ii)   | (iv)                                | (v) =<br>(iii) - (iv)               |
|---------------------------|--|--|---|-------------------------------------|-------------------------------------|
|                           | Gross<br>Amount<br>of<br>Recognized<br>Liabilities | Gross<br>Amount<br>Offset in<br>the<br>Statement<br>of<br>Assets<br>and<br>Liabilities | Net<br>Amount<br>Presented<br>in the<br>Statement<br>of<br>Assets<br>and<br>Liabilities | Financial<br>Instruments<br>Pledged | Cash<br>Collateral<br>Net<br>Amount |
| Description               |  |  |   |                                     |                                     |
| Commodity price           |  |  |   |                                     |                                     |
| Soybean futures contracts | \$ 188,863   | \$ -   | \$ 188,863  | \$- \$ 188,863                      | \$ -                                |



**Offsetting of Financial Assets and Derivative Assets as of December 31, 2012**

| Description               | (i)                               | (ii)   | (iii) = (i) –<br>(ii)   | (iv)                  | Gross Amount Not Offset in the Statement of Assets and Liabilities |  | (v) =<br>(iii) – (iv) |
|---------------------------|-----------------------------------|--|---|-----------------------|--|--|-----------------------|
|                           | Gross Amount of Recognized Assets | Gross Amount Offset in the Statement of Assets and Liabilities | Net Amount Presented in the Statement of Assets and Liabilities | Financial Instruments | Cash Collateral Received   |  | Net Amount            |
| Commodity price           |                                   |  |   |                       |  |  |                       |
| Soybean futures contracts | \$ 63,200                         | \$ -   | \$ 63,200   | \$ 63,200             | \$ -   |  | \$ -                  |

**Offsetting of Financial Liabilities and Derivative Liabilities as of December 31, 2012**

| Description               | (i)                                    | (ii)   | (iii) = (i) –<br>(ii)   | (iv)                  | Gross Amount Not Offset in the Statement of Assets and Liabilities |  | (v) =<br>(iii) – (iv) |
|---------------------------|--|--|---|-----------------------|--|--|-----------------------|
|                           | Gross Amount of Recognized Liabilities | Gross Amount Offset in the Statement of Assets and Liabilities | Net Amount Presented in the Statement of Assets and Liabilities | Financial Instruments | Cash Collateral Pledged  |  | Net Amount            |
| Commodity price           |  |  |   |                       |  |  |                       |
| Soybean futures contracts | \$ 284,575                             | \$ -   | \$ 284,575  | \$ 63,200             | \$ 221,375   |  | \$ -                  |

The following tables identify the net gain and loss amounts included in the statements of operations as realized and unrealized gains and losses on trading of commodity futures contracts categorized by primary underlying risk:



**Year ended December 31, 2013**

| <b>Primary Underlying Risk</b> | <b>Realized Loss on<br/>Derivative Instruments</b> | <b>Net Change in Unrealized Gain<br/>on Derivative Instruments</b> |
|--------------------------------|--|--|
| Commodity price                |  |  |
| Commodity futures contracts    | \$ (43,450)  | \$ 32,512  |

**Year ended December 31, 2012**

| <b>Primary Underlying Risk</b> | <b>Realized Gain on<br/>Derivative Instruments</b> | <b>Net Change in Unrealized Loss<br/>on Derivative Instruments</b> |
|--------------------------------|--|--|
| Commodity price                |  |  |
| Commodity futures contracts    | \$ 26,281  | \$ (66,706 )   |

**For the period from the commencement of operations (September 19, 2011) to December 31, 2011**

| <b>Primary Underlying Risk</b> | <b>Realized Loss on<br/>Derivative Instruments</b> | <b>Net Change in Unrealized Loss<br/>on Derivative Instruments</b> |
|--------------------------------|--|--|
| Commodity price                |  |  |
| Commodity futures contracts    | \$ (140,281)                                       | \$ (154,669 )  |

***Volume of Derivative Activities***

The notional amounts and number of contracts categorized by primary underlying risk, commodity price risk, are included in the schedule of investments as of December 31, 2013 and December 31, 2012.

***Note 5 – Financial Highlights***

The following table presents per unit performance data and other supplemental financial data for the years ended December 31, 2013, 2012 and for the period from the commencement of operations (September 19, 2011) through December 31, 2011. This information has been derived from information presented in the financial statements.

From the  
commencement  
of

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|  | Year<br>ended        | Year<br>ended        | operations<br>(September 19,<br>2011) |
|--|----------------------|----------------------|---------------------------------------|
| Per Share Operation Performance  | December<br>31, 2013 | December<br>31, 2012 | through<br>December 31,<br>2011       |
| Net asset value at beginning of period                                 | \$24.13              | \$21.86              | \$ 25.00                              |
| Income from investment operations:                                     |                      |                      |                                       |
| Investment income  | 0.01                 | 0.02                 | -                                     |
| Net realized and unrealized gain (loss) on commodity futures contracts | 0.31                 | 4.15                 | (0.19 )                               |
| Total expenses   | (1.50 )              | (1.90 )              | (2.95 )                               |
| Net (decrease) increase in net asset value                             | (1.18 )              | 2.27                 | (3.14 )                               |
| Net asset value at end of period                                       | \$22.95              | \$24.13              | \$ 21.86                              |
| Total Return   | (4.89 )%             | 10.38 %              | (12.56 )%                             |
| Ratios to Average Net Assets   |                      |                      |                                       |
| Total expense  | 6.30 %               | 7.50 %               | 3.05 %                                |
| Net investment loss  | (6.26 )%             | (7.42 )%             | (3.00 )%                              |

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Total returns are calculated based on the change in value during the period. An individual shareholder's total return and ratios may vary from the above total returns and ratios based on the timing of contributions to and withdrawals from the Fund. The ratios, excluding non-recurring expenses, have been annualized.

The Financial Highlights per share data are calculated using the average of the daily shares outstanding for the reporting period, which is inclusive of the last day of the period under report. The asset-based per share data in the Financial Highlights are calculated using the prior day's net assets consistent with the methodology used to calculate asset-based fees and expenses.

The following table presents information about the sponsor fee and allocation of expenses for the years ended December 31, 2013, 2012 and from the commencement of operations (September 19, 2011) through December 31, 2011.

| Expenses                      | Year<br>ended        | Year<br>ended        | From the<br>commencement<br>of<br>operations<br>(September 19,<br>2011)<br>through<br>December 31,<br>2011 |
|-------------------------------|----------------------|----------------------|--|
|                               | December<br>31, 2013 | December<br>31, 2012 |  |
| Management Fee to the Sponsor | \$61,250             | \$63,352             | \$ 4,930   |
| Expenses by the Fund          | \$385,308            | \$475,934            | \$ 19,006  |
| Expenses Paid by the Sponsor  | \$8,400              | \$11,600             | \$ 25,000  |
| Waived Management Fee         | \$-                  | \$-                  | \$ 1,200   |

For the year ended December 31, 2012, there was also approximately \$560,000 of expenses recorded on the financial statements of the Sponsor which were subject to reimbursement by the Fund in 2013. The Sponsor had not determined, as of December 31, 2012, if it would seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Fund did not reflect an adjustment for this amount. As of December 31, 2013, the Sponsor had been reimbursed by SOYB, a total of \$47,200 of the \$560,000; the Sponsor will not seek reimbursement in 2014 for any residual balance which is deemed attributable to the operation of the Fund. For the year ended December 31, 2013, there is approximately \$590,000 of expenses recorded on the financial statements of the Sponsor which is subject to reimbursement by the Funds in 2014. The Sponsor has not yet determined if it will seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Trust and the Funds do not reflect an adjustment for this amount.

***Note 6 – Quarterly Financial Data (Unaudited)***

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The following summarized (unaudited) quarterly financial information presents the results of operations for the Teucrium Soybean Fund and other data for three-month periods ended March 31, June 30, September 30 and December 31, 2013 and 2012.

|                             | First<br>Quarter<br>2013 | Second<br>Quarter<br>2013 | Third<br>Quarter<br>2013 | Fourth<br>Quarter<br>2013 |
|-----------------------------|--------------------------|---------------------------|--------------------------|---------------------------|
| Total (Loss) Income         | \$(76,603 )              | \$56,902                  | \$(4,165 )               | \$15,651                  |
| Total Expenses              | 92,123                   | 76,305                    | 123,362                  | 93,518                    |
| Net Loss                    | \$(168,726)              | \$(19,403)                | \$(127,527)              | \$(77,867)                |
| Net (Loss) Income per share | \$(0.48 )                | \$0.07                    | \$(0.47 )                | \$(0.30 )                 |

|                             | First<br>Quarter<br>2012 | Second<br>Quarter<br>2012 | Third<br>Quarter<br>2012 | Fourth<br>Quarter<br>2012 |
|-----------------------------|--------------------------|---------------------------|--------------------------|---------------------------|
| Total Income (Loss)         | \$338,213                | \$43,907                  | \$316,460                | \$(733,949)               |
| Total Expenses              | 63,355                   | 150,133                   | 116,735                  | 145,711                   |
| Net Income (Loss)           | \$274,858                | \$(106,226)               | \$199,725                | \$(879,660)               |
| Net Income (Loss) per share | \$2.21                   | \$0.34                    | \$2.18                   | \$(2.46 )                 |

***Note 7 - Organizational and Offering Costs***

Expenses incurred in organizing of the Trust and the initial offering of the Shares of the Fund, including applicable SEC registration fees, were borne directly by the Sponsor. The Fund will not be obligated to reimburse the Sponsor.

***Note 8 – Subsequent Events***

The Trust evaluates subsequent events through the date when financial statements are filed with the SEC.

For the period January 1, 2014 through March 17, 2014, there was nothing to report.

## Report of Independent Registered Public Accounting Firm

To the Sponsor of

Teucrium Sugar Fund

We have audited the accompanying statements of assets and liabilities of Teucrium Sugar Fund (the “Fund”), including the schedules of investments, as of December 31, 2013 and 2012, and the related statements of operations, changes in net assets and cash flows for each of the years in the two-year period ended December 31, 2013 and for the period from September 19, 2011 (commencement of operations) through December 31, 2011. We also have audited the Fund’s internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). The Fund’s management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Fund’s internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

An entity’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. An entity’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the entity; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the entity are being made only in accordance with authorizations of management and directors of the entity; and (3) provide reasonable assurance regarding prevention or timely detection

of unauthorized acquisition, use, or disposition of the entity's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Teucrium Sugar Fund as of December 31, 2013 and 2012, and the results of its operations, changes in its net assets and its cash flows for each of the years in the two-year period ended December 31, 2013 and for the period from September 19, 2011 (commencement of operations) through December 31, 2011 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Fund maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control – Integrated Framework issued by COSO.

Rothstein Kass

/s/ Rothstein Kass

Walnut Creek, California

March 14, 2014

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**TEUCRIUM SUGAR FUND****STATEMENTS OF ASSETS AND LIABILITIES**

|  | December<br>31, 2013 | December 31, 2012 |
|--|----------------------|-------------------|
| <b>Assets</b>                          |                      |                   |
| Equity in BNY Mellon trading accounts: |                      |                   |
| Cash and cash equivalents              | \$2,366,377          | \$ 2,088,533      |
| Collateral, due from broker            | 261,687              | 189,259           |
| Interest receivable                    | 159                  | 164               |
| Other assets                           | 23,643               | 27,067            |
| Total assets                           | 2,651,866            | 2,305,023         |
| <b>Liabilities</b>                     |                      |                   |
| Commodity futures contracts            | 183,400              | 78,378            |
| Other liabilities                      | 63                   | 747               |
| Total liabilities                      | 183,463              | 79,125            |
| Net assets                             | \$2,468,403          | \$ 2,225,898      |
| Shares outstanding                     | 175,004              | 125,004           |
| Net asset value per share              | \$14.10              | \$ 17.81          |
| Market value per share                 | \$14.05              | \$ 17.84          |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM SUGAR FUND****SCHEDULE OF INVESTMENTS**

December 31, 2013

| <b>Description: Assets</b> | <b>Fair Value</b> | <b>Percentage of<br/>Net Assets</b> |   |
|----------------------------|-------------------|-------------------------------------|---|
| Cash equivalents           |                   |                                     |   |
| Money market funds         |                   |                                     |   |
| Dreyfus Cash Management    | \$2,366,377       | 95.87                               | % |

| <b>Description:<br/>Liabilities</b>  | <b>Fair Value</b> | <b>Percentage of<br/>Net Assets</b> |   | <b>Notional Amount<br/>(Long Exposure)</b> |
|--|-------------------|-------------------------------------|---|--|
| Commodity<br>futures contracts   |                   |                                     |   |  |
| United States<br>sugar futures<br>contracts  |                   |                                     |   |  |
| ICE sugar<br>futures (47<br>contracts,<br>settlement date<br>April 30, 2014)       | \$ 60,827         | 2.46                                | % | \$ 871,718                                 |
| ICE sugar<br>futures (40<br>contracts,<br>settlement date<br>June 30, 2014)        | 38,976            | 1.58                                |   | 749,504                                    |
| ICE sugar<br>futures (43<br>contracts,<br>settlement date<br>February 27,<br>2015) | 83,597            | 3.39                                |   | 854,840                                    |
| Total<br>commodity<br>futures contracts  | \$ 183,400        | 7.43                                | % | \$ 2,476,062                               |

*The accompanying notes are an integral part of these financial statements.*





**TEUCRIUM SUGAR FUND****SCHEDULE OF INVESTMENTS**

December 31, 2012

| <b>Description: Assets</b>   | <b>Fair Value</b> | <b>Percentage of<br/>Net Assets</b> |   |
|------------------------------|-------------------|-------------------------------------|---|
| Cash equivalents             |                   |                                     |   |
| Money market funds           |                   |                                     |   |
| Dreyfus Cash Management Plus | \$2,088,533       | 93.83                               | % |

| <b>Description:<br/>Liabilities</b>  | <b>Fair Value</b> | <b>Percentage of<br/>Net Assets</b> |   | <b>Notional Amount<br/>(Long Exposure)</b> |
|--|-------------------|-------------------------------------|---|--|
| Commodity<br>futures contracts   |                   |                                     |   |  |
| United States<br>sugar futures<br>contracts  |                   |                                     |   |  |
| ICE sugar<br>futures (35<br>contracts,<br>settlement date<br>April 30, 2013)       | \$ 38,629         | 1.74                                | % | \$ 768,320                                 |
| ICE sugar<br>futures (30<br>contracts,<br>settlement date<br>June 28, 2013)        | 11,189            | 0.50                                |   | 663,264                                    |
| ICE sugar<br>futures (34<br>contracts,<br>settlement date<br>February 28,<br>2014) | 28,560            | 1.28                                |   | 783,686                                    |
| Total<br>commodity<br>futures contracts  | \$ 78,378         | 3.52                                | % | \$ 2,215,270                               |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM SUGAR FUND****STATEMENTS OF OPERATIONS**

|  | Year ended<br>December<br>31, 2013 | Year ended<br>December<br>31, 2012 | From the commencement<br>of<br>operations (September 19, 2011)<br>through December<br>31, 2011 |   |
|--|------------------------------------|------------------------------------|--|---|
| Income   |                                    |                                    |  |   |
| Realized and unrealized loss on trading of commodity futures contracts:              |                                    |                                    |  |   |
| Realized loss on commodity futures contracts   | \$(400,994)                        | \$(727,394)                        | \$ (35,874   | ) |
| Net change in unrealized appreciation or depreciation on commodity futures contracts | (105,022)                          | 59,820                             | (138,198   | ) |
| Interest income  | 1,125                              | 1,946                              | 293  |   |
| Total loss   | (504,891)                          | (665,628)                          | (173,779   | ) |
| Expenses   |                                    |                                    |  |   |
| Management fees  | -                                  | 14,056                             | 5,481  |   |
| Professional fees  | 31,971                             | 50,046                             | -  |   |
| Distribution and marketing fees  | 4,160                              | 79,539                             | -  |   |
| Custodian fees and expenses  | -                                  | 60,421                             | 13,804   |   |
| Business permits and licenses fees   | (123 )                             | 5,561                              | -  |   |
| General and administrative expenses  | 245                                | 14,757                             | -  |   |
| Brokerage commissions  | 839                                | 3,071                              | 787  |   |
| Other expenses   | 453                                | 4,539                              | -  |   |
| Total expenses   | 37,545                             | 231,990                            | 20,072   |   |
| Net loss   | \$(542,436)                        | \$(897,618)                        | \$ (193,851  | ) |
| Net loss per share   | \$(3.71 )                          | \$(5.25 )                          | \$ (1.94   | ) |
| Net loss per weighted average share  | \$(3.37 )                          | \$(7.70 )                          | \$ (1.94   | ) |
| Weighted average shares outstanding  | 161,031                            | 116,534                            | 100,004  |   |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM SUGAR FUND****STATEMENTS OF CHANGES IN NET ASSETS**

|  | Year ended<br>December<br>31, 2013 | Year ended<br>December<br>31, 2012 | From the commencement<br>of<br>operations (September<br>19, 2011)<br>through December<br>31, 2011 |
|--|------------------------------------|------------------------------------|---|
| Operations                                       |                                    |                                    |   |
| Net loss   | \$(542,436 )                       | \$(897,618 )                       | \$ (193,851 )   |
| Capital transactions                             |                                    |                                    |   |
| Issuance of Shares                               | 784,941                            | 5,324,467                          | 2,500,000   |
| Redemption of Shares                             | -                                  | (4,507,200)                        | -   |
| Total capital transactions                       | 784,941                            | 817,267                            | 2,500,000   |
| Net change in net assets                         | 242,505                            | (80,351 )                          | 2,306,149   |
| Net assets, beginning of period                  | 2,225,898                          | 2,306,249                          | 100   |
| Net assets, end of period                        | \$2,468,403                        | \$2,225,898                        | \$ 2,306,249  |
| Net asset value per share at beginning of period | \$17.81                            | \$23.06                            | \$ 25.00  |
| At end of period                                 | \$14.10                            | \$17.81                            | \$ 23.06  |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM SUGAR FUND****STATEMENTS OF CASH FLOWS**

|  | Year ended<br>December<br>31, 2013 | Year ended<br>December<br>31, 2012 | From the commencement<br>of<br>operations (September<br>19, 2011)<br>through December<br>31, 2011 |
|--|------------------------------------|------------------------------------|---|
| Cash flows from operating activities:  |                                    |                                    |   |
| Net loss   | \$(542,436 )                       | \$(897,618 )                       | \$ (193,851 )   |
| Adjustments to reconcile net loss to net cash used in operating activities:          |                                    |                                    |   |
| Net change in unrealized appreciation or depreciation on commodity futures contracts | 105,022                            | (59,820 )                          | 138,198   |
| Changes in operating assets and liabilities:   |                                    |                                    |   |
| Collateral, due from broker  | (72,428 )                          | 209,334                            | (398,593 )  |
| Interest receivable  | 5                                  | (78 )                              | (86 )   |
| Other assets   | 3,424                              | (27,067 )                          | -   |
| Management fee payable to Sponsor  | -                                  | (1,973 )                           | 1,973   |
| Other liabilities  | (684 )                             | (2,515 )                           | 3,262   |
| Net cash used in operating activities  | (507,097 )                         | (779,737 )                         | (449,097 )  |
| Cash flows from financing activities:  |                                    |                                    |   |
| Proceeds from sale of Shares   | 784,941                            | 5,324,467                          | 2,500,000   |
| Redemption of Shares   | -                                  | (4,507,200)                        | -   |
| Net cash provided by financing activities  | 784,941                            | 817,267                            | 2,500,000   |
| Net change in cash and cash equivalents  | 277,844                            | 37,530                             | 2,050,903   |
| Cash and cash equivalents, beginning of period                                       | 2,088,533                          | 2,051,003                          | 100   |
| Cash and cash equivalents, end of period   | \$2,366,377                        | \$2,088,533                        | \$ 2,051,003  |

*The accompanying notes are an integral part of these financial statements.*

## NOTES TO FINANCIAL STATEMENTS

December 31, 2013

### *Note 1 – Organization and Operation*

Teucrium Sugar Fund (referred to herein as “CANE” or the “Fund”) is a commodity pool that is a series of Teucrium Commodity Trust (“Trust”), a Delaware statutory trust formed on September 11, 2009. The Fund issues common units, called the “Shares,” representing fractional undivided beneficial interests in the Fund. The Fund continuously offers Creation Baskets consisting of 25,000 Shares at their Net Asset Value (“NAV”) to “Authorized Purchasers” through Foreside Fund Services, LLC, which is the distributor for the Fund (the “Distributor”). Authorized Purchasers sell such Shares, which are listed on the New York Stock Exchange (“NYSE”) Arca under the symbol “CANE,” to the public at per-Share offering prices that reflect, among other factors, the trading price of the Shares on the NYSE Arca, the NAV of the Fund at the time the Authorized Purchaser purchased the Creation Baskets and the NAV at the time of the offer of the Shares to the public, the supply of and demand for Shares at the time of sale, and the liquidity of the markets for sugar interests. The Fund’s Shares trade in the secondary market on the NYSE Arca at prices that are lower or higher than their NAV per Share.

The investment objective of the Fund is to have the daily changes in percentage terms of the Shares’ Net Asset Value (“NAV”) reflect the daily changes in percentage terms of a weighted average of the closing settlement prices for three futures contracts for sugar (“Sugar Futures Contracts”) that are traded on ICE Futures US (“ICE Futures”), specifically: (1) the second-to-expire Sugar No. 11 Futures Contract (a “Sugar No. 11 Futures Contract”), weighted 35%, (2) the third-to-expire Sugar No. 11 Futures Contract, weighted 30%, and (3) the Sugar No. 11 Futures Contract expiring in the March following the expiration month of the third-to-expire contract, weighted 35%.

The Fund commenced investment operations on September 19, 2011 and has a fiscal year ending December 31. The Fund’s sponsor is Teucrium Trading, LLC (the “Sponsor”). The Sponsor is responsible for the management of the Fund. The Sponsor is a member of the National Futures Association (the “NFA”) and became a commodity pool operator registered with the Commodity Futures Trading Commission (the “CFTC”) effective November 10, 2009.

On June 17, 2011, the Fund’s registration of 10,000,000 shares on Form S-1 was declared effective by the U.S. Securities and Exchange Commission (“SEC”). On September 19, 2011, the Fund listed its shares on the NYSE Arca under the ticker symbol “CANE.” On the business day prior to that, the Fund issued 100,000 shares in exchange for \$2,500,000 at the Fund’s initial NAV of \$25 per share. The Fund also commenced investment operations on September 19, 2011 by purchasing commodity futures contracts traded on ICE. On December 31, 2010, the Fund had four shares outstanding, which were owned by the Sponsor.

### *Note 2 – Summary of Significant Accounting Policies*

### ***Basis of Presentation***

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") as detailed in the Financial Accounting Standards Board's Accounting Standards Codification.

### ***Revenue Recognition***

Commodity futures contracts are recorded on the trade date. All such transactions are recorded on the identified cost basis and marked to market daily. Unrealized appreciation or depreciation on commodity futures contracts are reflected in the statements of operations as the difference between the original contract amount and the fair market value as of the last business day of the year or as of the last date of the financial statements. Changes in the appreciation or depreciation between periods are reflected in the statements of operations. Interest on cash equivalents and deposits with the Futures Commission Merchant are recognized on the accrual basis. The Fund earns interest on its assets denominated in U.S. dollars on deposit with the Futures Commission Merchant. In addition, the Fund earns interest on funds held at the custodian at prevailing market rates for such investments.

### ***Brokerage Commissions***

Brokerage commissions on all open commodity futures contracts are accrued on a full-turn basis.

### ***Income Taxes***

For tax purposes, the Fund will be treated as a partnership. The Fund does not record a provision for income taxes because the partners report their share of the Fund's income or loss on their income tax returns. The financial statements reflect the Fund's transactions without adjustment, if any, required for income tax purposes.

The Fund is required to determine whether a tax position is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The Fund files an income tax return in the U.S. federal jurisdiction, and may file income tax returns in various U.S. states and foreign jurisdictions. The Fund is subject to income tax examinations by major taxing authorities for all tax years since inception. The tax benefit recognized is measured as the largest amount of benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. De-recognition of

a tax benefit previously recognized results in the Fund recording a tax liability that reduces net assets. Based on its analysis, the Fund has determined that it has not incurred any liability for unrecognized tax benefits as of and for the years ended December 31, 2013 and 2012 and from the



commencement of operations (September 19, 2011) through December 31, 2011. However, the Fund's conclusions regarding this policy may be subject to review and adjustment at a later date based on factors including, but not limited to, ongoing analysis of and changes to tax laws, regulations, and interpretations thereof.

The Fund recognizes interest accrued related to unrecognized tax benefits and penalties related to unrecognized tax benefits in income tax fees payable, if assessed. No interest expense or penalties have been recognized as of and for the years ended December 31, 2013 and 2012.

The Fund may be subject to potential examination by U.S. federal, U.S. state, or foreign jurisdictional authorities in the area of income taxes. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions, and compliance with U.S. federal, U.S. state and foreign tax laws. The Fund's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

### ***Creations and Redemptions***

Authorized Purchasers may purchase Creation Baskets consisting of 25,000 shares from the Fund. The amount of the proceeds required to purchase a Creation Basket will be equal to the NAV of the shares in the Creation Basket determined as of 4:00 p.m. New York time on the day the order to create the basket is properly received.

Authorized Purchasers may redeem shares from the Fund only in blocks of 25,000 shares called "Redemption Baskets." The amount of the redemption proceeds for a Redemption Basket will be equal to the NAV of the shares in the Redemption Basket determined as of 4:00 p.m. New York time on the day the order to redeem the basket is properly received.

The size of a Creation Basket and a Redemption Basket was changed effective March 5, 2012 from 50,000 to 25,000 shares.

The Fund receives or pays the proceeds from shares sold or redeemed within three business days after the trade date of the purchase or redemption. The amounts due from Authorized Purchasers are reflected in the Fund's statements of assets and liabilities as receivable for shares sold. Amounts payable to Authorized Purchasers upon redemption are reflected in the Fund's statements of assets and liabilities as payable for shares redeemed.

As outlined in the most recent Form S-1 filing, 50,000 shares represents two Redemption Baskets for the Fund and a minimum level of shares.

### *Allocation of Shareholder Income and Losses*

Profit or loss is allocated among the shareholders of the Fund in proportion to the number of shares each shareholder holds as of the close of each month.

### *Cash Equivalents*

Cash equivalents are highly-liquid investments with original maturity dates of three months or less at inception. The Fund reported its cash equivalents in the statements of assets and liabilities at market value, or at carrying amounts that approximate fair value, because of their highly-liquid nature and short-term maturities. The Fund has a substantial portion of its assets on deposit with banks. Assets deposited with the bank may, at times, exceed federally insured limits. The Fund had a balance of \$2,366,377 and \$2,088,533 in money market funds at December 31, 2013 and December 31, 2012, respectively; these balances are included in cash and cash equivalents on the statements of assets and liabilities.

### *Collateral, Due from/to Broker*

Margin is the minimum amount of funds that must be deposited by a commodity interest trader with the trader's broker to initiate and maintain an open position in futures contracts. A margin deposit acts to assure the trader's performance of the futures contracts purchased or sold. Futures contracts are customarily bought and sold on initial margin that represents a very small percentage of the aggregate purchase or sales price of the contract. Because of such low margin requirements, price fluctuations occurring in the futures markets may create profits and losses that, in relation to the amount invested, are greater than are customary in other forms of investment or speculation. As discussed below, adverse price changes in the futures contract may result in margin requirements that greatly exceed the initial margin. In addition, the amount of margin required in connection with a particular futures contract is set from time to time by the exchange on which the contract is traded and may be modified from time to time by the exchange during the term of the contract. Brokerage firms, such as the Fund's clearing brokers, carrying accounts for traders in commodity interest contracts generally require higher amounts of margin as a matter of policy to further protect themselves. Over-the-counter trading generally involves the extension of credit between counterparties, so the counterparties may agree to require the posting of collateral by one or both parties to address credit exposure.

When a trader purchases an option, there is no margin requirement; however, the option premium must be paid in full. When a trader sells an option, on the other hand, he or she is required to deposit margin in an amount determined by the margin requirements established for the underlying interest and, in addition, an amount substantially equal to

the current premium for the option. The margin requirements imposed on the selling of options, although adjusted to reflect the probability that out-of-the-money options will not be exercised, can in fact be higher than those imposed in dealing in the futures markets directly. Complicated margin requirements apply to spreads and conversions, which are complex trading strategies in which a trader acquires a mixture of options positions and positions in the underlying interest.

Ongoing or “maintenance” margin requirements are computed each day by a trader’s clearing broker. When the market value of a particular open futures contract changes to a point where the margin on deposit does not satisfy maintenance margin requirements, a margin call is made by the broker. If the margin call is not met within a reasonable time, the broker may close out the trader’s position. With respect to the Fund’s trading, the Fund (and not its shareholders personally) is subject to margin calls.

Finally, many major U.S. exchanges have passed certain cross margining arrangements involving procedures pursuant to which the futures and options positions held in an account would, in the case of some accounts, be aggregated and margin requirements would be assessed on a portfolio basis, measuring the total risk of the combined positions.

### *Calculation of Net Asset Value*

The Fund’s NAV is calculated by:

• Taking the current market value of its total assets and

• Subtracting any liabilities.

The administrator, the Bank of New York Mellon, calculates the NAV of the Fund once each trading day. It calculates the NAV as of the earlier of the close of the NYSE or 4:00 p.m. New York time. The NAV for a particular trading day is released after 4:15 p.m. New York time.

In determining the value of Sugar Futures Contracts, the administrator uses the ICE closing price (currently 1:30 p.m. New York time). The administrator determines the value of all other Fund investments as of the earlier of the close of the NYSE or 4:00 p.m. New York time. The value of over-the-counter sugar interests is determined based on the value of the commodity or futures contract underlying such sugar interest, except that a fair value may be determined if the Sponsor believes that the Fund is subject to significant credit risk relating to the counterparty to such sugar interest. For purposes of financial statements and reports, the Sponsor will recalculate the NAV where necessary to reflect the “fair value” of a Futures Contract when the Futures Contract closes at its price fluctuation limit for the day. Treasury securities held by the Fund are valued by the administrator using values received from recognized third-party vendors and dealer quotes. NAV includes any unrealized profit or loss on open sugar interests and any other income or expense accruing to the Fund but unpaid or not received by the Fund.

Market value per share represents the closing price on the last trading day of the quarter as reported by the NYSE Arca. If such a closing price is not available, the bid/ask midpoint at 4 p.m. as reported by the NYSE Arca was used.

***Sponsor Fee and Allocation of Expenses***

The Sponsor is responsible for investing the assets of the Fund in accordance with the objectives and policies of the Fund. In addition, the Sponsor arranges for one or more third parties to provide administrative, custodial, accounting, transfer agency and other necessary services to the Fund. For these services, the Fund is contractually obligated to pay a monthly management fee to the Sponsor, based on average daily net assets, at a rate equal to 1.00% per annum.

The Fund generally pays for all brokerage fees, taxes and other expenses, including licensing fees for the use of intellectual property, registration or other fees paid to the SEC, the Financial Industry Regulatory Authority (“FINRA”), formerly the National Association of Securities Dealers, or any other regulatory agency in connection with the offer and sale of subsequent Shares after its initial registration and all legal, accounting, printing and other expenses associated therewith. The Fund also pays its portion of the fees and expenses associated with the Trust’s tax accounting and reporting requirements. Certain aggregate expenses common to all Funds managed by the Sponsor are allocated to each Fund based on activity drivers deemed most appropriate by the Sponsor for such expenses. The Sponsor can elect to waive certain fees or expenses that would generally be paid for by the Fund. All asset-based fees and expenses are calculated on the prior day’s net assets.

The following table presents information about the sponsor fee and allocation of expenses for the years ended December 31, 2013, 2012 and from the commencement of operations (September 19, 2011) through December 31, 2011.

| Expenses                      | Year<br>ended        | Year<br>ended        | From the<br>commencement<br>of<br>operations<br>(September 19,<br>2011)<br>through<br>December 31,<br>2011 |
|-------------------------------|----------------------|----------------------|--|
|                               | December<br>31, 2013 | December<br>31, 2012 |  |
| Management Fee to the Sponsor | \$ -                 | \$ 14,056            | \$ 5,481   |
| Expenses by the Fund          | \$ 37,545            | \$ 231,990           | \$ 20,072  |
| Expenses Paid by the Sponsor  | \$ 61,100            | \$ 45,800            | \$ 26,000  |
| Waived Management Fee         | \$ 23,900            | \$ 10,000            | \$ 1,200   |

The following table presents information about the sponsor fee and allocation of expenses for the three months ended December 31, 2013, 2012 and 2011.



|                               | Three<br>months<br>ended<br>December<br>31, 2013 | Three<br>months<br>ended<br>December<br>31, 2012 | Three<br>months<br>ended<br>December<br>31, 2011 |
|-------------------------------|--|--|--|
| Expenses                      |  |  |  |
| Management Fee to the Sponsor | \$ -   | \$ -   | \$ 5,481   |
| Expenses by the Fund          | \$ 9,853   | \$ 9,950   | \$ 19,464  |
| Expenses Paid by the Sponsor  | \$ 11,300  | \$ 12,600  | \$ 26,000  |
| Waived Management Fee         | \$ 6,500   | \$ 5,800   | \$ 1,200   |

For the year ended December 31, 2013, there is approximately \$590,000 of expenses recorded on the financial statements of the Sponsor which is subject to reimbursement by the Funds in 2014. The Sponsor has not yet determined if it will seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Trust and the Funds do not reflect an adjustment for this amount.

#### *Use of Estimates*

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of the revenue and expenses during the reporting period. Actual results could differ from those estimates.

#### *Fair Value - Definition and Hierarchy*

In accordance with U.S. GAAP, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the “exit price”) in an orderly transaction between market participants at the measurement date.

In determining fair value, the Fund uses various valuation approaches. In accordance with U.S. GAAP, a fair value hierarchy for inputs is used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Fund. Unobservable inputs reflect the Fund’s assumptions about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The fair value hierarchy is categorized into three levels based on the inputs as follows:

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*Level 1* - Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Fund has the ability to access. Valuation adjustments and block discounts are not applied to Level 1 securities. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these securities does not entail a significant degree of judgment.

*Level 2* - Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

*Level 3* - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The availability of valuation techniques and observable inputs can vary from security to security and is affected by a wide variety of factors including, the type of security, whether the security is new and not yet established in the marketplace, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Those estimated values do not necessarily represent the amounts that may be ultimately realized due to the occurrence of future circumstances that cannot be reasonably determined. Because of the inherent uncertainty of valuation, those estimated values may be materially higher or lower than the values that would have been used had a ready market for the securities existed. Accordingly, the degree of judgment exercised by the Fund in determining fair value is greatest for securities categorized in Level 3. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy, within which the fair value measurement in its entirety falls, is determined based on the lowest level input that is significant to the fair value measurement.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Fund's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. The Fund uses prices and inputs that are current as of the measurement date, including periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many securities. This condition could cause a security to be reclassified to a lower level within the fair value hierarchy. When such a situation exists on a quarter close, the Sponsor will calculate the NAV on a particular day using the Level 1 valuation, but will later recalculate the NAV for the impacted Fund based upon the valuation inputs from these alternative verifiable sources (Level 2 or Level 3) and will report such NAV in its applicable financial statements and reports.

On December 31, 2013 and December 31, 2012, in the opinion of the Trust and the Fund, the reported value of the Sugar Futures Contracts traded on ICE fairly reflected the value of the Sugar Futures Contracts held by the Fund, and no adjustments were necessary.



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For the period ended June 30, 2013, the Sugar Futures Contracts traded on ICE due to settle on February 27, 2015 (the "MAR15 ICE Sugar Contracts") did not, in the opinion of the Trust and CANE, trade in an actively traded futures market as defined in the policy of the Trust and CANE for the entire period during which they were held.

Accordingly, the Trust and CANE have classified these as a Level 2 liability. The MAR15 ICE Sugar Contracts were, in the opinion of the Trust and CANE, fairly valued at settlement on June 30, 2013. These transferred back to a Level 1 liability for the quarter ended September 30, 2013.

The Fund records its derivative activities at fair value. Gains and losses from derivative contracts are included in the statements of operations. Derivative contracts include futures contracts related to commodity prices. Futures, which are listed on a national securities exchange, such as the

CBOT or the NYMEX, or reported on another national market, are generally categorized in Level 1 of the fair value hierarchy. OTC derivatives contracts (such as forward and swap contracts) which may be valued using models, depending on whether significant inputs are observable or unobservable, are categorized in Levels 2 or 3 of the fair value hierarchy.

### ***Net Income (Loss) per Share***

Net income (loss) per share is the difference between the NAV per unit at the beginning of each period and at the end of each period. The weighted average number of units outstanding was computed for purposes of disclosing net income (loss) per weighted average unit. The weighted average units are equal to the number of units outstanding at the end of the period, adjusted proportionately for units created or redeemed based on the amount of time the units were outstanding during such period.

### ***New Accounting Pronouncements***

The FASB issued ASU No. 2013-10, "Derivatives and Hedging (Topic 815): Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes. The amendments in this Update permit the Fed Funds Effective Swap Rate (OIS) to be used as a U.S. benchmark interest rate for hedge accounting purposes under Topic 815, in addition to UST and LIBOR. The amendments also remove the restriction on using different benchmark rates for similar hedges. The amendments are effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. The adoption did not have a significant impact on the financial statements disclosures for the Trust or the Funds.

The FASB issued ASU No. 2013-08, "Financial Services-Investment Companies (Topic 946)-Amendments to the Scope, Measurement, and Disclosure Requirements". ASU No. 2013-08 affects the scope, measurement, and disclosure requirements for investment companies under U.S. GAAP. ASU 2013-08 is effective for interim and annual reporting periods in fiscal years beginning after December 15, 2013. The adoption did not have a significant impact on the financial statements disclosures for the Trust or the Fund.

In December 2011, the FASB issued ASU No. 2011-11, "Balance Sheet (Topic 210): Amendments of the FASB Accounting Standards Codification and Disclosures about Offsetting Assets and Liabilities in U.S. GAAP and IFRS." ASU No. 2011-11 clarifies existing requirements for balance sheet offsetting and for disclosures about the offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position in converged guidance of the FASB and the International Accounting Standards Board. The amendments are to be applied retrospectively for all comparative periods presented. For public entities, the amendments are effective for annual reporting periods beginning on or after January 1, 2013. The adoption did not have a significant impact on the financial statement disclosures for the Fund.

**Note 3 – Fair Value Measurements**

The Fund's assets and liabilities recorded at fair value have been categorized based upon a fair value hierarchy as described in the Fund's significant accounting policies in Note 2. The following table presents information about the Fund's assets and liabilities measured at fair value as of December 31, 2013 and December 31, 2012:

**December 31, 2013**

| Assets:          | Level 1     | Level 2 | Level 3 | Balance as of December 31, 2013 |
|------------------|-------------|---------|---------|---------------------------------|
| Cash equivalents | \$2,366,377 | \$ -    | \$ -    | \$2,366,377                     |

| Liabilities:                | Level 1   | Level 2 | Level 3 | Balance as of December 31, 2013 |
|-----------------------------|-----------|---------|---------|---------------------------------|
| Commodity futures contracts | \$183,400 | \$ -    | \$ -    | \$183,400                       |

**December 31, 2012**

| Assets:          | Level 1     | Level 2 | Level 3 | Balance as of December 31, 2012 |
|------------------|-------------|---------|---------|---------------------------------|
| Cash equivalents | \$2,088,533 | \$ -    | \$ -    | \$2,088,533                     |

| Liabilities:                | Level 1  | Level 2 | Level 3 | Balance as of December 31, 2012 |
|-----------------------------|----------|---------|---------|---------------------------------|
| Commodity futures contracts | \$78,378 | \$ -    | \$ -    | \$78,378                        |

Transfers into and out of each level of the fair value hierarchy for the FEB15 ICE Sugar Contracts, for the period from January 1, 2013 through December 31, 2013 were as follows:

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|                             | Transfers<br>into<br>Level 1 | Transfers<br>out of<br>Level 1 | Transfers<br>into<br>Level 2 | Transfers<br>out of<br>Level 2 | Transfers<br>into<br>Level 3 | Transfers<br>out of<br>Level 3 |
|-----------------------------|------------------------------|--------------------------------|------------------------------|--------------------------------|------------------------------|--------------------------------|
| Liabilities (at fair value) |                              |                                |                              |                                |                              |                                |
| Derivative contracts        |                              |                                |                              |                                |                              |                                |
| Sugar future contracts      | \$ 62,082                    | \$ 62,082                      | \$ 62,082                    | \$ 62,082                      | \$ -                         | \$ -                           |

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For the year ended December 31, 2012, the Fund did not have any significant transfers between any of the levels of the fair value hierarchy.

***Note 4 – Derivative Instruments and Hedging Activities***

In the normal course of business, the Fund utilizes derivative contracts in connection with its proprietary trading activities. Investments in derivative contracts are subject to additional risks that can result in a loss of all or part of an investment. The Fund's derivative activities and exposure to derivative contracts are classified by the following primary underlying risks: interest rate, credit, commodity price, and equity price risks. In addition to its primary underlying risks, the Fund is also subject to additional counterparty risk due to inability of its counterparties to meet the terms of their contracts. For the years ended December 31, 2013, 2012 and from the commencement of operations (September 19, 2011) through December 31, 2011, the Fund invested only in commodity futures contracts.

***Futures Contracts***

The Fund is subject to commodity price risk in the normal course of pursuing its investment objectives. A futures contract represents a commitment for the future purchase or sale of an asset at a specified price on a specified date. The purchase and sale of futures contracts requires margin deposits with a Futures Commission Merchant ("FCM"). Subsequent payments (variation margin) are made or received by the Fund each day, depending on the daily fluctuations in the value of the contract, and are recorded as unrealized gains or losses by the Fund. Futures contracts may reduce the Fund's exposure to counterparty risk since futures contracts are exchange-traded; and the exchange's clearinghouse, as the counterparty to all exchange-traded futures, guarantees the futures against default.

The Commodity Exchange Act requires an FCM to segregate all customer transactions and assets from the FCM's proprietary activities. A customer's cash and other equity deposited with an FCM are considered commingled with all other customer funds subject to the FCM's segregation requirements. In the event of an FCM's insolvency, recovery may be limited to the Fund's pro rata share of segregated customer funds available. It is possible that the recovery amount could be less than the total of cash and other equity deposited.

The following table discloses information about offsetting assets and liabilities presented in the statements of assets and liabilities to enable users of these financial statements to evaluate the effect or potential effect of netting arrangements for recognized assets and liabilities. These recognized assets and liabilities are presented as defined in the Financial Accounting Standards Board's ("FASB") Accounting Standards Update ("ASU") No. 2011-11 "Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities" and subsequently clarified in FASB ASU 2013-01 "Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities."

The following table also identifies the fair value amounts of derivative instruments included in the statements of assets and liabilities as derivative contracts, categorized by primary underlying risk as of December 31, 2013 and December 31, 2012.

**Offsetting of Financial Liabilities and Derivative Liabilities as of December 31, 2013**

|                         | (i)                                    | (ii)   | (iii) = (i) - (ii)  | (iv)                              | (v) = (iii) - (iv) |
|-------------------------|--|--|---|-----------------------------------|--------------------|
| Description             | Gross Amount of Recognized Liabilities | Gross Amount Offset in the Statement of Assets and Liabilities | Net Amount Presented in the Statement of Assets and Liabilities | Cash Financial Collateral Pledged | Net Amount         |
| Commodity price         |  |  |   |                                   |                    |
| Sugar futures contracts | \$ 183,400                             | \$ -   | \$ 183,400  | \$- \$ 183,400                    | \$ -               |

**Offsetting of Financial Liabilities and Derivative Liabilities as of December 31, 2012**

|  | (i) | (ii)         | (iii) = (i) - (ii) | (iv)   | (v) = (iii) - (iv) |
|--|-----|--------------|--------------------|--|--------------------|
|  |     | Gross Amount | Net Amount         | Gross Amount Not Offset in the Statement of Assets and Liabilities |                    |

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| Description             | Gross Amount of Recognized Liabilities | Offset in the Statement of Assets and Liabilities | Presented in the Statement of Assets and Liabilities | Financial Instruments | Cash Collateral | Net Amount |
|-------------------------|--|---|--|-----------------------|-----------------|------------|
| Commodity price         |  |   |  |                       |                 |            |
| Sugar futures contracts | \$ 78,378                              | \$ -  | \$ 78,378  | \$-                   | \$ 78,378       | \$ -       |

The following tables identify the net gain and loss amounts included in the statements of operations as realized and unrealized gains and losses on trading of commodity futures contracts categorized by primary underlying risk:

**Year ended December 31, 2013**

| <b>Primary Underlying Risk</b> | <b>Realized Loss on<br/>Derivative Instruments</b> | <b>Net Change in Unrealized Loss<br/>on Derivative Instruments</b> |
|--------------------------------|--|--|
| Commodity price                |  |  |
| Commodity futures contracts    | \$ (400,994  | ) \$ (105,022 )  |

**Year ended December 31, 2012**

| <b>Primary Underlying Risk</b> | <b>Realized Loss on<br/>Derivative Instruments</b> | <b>Net Change in Unrealized Gain<br/>on Derivative Instruments</b> |
|--------------------------------|--|--|
| Commodity price                |  |  |
| Commodity futures contracts    | \$ (727,394  | ) \$ 59,820  |

**From the commencement of operations (September 19, 2011) through December 31, 2011**

| <b>Primary Underlying Risk</b> | <b>Realized Loss on<br/>Derivative Instruments</b> | <b>Net Change in Unrealized Loss<br/>on Derivative Instruments</b> |
|--------------------------------|--|--|
| Commodity price                |  |  |
| Commodity futures contracts    | \$ (35,874   | ) \$ (138,198 )  |

***Volume of Derivative Activities***

The notional amounts and number of contracts categorized by primary underlying risk, commodity price risk, are included in the schedule of investments as of December 31, 2013 and December 31, 2012.

***Note 5 – Financial Highlights***

The following table presents per unit performance data and other supplemental financial data for years ended December 31, 2013, 2012 and for the period from the commencement of operations (September 19, 2011) through December 31, 2011. This information has been derived from information presented in the financial statements.

From the  
commencement



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|   | Year ended        | Year ended        | of operations (September 19, 2011) through December 31, 2011 |
|---|-------------------|-------------------|--|
| Per Share Operation Performance                                 | December 31, 2013 | December 31, 2012 |  |
| Net asset value at beginning of period                          | \$17.81           | \$23.06           | \$ 25.00   |
| Income from investment operations:                              |                   |                   |  |
| Investment income   | -                 | 0.02              | -  |
| Net realized and unrealized loss on commodity futures contracts | (3.48 )           | (3.28 )           | (1.74 )  |
| Total expenses  | (0.23 )           | (1.99 )           | (0.20 )  |
| Net decrease in net asset value                                 | (3.71 )           | (5.25 )           | (1.94 )  |
| Net asset value at end of period                                | \$14.10           | \$17.81           | \$ 23.06   |
| Total Return  | (20.83)%          | (22.77)%          | (7.76 )%   |
| Ratios to Average Net Assets                                    |                   |                   |  |
| Total expense   | 1.52 %            | 9.77 %            | 2.93 %   |
| Net investment loss   | (1.47 )%          | (9.69 )%          | (2.89 )%   |

Total returns are calculated based on the change in value during the period. An individual shareholder's total return and ratios may vary from the above total returns and ratios based on the timing of contributions to and withdrawals from the Fund. The ratios, excluding non-recurring expenses, have been annualized.

The financial highlights per share data are calculated using the average of the daily shares outstanding for the reporting period, which is inclusive of the last day of the period under report. The asset-based per share data in the financial highlights are calculated using the prior day's net assets consistent with the methodology used to calculate asset-based fees and expenses.

The following table presents information about the sponsor fee and allocation of expenses for the years ended December 31, 2013, 2012 and from the commencement of operations (September 19, 2011) through December 31, 2011.

|                               | Year ended        | Year ended        | From the commencement of operations (September 19, 2011) through December 31, 2011 |
|-------------------------------|-------------------|-------------------|--|
| Expenses                      | December 31, 2013 | December 31, 2012 |  |
| Management Fee to the Sponsor | \$-               | \$14,056          | \$ 5,481   |
| Expenses by the Fund          | \$37,545          | \$231,990         | \$ 20,072  |
| Expenses Paid by the Sponsor  | \$61,100          | \$45,800          | \$ 26,000  |

|                       |          |          |          |
|-----------------------|----------|----------|----------|
| Waived Management Fee | \$23,900 | \$10,000 | \$ 1,200 |
|-----------------------|----------|----------|----------|

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For the year ended December 31, 2013, there is approximately \$590,000 of expenses recorded on the financial statements of the Sponsor which is subject to reimbursement by the Funds in 2014. The Sponsor has not yet determined if it will seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Trust and the Funds do not reflect an adjustment for this amount.

**Note 6 – Quarterly Financial Data (Unaudited)**

The following summarized (unaudited) quarterly financial information presents the results of operations for the Teucrium Sugar Fund and other data for three-month periods ended March 31, June 30, September 30 and December 31, 2013 and 2012.

|                             | First<br>Quarter<br>2013 | Second<br>Quarter<br>2013 | Third<br>Quarter<br>2013 | Fourth<br>Quarter<br>2013 |
|-----------------------------|--------------------------|---------------------------|--------------------------|---------------------------|
| Total Loss                  | \$(208,642)              | \$(173,905)               | \$61,872                 | \$(184,216)               |
| Total Expenses              | 8,729                    | 9,357                     | 9,606                    | 9,853                     |
| Net (Loss) Income           | \$(217,371)              | \$(183,262)               | \$52,266                 | \$(194,069)               |
| Net (Loss) Income per share | \$(1.69 )                | \$(1.20 )                 | \$0.29                   | \$(1.11 )                 |

|                             | First<br>Quarter<br>2012 | Second<br>Quarter<br>2012 | Third<br>Quarter<br>2012 | Fourth<br>Quarter<br>2012 |
|-----------------------------|--------------------------|---------------------------|--------------------------|---------------------------|
| Total Income (Loss)         | \$144,420                | \$(662,367)               | \$(79,015)               | \$(68,666)                |
| Total Expenses              | 63,644                   | 147,141                   | 11,255                   | 9,950                     |
| Net Income (Loss)           | \$80,776                 | \$(809,508)               | \$(90,270)               | \$(78,616)                |
| Net Income (Loss) per share | \$0.71                   | \$(4.47 )                 | \$(0.74 )                | \$(0.75 )                 |

**Note 7 – Organizational and Offering Costs**

Expenses incurred in organizing of the Trust and the initial offering of the Shares of the Fund, including applicable SEC registration fees, were borne directly by the Sponsor. The Fund will not be obligated to reimburse the Sponsor.

**Note 8 – Subsequent Events**

The Trust evaluates subsequent events through the date when financial statements are filed with the SEC.

From December 31, 2013 through March 9, 2014, the Shares Outstanding for the Fund has increased from 175,004 to 200,004; this represents a 14.29% increase. This increase in shares, in conjunction with an 8.09% increase in the NAV, has resulted in an increase in Total Net Assets of \$579,397 or 23.47%.

## Report of Independent Registered Public Accounting Firm

To the Sponsor of

Teucrium Wheat Fund

We have audited the accompanying statements of assets and liabilities of Teucrium Wheat Fund (the “Fund”), including the schedules of investments, as of December 31, 2013 and 2012, and the related statements of operations, changes in net assets and cash flows for each of the years in the two-year period ended December 31, 2013 and for the period from September 19, 2011 (commencement of operations) through December 31, 2011. We also have audited the Fund’s internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). The Fund’s management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Fund’s internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

An entity’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. An entity’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the entity; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the entity are being made only in accordance with authorizations of management and directors of the entity; and (3) provide reasonable assurance regarding prevention or timely detection

of unauthorized acquisition, use, or disposition of the entity's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Teucrium Wheat Fund as of December 31, 2013 and 2012, and the results of its operations, changes in its net assets and its cash flows for each of the years in the two-year period ended December 31, 2013 and for the period from September 19, 2011 (commencement of operations) through December 31, 2011 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Fund maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control – Integrated Framework issued by COSO.

Rothstein Kass

/s/ Rothstein Kass

Walnut Creek, California

March 14, 2014

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**TEUCRIUM WHEAT FUND****STATEMENTS OF ASSETS AND LIABILITIES**

|  | December<br>31, 2013 | December 31, 2012 |
|--|----------------------|-------------------|
| <b>Assets</b>                          |                      |                   |
| Equity in BNY Mellon trading accounts: |                      |                   |
| Cash and cash equivalents              | \$6,451,639          | \$ 3,356,906      |
| Commodity futures contracts            | -                    | 15,762            |
| Collateral, due from broker            | 1,253,668            | 532,964           |
| Interest receivable                    | 450                  | 203               |
| Other assets                           | 50,560               | 26,443            |
| Total assets                           | 7,756,317            | 3,932,278         |
| <b>Liabilities</b>                     |                      |                   |
| Commodity futures contracts            | 698,675              | 206,850           |
| Management fee payable to Sponsor      | 6,092                | 2,775             |
| Other liabilities                      | 3,463                | 3,444             |
| Total liabilities                      | 708,230              | 213,069           |
| Net assets                             | \$7,048,087          | \$ 3,719,209      |
| Shares outstanding                     | 475,004              | 175,004           |
| Net asset value per share              | \$14.84              | \$ 21.25          |
| Market value per share                 | \$14.75              | \$ 21.32          |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM WHEAT FUND****SCHEDULE OF INVESTMENTS**

December 31, 2013

| <b>Description: Assets</b> | <b>Fair Value</b> | <b>Percentage of<br/>Net Assets</b> |   |
|----------------------------|-------------------|-------------------------------------|---|
| Cash equivalents           |                   |                                     |   |
| Money market funds         |                   |                                     |   |
| Dreyfus Cash Management    | \$6,451,639       | 91.54                               | % |

| <b>Description: Liabilities</b>                                      | <b>Fair<br/>Value</b> | <b>Percentage of<br/>Net Assets</b> | <b>Notional<br/>Amount<br/>(Long<br/>Exposure)</b> |
|--|-----------------------|-------------------------------------|--|
| Commodity futures contracts  |                       |                                     |  |
| United States wheat futures contracts                                |                       |                                     |  |
| CBOT wheat futures (81 contracts, settlement date May 14, 2014)      | \$208,100             | 2.95                                | % \$2,478,600                                      |
| CBOT wheat futures (69 contracts, settlement date July 14, 2014)     | 84,750                | 1.20                                | 2,127,788  |
| CBOT wheat futures (77 contracts, settlement date December 12, 2014) | 405,825               | 5.76                                | 2,465,925  |
| Total commodity futures contracts                                    | \$698,675             | 9.91                                | % \$7,072,313                                      |

*The accompanying notes are an integral part of these financial statements.*



**TEUCRIUM WHEAT FUND****SCHEDULE OF INVESTMENTS**

December 31, 2012

| Description: Assets  | Fair Value  | Percentage of<br>Net Assets | Notional<br>Amount<br>(Long<br>Exposure) |
|--|-------------|-----------------------------|--|
| Cash equivalents   |             |                             |  |
| Money market funds   |             |                             |  |
| Dreyfus Cash Management Plus   | \$3,356,906 | 90.26                       | %  |
| Commodity futures contracts  |             |                             |  |
| United States wheat futures contracts                                |             |                             |  |
| CBOT wheat futures (32 contracts, settlement date December 13, 2013) | \$15,762    | 0.42                        | \$1,313,200                              |

| Description: Liabilities   | Fair<br>Value | Percentage of<br>Net Assets | Notional<br>Amount<br>(Long<br>Exposure) |
|--|---------------|-----------------------------|--|
| Commodity futures contracts                                      |               |                             |  |
| United States wheat futures contracts                            |               |                             |  |
| CBOT wheat futures (33 contracts, settlement date May 14, 2013)  | \$166,925     | 4.49                        | % \$1,299,787                            |
| CBOT wheat futures (28 contracts, settlement date July 12, 2013) | 39,925        | 1.07                        | 1,111,250                                |
| Total commodity futures contracts                                | \$206,850     | 5.56                        | % \$2,411,037                            |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM WHEAT FUND****STATEMENTS OF OPERATIONS**

|  | Year ended<br>December<br>31, 2013 | Year ended<br>December<br>31, 2012 | From the commencement<br>of<br>operations (September 19, 2011)<br>through December<br>31, 2011 |   |
|--|------------------------------------|------------------------------------|--|---|
| Income   |                                    |                                    |  |   |
| Realized and unrealized (loss) gain on trading of commodity futures contracts:       |                                    |                                    |  |   |
| Realized (loss) gain on commodity futures contracts                                  | \$(1,554,250)                      | \$23,740                           | \$ (174,860  | ) |
| Net change in unrealized appreciation or depreciation on commodity futures contracts | (507,587 )                         | (120,790)                          | (70,298  | ) |
| Interest income  | 3,016                              | 2,133                              | 280  |   |
| Total loss   | (2,058,821)                        | (94,917 )                          | (244,878   | ) |
| Expenses   |                                    |                                    |  |   |
| Management fees  | 66,302                             | 32,754                             | 4,998  |   |
| Professional fees  | 117,713                            | 56,854                             | -  |   |
| Distribution and marketing fees  | 138,379                            | 140,076                            | -  |   |
| Custodian fees and expenses  | 7,473                              | 74,290                             | 13,804   |   |
| Business permits and licenses fees   | 18,118                             | 6,260                              | -  |   |
| General and administrative expenses  | 26,537                             | 25,358                             | -  |   |
| Brokerage commissions  | 4,300                              | 3,534                              | 532  |   |
| Other expenses   | 9,935                              | 6,219                              | -  |   |
| Total expenses   | 388,757                            | 345,345                            | 19,334   |   |
| Net loss   | \$(2,447,578)                      | \$(440,262)                        | \$ (264,212  | ) |
| Net loss per share   | \$(6.41 )                          | \$(1.11 )                          | \$ (2.64   | ) |
| Net loss per weighted average share  | \$(6.45 )                          | \$(2.96 )                          | \$ (2.64   | ) |
| Weighted average shares outstanding  | 379,525                            | 148,979                            | 100,004  |   |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM WHEAT FUND****STATEMENTS OF CHANGES IN NET ASSETS**

|  | Year ended<br>December<br>31, 2013 | Year ended<br>December<br>31, 2012 | From the commencement<br>of<br>operations (September<br>19, 2011)<br>through December<br>31, 2011 |
|--|------------------------------------|------------------------------------|---|
| Operations                                       |                                    |                                    |   |
| Net loss   | \$(2,447,578)                      | \$(440,262)                        | \$(264,212)   |
| Capital transactions                             |                                    |                                    |   |
| Issuance of Shares                               | 7,532,514                          | 6,071,303                          | 2,500,000   |
| Redemption of Shares                             | (1,756,058)                        | (4,147,720)                        | -   |
| Total capital transactions                       | 5,776,456                          | 1,923,583                          | 2,500,000   |
| Net change in net assets                         | 3,328,878                          | 1,483,321                          | 2,235,788   |
| Net assets, beginning of period                  | 3,719,209                          | 2,235,888                          | 100   |
| Net assets, end of period                        | \$7,048,087                        | \$3,719,209                        | \$2,235,888   |
| Net asset value per share at beginning of period | \$21.25                            | \$22.36                            | \$25.00   |
| At end of period                                 | \$14.84                            | \$21.25                            | \$22.36   |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM WHEAT FUND****STATEMENTS OF CASH FLOWS**

|  | Year ended<br>December<br>31, 2013 | Year ended<br>December<br>31, 2012 | From the commencement<br>of<br>operations (September<br>19, 2011)<br>through December<br>31, 2011 |
|--|------------------------------------|------------------------------------|---|
| Cash flows from operating activities:  |                                    |                                    |   |
| Net loss   | \$(2,447,578)                      | \$(440,262)                        | \$(264,212)   |
| Adjustments to reconcile net loss to net cash used in operating activities:          |                                    |                                    |   |
| Net change in unrealized appreciation or depreciation on commodity futures contracts | 507,587                            | 120,790                            | 70,298  |
| Changes in operating assets and liabilities:   |                                    |                                    |   |
| Collateral, due from broker  | (720,704)                          | (243,828)                          | (289,136)   |
| Interest receivable  | (247)                              | (122)                              | (81)  |
| Other assets   | (24,117)                           | (26,443)                           | -   |
| Management fee payable to Sponsor  | 3,317                              | 982                                | 1,793   |
| Other liabilities  | 19                                 | 182                                | 3,262   |
| Net cash used in operating activities  | (2,681,723)                        | (588,701)                          | (478,076)   |
| Cash flows from financing activities:  |                                    |                                    |   |
| Proceeds from sale of Shares   | 7,532,514                          | 6,071,303                          | 2,500,000   |
| Redemption of Shares   | (1,756,058)                        | (4,147,720)                        | -   |
| Net cash provided by financing activities  | 5,776,456                          | 1,923,583                          | 2,500,000   |
| Net change in cash and cash equivalents  | 3,094,733                          | 1,334,882                          | 2,021,924   |
| Cash and cash equivalents, beginning of period                                       | 3,356,906                          | 2,022,024                          | 100   |
| Cash and cash equivalents, end of period   | \$6,451,639                        | \$3,356,906                        | \$2,022,024   |

*The accompanying notes are an integral part of these financial statements.*

## NOTES TO FINANCIAL STATEMENTS

**December 31, 2013**

### *Note 1 – Organization and Operation*

Teucrium Wheat Fund (referred to herein as “WEAT” or the “Fund”) is a commodity pool that is a series of Teucrium Commodity Trust (“Trust”), a Delaware statutory trust formed on September 11, 2009. The Fund issues common units, called the “Shares,” representing fractional undivided beneficial interests in the Fund. The Fund continuously offers Creation Baskets consisting of 25,000 Shares at their Net Asset Value (“NAV”) to “Authorized Purchasers” through Foreside Fund Services, LLC, which is the distributor for the Fund (the “Distributor”). Authorized Purchasers sell such Shares, which are listed on the New York Stock Exchange (“NYSE”) Arca under the symbol “WEAT,” to the public at per-Share offering prices that reflect, among other factors, the trading price of the Shares on the NYSE Arca, the NAV of the Fund at the time the Authorized Purchaser purchased the Creation Baskets and the NAV at the time of the offer of the Shares to the public, the supply of and demand for Shares at the time of sale, and the liquidity of the markets for wheat interests. The Fund’s Shares trade in the secondary market on the NYSE Arca at prices that are lower or higher than their NAV per Share.

The investment objective of the Fund is to have the daily changes in percentage terms of the Shares’ Net Asset Value reflect the daily changes in percentage terms of a weighted average of the closing settlement prices for three futures contracts for wheat (“Wheat Futures Contracts”) that are traded on the Chicago Board of Trade (“CBOT”), specifically: (1) the second-to-expire CBOT Wheat Futures Contract, weighted 35%, (2) the third-to-expire CBOT Wheat Futures Contract, weighted 30%, and (3) the CBOT Wheat Futures Contract expiring in the December following the expiration month of the third-to-expire contract, weighted 35%.

The Fund commenced investment operations on September 19, 2011 and has a fiscal year ending December 31. The Fund’s sponsor is Teucrium Trading, LLC (the “Sponsor”). The Sponsor is responsible for the management of the Fund. The Sponsor is a member of the National Futures Association (the “NFA”) and became a commodity pool operator registered with the Commodity Futures Trading Commission (the “CFTC”) effective November 10, 2009.

On June 17, 2011, the Fund’s registration of 10,000,000 shares on Form S-1 was declared effective by the SEC. On September 19, 2011, the Fund listed its shares on the NYSE Arca under the ticker symbol “WEAT.” On the business day prior to that, the Fund issued 100,000 shares in exchange for \$2,500,000 at the Fund’s initial NAV of \$25 per share. The Fund also commenced investment operations on September 19, 2011 by purchasing commodity futures contracts traded on the CBOT. On December 31, 2010, the Fund had four shares outstanding, which were owned by the Sponsor.

### *Note 2 – Summary of Significant Accounting Policies*

***Basis of Presentation***

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") as detailed in the Financial Accounting Standards Board's Accounting Standards Codification.

***Revenue Recognition***

Commodity futures contracts are recorded on the trade date. All such transactions are recorded on the identified cost basis and marked to market daily. Unrealized appreciation or depreciation on commodity futures contracts are reflected in the statements of operations as the difference between the original contract amount and the fair market value as of the last business day of the year or as of the last date of the financial statements. Changes in the appreciation or depreciation between periods are reflected in the statements of operations. Interest on cash equivalents and deposits with the Futures Commission Merchant are recognized on the accrual basis. The Fund earns interest on its assets denominated in U.S. dollars on deposit with the Futures Commission Merchant. In addition, the Fund earns interest on funds held at the custodian at prevailing market rates for such investments.

***Brokerage Commissions***

Brokerage commissions on all open commodity futures contracts are accrued on a full-turn basis.

***Income Taxes***

For tax purposes, the Fund will be treated as a partnership. The Fund does not record a provision for income taxes because the partners report their share of the Fund's income or loss on their income tax returns. The financial statements reflect the Fund's transactions without adjustment, if any, required for income tax purposes.

The Fund is required to determine whether a tax position is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The Fund files an income tax return in the U.S. federal jurisdiction, and may file income tax returns in various U.S. states and foreign jurisdictions. The Fund is subject to income tax examinations by major taxing authorities for all tax years since inception. The tax benefit recognized is measured as the largest amount of benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. De-recognition of

a tax benefit previously recognized results in the Fund recording a tax liability that reduces net assets. Based on its analysis, the Fund has determined that it has not incurred any liability for unrecognized tax benefits as of and for the years ended December 31, 2013, 2012 and from the

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commencement of operations (September 19, 2011) through December 31, 2011. However, the Fund's conclusions regarding this policy may be subject to review and adjustment at a later date based on factors including, but not limited to, ongoing analysis of and changes to tax laws, regulations, and interpretations thereof.

The Fund recognizes interest accrued related to unrecognized tax benefits and penalties related to unrecognized tax benefits in income tax fees payable, if assessed. No interest expense or penalties have been recognized as of and for the years ended December 31, 2013 and 2012.

The Fund may be subject to potential examination by U.S. federal, U.S. state, or foreign jurisdictional authorities in the area of income taxes. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions, and compliance with U.S. federal, U.S. state and foreign tax laws. The Fund's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

### ***Creations and Redemptions***

Authorized Purchasers may purchase Creation Baskets consisting of 25,000 shares from the Fund. The amount of the proceeds required to purchase a Creation Basket will be equal to the NAV of the shares in the Creation Basket determined as of 4:00 p.m. New York time on the day the order to create the basket is properly received.

Authorized Purchasers may redeem shares from the Fund only in blocks of 25,000 shares called "Redemption Baskets." The amount of the redemption proceeds for a Redemption Basket will be equal to the NAV of the shares in the Redemption Basket determined as of 4:00 p.m. New York time on the day the order to redeem the basket is properly received.

The size of a Creation Basket and a Redemption basket was changed effective March 5, 2012 from 50,000 to 25,000 shares.

The Fund receives or pays the proceeds from shares sold or redeemed within three business days after the trade date of the purchase or redemption. The amounts due from Authorized Purchasers are reflected in the Fund's statements of assets and liabilities as receivable for shares sold. Amounts payable to Authorized Purchasers upon redemption are reflected in the Fund's statements of assets and liabilities as payable for shares redeemed.



As outlined in the most recent Form S-1 filing, 50,000 shares represents two Redemption Baskets for the Fund and a minimum level of shares.

### *Allocation of Shareholder Income and Losses*

Profit or loss is allocated among the shareholders of the Fund in proportion to the number of shares each shareholder holds as of the close of each month.

### *Cash Equivalents*

Cash equivalents are highly-liquid investments with original maturity dates of three months or less at inception. The Fund reported its cash equivalents in the statements of assets and liabilities at market value, or at carrying amounts that approximate fair value, because of their highly-liquid nature and short-term maturities. The Fund has a substantial portion of its assets on deposit with banks. Assets deposited with the bank may, at times, exceed federally insured limits. The Fund had a balance of \$6,451,639 and \$3,356,906 in money market funds at December 31, 2013 and December 31, 2012, respectively; these balances are included in cash and cash equivalents on the statements of assets and liabilities.

### *Collateral, Due from/to Broker*

Margin is the minimum amount of funds that must be deposited by a commodity interest trader with the trader's broker to initiate and maintain an open position in futures contracts. A margin deposit acts to assure the trader's performance of the futures contracts purchased or sold. Futures contracts are customarily bought and sold on initial margin that represents a very small percentage of the aggregate purchase or sales price of the contract. Because of such low margin requirements, price fluctuations occurring in the futures markets may create profits and losses that, in relation to the amount invested, are greater than are customary in other forms of investment or speculation. As discussed below, adverse price changes in the futures contract may result in margin requirements that greatly exceed the initial margin. In addition, the amount of margin required in connection with a particular futures contract is set from time to time by the exchange on which the contract is traded and may be modified from time to time by the exchange during the term of the contract. Brokerage firms, such as the Fund's clearing brokers, carrying accounts for traders in commodity interest contracts generally require higher amounts of margin as a matter of policy to further protect themselves. Over-the-counter trading generally involves the extension of credit between counterparties, so the counterparties may agree to require the posting of collateral by one or both parties to address credit exposure.

When a trader purchases an option, there is no margin requirement; however, the option premium must be paid in full. When a trader sells an option, on the other hand, he or she is required to deposit margin in an amount determined by the margin requirements established for the underlying interest and, in addition, an amount substantially equal to the

current premium for the option. The margin requirements imposed on the selling of options, although adjusted to reflect the probability that out-of-the-money options will not be exercised, can in fact be higher than those imposed in dealing in the futures markets directly. Complicated margin requirements apply to spreads and conversions, which are complex trading strategies in which a trader acquires a mixture of options positions and positions in the underlying interest.

Ongoing or “maintenance” margin requirements are computed each day by a trader’s clearing broker. When the market value of a particular open futures contract changes to a point where the margin on deposit does not satisfy maintenance margin requirements, a margin call is made by the broker. If the margin call is not met within a reasonable time, the broker may close out the trader’s position. With respect to the Fund’s trading, the Fund (and not its shareholders personally) is subject to margin calls.

Finally, many major U.S. exchanges have passed certain cross margining arrangements involving procedures pursuant to which the futures and options positions held in an account would, in the case of some accounts, be aggregated and margin requirements would be assessed on a portfolio basis, measuring the total risk of the combined positions.

### *Calculation of Net Asset Value*

The Fund’s NAV is calculated by:

• Taking the current market value of its total assets and

• Subtracting any liabilities.

The administrator, the Bank of New York Mellon, calculates the NAV of the Fund once each trading day. It calculates the NAV as of the earlier of the close of the NYSE or 4:00 p.m. New York time. The NAV for a particular trading day is released after 4:15 p.m. New York time.

In determining the value of Wheat Futures Contracts, the administrator uses the CBOT closing price. The administrator determines the value of all other Fund investments as of the earlier of the close of the NYSE or 4:00 p.m. New York time. The value of over-the-counter wheat interests is determined based on the value of the commodity or futures contract underlying such wheat interest, except that a fair value may be determined if the Sponsor believes that the Fund is subject to significant credit risk relating to the counterparty to such wheat interest. For purposes of financial statements and reports, the Sponsor will recalculate the NAV where necessary to reflect the “fair value” of a Futures Contract when the Futures Contract closes at its price fluctuation limit for the day. Treasury securities held by the Fund are valued by the administrator using values received from recognized third-party vendors and dealer quotes. NAV includes any unrealized profit or loss on open wheat interests and any other income or expense accruing to the Fund but unpaid or not received by the Fund.

Market value per share represents the closing price on the last trading day of the quarter as reported by the NYSE Arca. If such a closing price is not available, the bid/ask midpoint at 4 p.m. as reported by the NYSE Arca was used.

***Sponsor Fee and Allocation of Expenses***

The Sponsor is responsible for investing the assets of the Fund in accordance with the objectives and policies of the Fund. In addition, the Sponsor arranges for one or more third parties to provide administrative, custodial, accounting, transfer agency and other necessary services to the Fund. For these services, the Fund is contractually obligated to pay a monthly management fee to the Sponsor, based on average daily net assets, at a rate equal to 1.00% per annum.

The Fund generally pays for all brokerage fees, taxes and other expenses, including licensing fees for the use of intellectual property, registration or other fees paid to the SEC, the Financial Industry Regulatory Authority (“FINRA”), formerly the National Association of Securities Dealers, or any other regulatory agency in connection with the offer and sale of subsequent Shares after its initial registration and all legal, accounting, printing and other expenses associated therewith. The Fund also pays its portion of the fees and expenses associated with the Trust’s tax accounting and reporting requirements. Certain aggregate expenses common to all Funds managed by the Sponsor are allocated to each Fund based on activity drivers deemed most appropriate by the Sponsor for such expenses. The Sponsor can elect to waive certain fees or expenses that would generally be paid for by the Fund. All asset-based fees and expenses are calculated on the prior day’s net assets.

The following table presents information about the sponsor fee and allocation of expenses for the years ended December 31, 2013, 2012 and from the commencement of operations (September 19, 2011) through December 31, 2011.

|                               | Year ended        | Year ended        | From the commencement of operations (September 19, 2011) through December 31, 2011 |
|-------------------------------|-------------------|-------------------|--|
| Expenses                      | December 31, 2013 | December 31, 2012 |  |
| Management Fee to the Sponsor | \$66,302          | \$32,754          | \$ 4,998   |
| Expenses by the Fund          | \$388,757         | \$345,345         | \$ 19,334  |
| Expenses Paid by the Sponsor  | \$5,600           | \$36,500          | \$ 25,000  |
| Waived Management Fee         | \$-               | \$-               | \$ 1,200   |

The following table presents information about the sponsor fee and allocation of expenses for the three months ended December 31, 2013, 2012 and 2011.

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|                               | Three<br>months<br>ended<br>December<br>31, 2013 | Three<br>months<br>ended<br>December<br>31, 2012 | Three<br>months<br>ended<br>December<br>31, 2011 |
|-------------------------------|--|--|--|
| Expenses                      |  |  |  |
| Management Fee to the Sponsor | \$ 18,888  | \$ 7,750   | \$ 4,998   |
| Expenses by the Fund          | \$ 126,449                                       | \$ 70,389  | \$ 18,990  |
| Expenses Paid by the Sponsor  | \$ -   | \$ -   | \$ 25,000  |
| Waived Management Fee         | \$ -   | \$ -   | \$ 1,200   |

For the year ended December 31, 2012, there was also approximately \$560,000 of expenses recorded on the financial statements of the Sponsor which were subject to reimbursement by the Fund in 2013. The Sponsor had not determined, as of December 31, 2012, if it would seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Fund did not reflect an adjustment for this amount. As of December 31, 2013, the Sponsor had been reimbursed by WEAT, a total of \$51,500 of the \$560,000; the Sponsor will not seek reimbursement in 2014 for any residual balance which is deemed attributable to the operation of the Fund. For the year ended December 31, 2013, there is approximately \$590,000 of expenses recorded on the financial statements of the Sponsor which is subject to reimbursement by the Funds in 2014. The Sponsor has not yet determined if it will seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Trust and the Funds do not reflect an adjustment for this amount.

### *Use of Estimates*

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of the revenue and expenses during the reporting period. Actual results could differ from those estimates.

### *Fair Value - Definition and Hierarchy*

In accordance with U.S. GAAP, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the “exit price”) in an orderly transaction between market participants at the measurement date.

In determining fair value, the Fund uses various valuation approaches. In accordance with U.S. GAAP, a fair value hierarchy for inputs is used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Fund. Unobservable inputs reflect the Fund’s assumptions about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The fair value hierarchy is categorized into three levels based on the inputs as follows:

*Level 1* - Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Fund has the ability to access. Valuation adjustments and block discounts are not applied to Level 1 securities. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these securities does not entail a significant degree of judgment.

*Level 2* - Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

*Level 3* - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The availability of valuation techniques and observable inputs can vary from security to security and is affected by a wide variety of factors including, the type of security, whether the security is new and not yet established in the marketplace, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Those estimated values do not necessarily represent the amounts that may be ultimately realized due to the occurrence of future circumstances that cannot be reasonably determined. Because of the inherent uncertainty of valuation, those estimated values may be materially higher or lower than the values that would have been used had a ready market for the securities existed. Accordingly, the degree of judgment exercised by the Fund in determining fair value is greatest for securities categorized in Level 3. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy, within which the fair value measurement in its entirety falls, is determined based on the lowest level input that is significant to the fair value measurement.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Fund's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. The Fund uses prices and inputs that are current as of the measurement date, including periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many securities. This condition could cause a security to be reclassified to a lower level within the fair value hierarchy. When such a situation exists on a quarter close, the Sponsor will calculate the NAV on a particular day using the Level 1 valuation, but will later recalculate the NAV for the impacted Fund based upon the valuation inputs from these alternative verifiable sources (Level 2 or Level 3) and will report such NAV in its applicable financial statements and reports.

On December 31, 2013 and 2012, in the opinion of the Trust and the Fund, the reported value at the close of the market for each commodity contract fairly reflected the value of the futures and no alternative valuations were required.

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For portions of the three months ended September 30, 2013, the Wheat Futures Contracts traded on the CBOT due to settle on December 12, 2014 (the "DEC14 Wheat Contracts") did not, in the opinion of the Trust and WEAT, trade in an actively traded futures market as defined in the policy of the Trust and WEAT. Accordingly, the Trust and WEAT classified these as a Level 2 liability as of September 30, 2013. The DEC14 Wheat Contracts were, in the opinion of the Trust and WEAT, fairly valued at settlement on September 30, 2013. In addition, for the three

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months ended June 30, 2013, the Wheat Futures Contracts traded on the CBOT due to settle on December 12, 2014 did not, in the opinion of the Trust and WEAT, trade in an actively traded futures market as defined in the policy of the Trust and WEAT for portions of the three months ended June 30, 2013. Accordingly, the Trust and WEAT classified these as a Level 2 liability as of June 30, 2013. The DEC14 Wheat Contracts were, in the opinion of the Trust and WEAT, fairly valued at settlement on June 30, 2013. All contracts traded in an active market for the quarter ended December 31, 2013.

The Fund records its derivative activities at fair value. Gains and losses from derivative contracts are included in the statements of operations. Derivative contracts include futures contracts related to commodity prices. Futures, which are listed on a national securities exchange, such as the CBOT or the NYMEX, or reported on another national market, are generally categorized in Level 1 of the fair value hierarchy. OTC derivatives contracts (such as forward and swap contracts) which may be valued using models, depending on whether significant inputs are observable or unobservable, are categorized in Levels 2 or 3 of the fair value hierarchy.

### *Net Income (Loss) per Share*

Net income (loss) per share is the difference between the NAV per unit at the beginning of each period and at the end of each period. The weighted average number of units outstanding was computed for purposes of disclosing net income (loss) per weighted average unit. The weighted average units are equal to the number of units outstanding at the end of the period, adjusted proportionately for units created or redeemed based on the amount of time the units were outstanding during such period.

### *New Accounting Pronouncements*

The FASB issued ASU No. 2013-10, "Derivatives and Hedging (Topic 815): Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes. The amendments in this Update permit the Fed Funds Effective Swap Rate (OIS) to be used as a U.S. benchmark interest rate for hedge accounting purposes under Topic 815, in addition to UST and LIBOR. The amendments also remove the restriction on using different benchmark rates for similar hedges. The amendments are effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. The adoption did not have a significant impact on the financial statements disclosures for the Trust or the Funds.

The FASB issued ASU No. 2013-08, "Financial Services-Investment Companies (Topic 946)-Amendments to the Scope, Measurement, and Disclosure Requirements". ASU No. 2013-08 affects the scope, measurement, and disclosure requirements for investment companies under U.S. GAAP. ASU 2013-08 is effective for interim and annual reporting periods in fiscal years beginning after December 15, 2013. The adoption did not have a significant impact on the financial statements disclosures for the Trust or the Fund.



In December 2011, the FASB issued ASU No. 2011-11, “Balance Sheet (Topic 210): Amendments of the FASB Accounting Standards Codification and Disclosures about Offsetting Assets and Liabilities in U.S. GAAP and IFRS.” ASU No. 2011-11 clarifies existing requirements for balance sheet offsetting and for disclosures about the offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position in converged guidance of the FASB and the International Accounting Standards Board. The amendments are to be applied retrospectively for all comparative periods presented. For public entities, the amendments are effective for annual reporting periods beginning on or after January 1, 2013. The adoption did not have a significant impact on the financial statement disclosures for the Fund.

**Note 3 – Fair Value Measurements**

The Fund’s assets and liabilities recorded at fair value have been categorized based upon a fair value hierarchy as described in the Fund’s significant accounting policies in Note 2. The following table presents information about the Fund’s assets and liabilities measured at fair value as of December 31, 2013 and December 31, 2012:

**December 31, 2013**

| Assets:          | Level 1     | Level 2 | Level 3 | Balance as of<br>December<br>31, 2013 |
|------------------|-------------|---------|---------|---------------------------------------|
| Cash equivalents | \$6,451,639 | \$ -    | \$ -    | \$6,451,639                           |

| Liabilities:                | Level 1   | Level 2 | Level 3 | Balance<br>as of<br>December<br>31, 2013 |
|-----------------------------|-----------|---------|---------|--|
| Commodity futures contracts | \$698,675 | \$ -    | \$ -    | \$698,675                                |

**December 31, 2012**

| Assets:                     | Level 1     | Level 2 | Level 3 | Balance as of<br>December<br>31, 2012 |
|-----------------------------|-------------|---------|---------|---------------------------------------|
| Cash equivalents            | \$3,356,906 | \$ -    | \$ -    | \$3,356,906                           |
| Commodity futures contracts | 15,762      | -       | -       | 15,762                                |
| Total                       | \$3,372,668 | \$ -    | \$ -    | \$3,372,668                           |



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| Liabilities:                | Level 1   | Level 2 | Level 3 | Balance as of December 31, 2012 |
|-----------------------------|-----------|---------|---------|---------------------------------|
| Commodity futures contracts | \$206,850 | \$ -    | \$ -    | \$206,850                       |

Transfers into and out of each level of the fair value hierarchy for the DEC14 Wheat Contracts, for the period from January 1, 2013 through December 31, 2013 were as follows:

|                             | Transfers into Level 1 | Transfers out of Level 1 | Transfers into Level 2 | Transfers out of Level 2 | Transfers into Level 3 | Transfers out of Level 3 |
|-----------------------------|------------------------|--------------------------|------------------------|--------------------------|------------------------|--------------------------|
| Liabilities (at fair value) |                        |                          |                        |                          |                        |                          |
| Derivative contracts        |                        |                          |                        |                          |                        |                          |
| Wheat future contracts      | \$448,125              | \$448,125                | \$448,125              | \$448,125                | \$ -                   | \$ -                     |

For the year ended December 31, 2012, the Fund did not have any significant transfers between any of the levels of the fair value hierarchy.

**Note 4 – Derivative Instruments and Hedging Activities**

In the normal course of business, the Fund utilizes derivative contracts in connection with its proprietary trading activities. Investments in derivative contracts are subject to additional risks that can result in a loss of all or part of an investment. The Fund’s derivative activities and exposure to derivative contracts are classified by the following primary underlying risks: interest rate, credit, commodity price, and equity price risks. In addition to its primary underlying risks, the Fund is also subject to additional counterparty risk due to inability of its counterparties to meet the terms of their contracts. For the years ended December 31, 2013, 2012 and from the commencement of operations (September 19, 2011) through December 31, 2011, the Fund invested only in commodity futures contracts. Cleared Wheat Swaps have standardized terms similar to, and are priced by reference to, the corresponding Benchmark Component Futures Contract. Additionally, Other Wheat Interests that do not have standardized terms and are not exchange-traded, referred to as “over-the-counter” Wheat Interests, can generally be structured as the parties to the Wheat Interest contract desire. Therefore, the Fund might enter into multiple Cleared Swaps and/or over-the-counter Interests intended to exactly replicate the performance of the Benchmark Component Futures Contracts for the Fund, or a single over-the-counter Interest designed to replicate the performance of the Benchmark as a whole. Assuming that there is no default by a counterparty to an over-the-counter Interest, the performance of the Interest will not necessarily correlate exactly with the performance of the Benchmark or the applicable Benchmark Component Futures Contract.

***Futures Contracts***

The Fund is subject to commodity price risk in the normal course of pursuing its investment objectives. A futures contract represents a commitment for the future purchase or sale of an asset at a specified price on a specified date.

The purchase and sale of futures contracts requires margin deposits with a Futures Commission Merchant (“FCM”). Subsequent payments (variation margin) are made or received by the Fund each day, depending on the daily fluctuations in the value of the contract, and are recorded as unrealized gains or losses by the Fund. Futures contracts may reduce the Fund’s exposure to counterparty risk since futures contracts are exchange-traded; and the exchange’s clearinghouse, as the counterparty to all exchange-traded futures, guarantees the futures against default.

The Commodity Exchange Act requires an FCM to segregate all customer transactions and assets from the FCM's proprietary activities. A customer's cash and other equity deposited with an FCM are considered commingled with all other customer funds subject to the FCM’s segregation requirements. In the event of an FCM’s insolvency, recovery may be limited to the Fund’s pro rata share of segregated customer funds available. It is possible that the recovery amount could be less than the total of cash and other equity deposited.

The following table discloses information about offsetting assets and liabilities presented in the statements of assets and liabilities to enable users of these financial statements to evaluate the effect or potential effect of netting arrangements for recognized assets and liabilities. These recognized assets and liabilities are presented as defined in the Financial Accounting Standards Board's ("FASB") Accounting Standards Update ("ASU") No. 2011-11 "Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities" and subsequently clarified in FASB ASU 2013-01 "Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities."

The following table also identifies the fair value amounts of derivative instruments included in the statements of assets and liabilities as derivative contracts, categorized by primary underlying risk as of December 31, 2013 and December 31, 2012.

**Offsetting of Financial Liabilities and Derivative Liabilities as of December 31, 2013**

|     |      |                    |                           |
|-----|------|--------------------|---------------------------|
| (i) | (ii) | (iii) = (i) – (ii) | (iv) – (v) = (iii) – (iv) |
|     |      | Gross Amount       |                           |
|     |      | Not Offset in      |                           |

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the  
Statement of  
Assets and  
Liabilities

| Description             | Gross<br>Amount<br>of<br>Recognized<br>Liabilities | Gross<br>Amount<br>Offset in<br>the<br>Statement<br>of<br>Assets<br>and<br>Liabilities | Net<br>Amount<br>Presented<br>in the<br>Statement<br>of<br>Assets<br>and<br>Liabilities | Financial<br>Instruments | Cash<br>Collateral<br>pledged | Net<br>Amount |
|-------------------------|--|--|---|--------------------------|-------------------------------|---------------|
|                         |  |  |   |                          |                               |               |
| Commodity price         |  |  |   |                          |                               |               |
| Wheat futures contracts | \$ 698,675   | \$ -   | \$ 698,675  | \$-                      | \$ 698,675                    | \$ -          |

**Offsetting of Financial Assets and Derivative Assets as of December 31, 2012**

|                         | (i)   | (ii)   | (iii) = (i) –<br>(ii)   | (iv)                    | Gross Amount Not<br>Offset in the<br>Statement of Assets<br>and Liabilities |  | (v) =<br>(iii) – (iv) |
|-------------------------|---|--|---|-------------------------|---|--|-----------------------|
| Description             | Gross<br>Amount<br>of<br>Recognized<br>Assets | Gross<br>Amount<br>Offset in<br>the<br>Statement<br>of<br>Assets<br>and<br>Liabilities | Net<br>Amount<br>Presented<br>in the<br>Statement<br>of<br>Assets<br>and<br>Liabilities | Financial<br>Instrument | Cash<br>Collateral<br>Received  |  | Net<br>Amount         |
| Commodity price         |   |  |   |                         |   |  |                       |
| Wheat futures contracts | \$ 15,762                                     | \$ -   | \$ 15,762   | \$ 15,762               | \$ -  |  | \$ -                  |

**Offsetting of Financial Liabilities and Derivative Liabilities as of December 31, 2012**

|                         | (i)  | (ii)   | (iii) = (i) –<br>(ii)   | (iv)                    | Gross Amount Not<br>Offset in the<br>Statement of Assets<br>and Liabilities |  | (v) =<br>(iii) – (iv) |
|-------------------------|--|--|---|-------------------------|---|--|-----------------------|
| Description             | Gross<br>Amount<br>of<br>Recognized<br>Liabilities | Gross<br>Amount<br>Offset in<br>the<br>Statement<br>of<br>Assets<br>and<br>Liabilities | Net<br>Amount<br>Presented<br>in the<br>Statement<br>of<br>Assets<br>and<br>Liabilities | Financial<br>Instrument | Cash<br>Collateral<br>Bridged   |  | Net<br>Amount         |
| Commodity price         |  |  |   |                         |   |  |                       |
| Wheat futures contracts | \$ 206,850   | \$ -   | \$ 206,850  | \$ 15,762               | \$ 191,088  |  | \$ -                  |

The following tables identify the net gain and loss amounts included in the statements of operations as realized and unrealized gains and losses on trading of commodity futures contracts categorized by primary underlying risk:

**Year ended December 31, 2013**

| <b>Primary Underlying Risk</b> | <b>Realized Loss on<br/>Derivative Instruments</b> | <b>Net Change in Unrealized Loss<br/>on Derivative Instruments</b> |
|--------------------------------|--|--|
| Commodity price                |  |  |
| Commodity futures contracts    | \$ (1,554,250 )                                    | \$ (507,587 )  |

**Year ended December 31, 2012**

| <b>Primary Underlying Risk</b> | <b>Realized Gain on<br/>Derivative Instruments</b> | <b>Net Change in Unrealized Loss<br/>on Derivative Instruments</b> |
|--------------------------------|--|--|
| Commodity price                |  |  |
| Commodity futures contracts    | \$ 23,740  | \$ (120,790 )  |

**For the period from the commencement of operations (September 19, 2011) through December 31, 2011**

| <b>Primary Underlying Risk</b> | <b>Realized Loss on<br/>Derivative Instruments</b> | <b>Net Change in Unrealized Loss<br/>on Derivative Instruments</b> |
|--------------------------------|--|--|
| Commodity price                |  |  |
| Commodity futures contracts    | \$ (174,860 )                                      | \$ (70,298 )   |

***Volume of Derivative Activities***

The notional amounts and number of contracts categorized by primary underlying risk, commodity price risk, are included in the schedule of investments as of December 31, 2013 and December 31, 2012.

***Note 5 – Financial Highlights***

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The following table presents per unit performance data and other supplemental financial data for the years ended December 31, 2013, 2012 and from the commencement of operations (September 19, 2011) through December 31, 2011. This information has been derived from information presented in the financial statements.

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|  | Year ended        | Year ended        | From the commencement of operations (September 19, 2011) through December 31, 2011 |
|--|-------------------|-------------------|--|
| Per Share Operation Performance  | December 31, 2013 | December 31, 2012 |  |
| Net asset value at beginning of period                                 | \$21.25           | \$22.36           | \$ 25.00   |
| Income from investment operations:                                     |                   |                   |  |
| Investment income  | 0.01              | 0.01              | -  |
| Net realized and unrealized (loss) gain on commodity futures contracts | (5.40 )           | 1.20              | (2.45 )  |
| Total expenses   | (1.02 )           | (2.32 )           | (0.19 )  |
| Net decrease in net asset value  | (6.41 )           | (1.11 )           | (2.64 )  |
| Net asset value at end of period                                       | \$14.84           | \$21.25           | \$ 22.36   |
| Total Return   | (30.16)%          | (4.96 )%          | (10.56 )%  |
| Ratios to Average Net Assets   |                   |                   |  |
| Total expense  | 5.85 %            | 10.57 %           | 3.05 %   |
| Net investment loss  | (5.81 )%          | (10.50)%          | (3.01 )%   |

Total return is calculated based on the change in value during the period. An individual shareholder's total return and ratios may vary from the above total returns and ratios based on the timing of contributions to and withdrawals from the Fund. The ratios, excluding non-recurring expenses, have been annualized.

The financial highlights per share data are calculated using the average of the daily shares outstanding for the reporting period, which is inclusive of the last day of the period under report. The asset-based per share data in the financial highlights are calculated using the prior day's net assets consistent with the methodology used to calculate asset-based fees and expenses.

The following table presents information about the sponsor fee and allocation of expenses for the years ended December 31, 2013, 2012 and from the commencement of operations (September 19, 2011) through December 31, 2011.

|          | Year ended        | Year ended        | From the commencement of operations (September 19, 2011) through December 31, |
|----------|-------------------|-------------------|---|
| Expenses | December 31, 2013 | December 31, 2012 | December 31,  |

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|                               | 2011      |           |           |
|-------------------------------|-----------|-----------|-----------|
| Management Fee to the Sponsor | \$66,302  | \$32,754  | \$ 4,998  |
| Expenses by the Fund          | \$388,757 | \$345,345 | \$ 19,334 |
| Expenses Paid by the Sponsor  | \$5,600   | \$36,500  | \$ 25,000 |
| Waived Management Fee         | \$-       | \$-       | \$ 1,200  |

For the year ended December 31, 2012, there was also approximately \$560,000 of expenses recorded on the financial statements of the Sponsor which were subject to reimbursement by the Fund in 2013. The Sponsor had not determined, as of December 31, 2012, if it would seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Fund did not reflect an adjustment for this amount. As of December 31, 2013, the Sponsor had been reimbursed by WEAT, a total of \$51,500 of the \$560,000; the Sponsor will not seek reimbursement in 2014 for any residual balance which is deemed attributable to the operation of the Fund. For the year ended December 31, 2013, there is approximately \$590,000 of expenses recorded on the financial statements of the Sponsor which is subject to reimbursement by the Funds in 2014. The Sponsor has not yet determined if it will seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Trust and the Funds do not reflect an adjustment for this amount.

**Note 6 – Quarterly Financial Data (Unaudited)**

The following summarized (unaudited) quarterly financial information presents the results of operations for the Teucrium Wheat Fund and other data for three-month periods ended March 31, June 30, September 30 and December 31, 2013 and 2012.

|                    | First<br>Quarter<br>2013 | Second<br>Quarter<br>2013 | Third<br>Quarter<br>2013 | Fourth<br>Quarter<br>2013 |
|--------------------|--------------------------|---------------------------|--------------------------|---------------------------|
| Total Loss         | \$(823,742)              | \$(448,080)               | \$(31,966 )              | \$(755,033)               |
| Total Expenses     | 60,289                   | 76,384                    | 125,635                  | 126,449                   |
| Net Loss           | \$(884,031)              | \$(524,464)               | \$(157,601)              | \$(881,482)               |
| Net Loss per share | \$(2.84 )                | \$(1.25 )                 | \$(0.42 )                | \$(1.90 )                 |

  

|                             | First<br>Quarter<br>2012 | Second<br>Quarter<br>2012 | Third<br>Quarter<br>2012 | Fourth<br>Quarter<br>2012 |
|-----------------------------|--------------------------|---------------------------|--------------------------|---------------------------|
| Total (Loss) Income         | \$(3,557 )               | \$(71,026 )               | \$372,367                | \$(392,701)               |
| Total Expenses              | 63,128                   | 150,047                   | 61,781                   | 70,389                    |
| Net (Loss) Income           | \$(66,685)               | \$(221,073)               | \$310,586                | \$(463,090)               |
| Net (Loss) Income per share | \$(0.94 )                | \$0.66                    | \$2.47                   | \$(3.30 )                 |

***Note 7 – Organizational and Offering Costs***

Expenses incurred in organizing of the Trust and the initial offering of the Shares of the Fund, including applicable SEC registration fees, were borne directly by the Sponsor. The Fund will not be obligated to reimburse the Sponsor.

***Note 8 – Subsequent Events***

The Trust evaluates subsequent events through the date when financial statements are filed with the SEC.

From December 31, 2013 through March 9, 2014, the Shares Outstanding for the Fund has increased from 475,004 to 825,004; this represents a 73.68% increase. This increase in shares, in conjunction with a 5.32% increase in the NAV, has resulted in an increase in Total Net Assets of \$5,844,647 or 82.93%.

## Report of Independent Registered Public Accounting Firm

To the Sponsor of

Teucrium Agricultural Fund

We have audited the accompanying statements of assets and liabilities of Teucrium Agricultural Fund (the "Fund"), including the schedules of investments, as of December 31, 2013 and 2012 and the related statements of operations, changes in net assets and cash flows for the year ended December 31, 2013 and for the period from March 28, 2012 (commencement of operations) through December 31, 2012. We also have audited the Fund's internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). The Fund's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Fund's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

An entity's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. An entity's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the entity; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the entity are being made only in accordance with authorizations of management and directors of the entity; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the entity's assets that could have a material effect on the financial

statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Teucrium Agricultural Fund as of December 31, 2013 and 2012, and the results of its operations, changes in its net assets and its cash flows for the year ended December 31, 2013 and for the period from March 28, 2012 (commencement of operations) through December 31, 2012 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Fund maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control – Integrated Framework issued by COSO.

Rothstein Kass

/s/ Rothstein Kass

Walnut Creek, California

March 14, 2014

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**TEUCRIUM AGRICULTURAL FUND****STATEMENTS OF ASSETS AND LIABILITIES**

|   | December<br>31, 2013 | December 31, 2012 |
|---|----------------------|-------------------|
| <b>Assets</b>   |                      |                   |
| Equity in BNY Mellon trading accounts:  |                      |                   |
| Investments in securities, at fair value (cost \$2,585,338 and \$2,679,379 as of December 31, 2013 and December 31, 2012, respectively) | \$1,884,997          | \$ 2,426,187      |
| Cash and cash equivalents   | 2,880                | 6,419             |
| Other assets  | 8,565                | 4,989             |
| Total assets  | 1,896,442            | 2,437,595         |
| <b>Liabilities</b>  |                      |                   |
| Other liabilities   | -                    | 874               |
| Net assets  | \$1,896,442          | \$ 2,436,721      |
| Shares outstanding  | 50,002               | 50,002            |
| Net asset value per share   | \$37.93              | \$ 48.73          |
| Market value per share  | \$34.00              | \$ 48.74          |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM AGRICULTURAL FUND**

**SCHEDULE OF INVESTMENTS**

December 31, 2013

| <b>Description: Assets</b>                     | <b>Fair Value</b> | <b>Percentage of</b> |   | <b>Shares</b> |
|--|-------------------|----------------------|---|---------------|
|  |                   | <b>Net Assets</b>    |   |               |
| Exchange-traded funds                          |                   |                      |   |               |
| Teucrium Corn Fund                             | \$473,707         | 24.98                | % | 15,458        |
| Teucrium Soybean Fund                          | 466,670           | 24.61                |   | 20,331        |
| Teucrium Wheat Fund                            | 459,782           | 24.24                |   | 30,987        |
| Teucrium Sugar Fund                            | 484,838           | 25.57                |   | 34,374        |
| Total exchange-traded funds (cost \$2,585,338) | \$ 1,884,997      | 99.40                | % |               |
| Cash equivalents                               |                   |                      |   |               |
| Money market funds                             |                   |                      |   |               |
| Dreyfus Cash Management                        | \$2,880           | 0.15                 | % |               |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM AGRICULTURAL FUND****SCHEDULE OF INVESTMENTS**

December 31, 2012

| <b>Description: Assets</b>                     | <b>Fair Value</b> | <b>Percentage of</b> |   | <b>Shares</b> |
|--|-------------------|----------------------|---|---------------|
|  |                   | <b>Net Assets</b>    |   |               |
| Exchange-traded funds                          |                   |                      |   |               |
| Teucrium Corn Fund                             | \$596,685         | 24.49                | % | 13,458        |
| Teucrium Soybean Fund                          | 603,422           | 24.76                |   | 25,006        |
| Teucrium Sugar Fund                            | 628,110           | 25.78                |   | 35,274        |
| Teucrium Wheat Fund                            | 597,970           | 24.54                |   | 28,137        |
| Total exchange-traded funds (cost \$2,679,379) | \$2,426,187       | 99.57                | % |               |
| Cash equivalents                               |                   |                      |   |               |
| Money market funds                             |                   |                      |   |               |
| Dreyfus Cash Management Plus                   | \$6,419           | 0.26                 | % |               |

*The accompanying notes are an integral part of these financial statements.*



**TEUCRIUM AGRICULTURAL FUND****STATEMENTS OF OPERATIONS**

|   | Year ended<br>December 31, 2013 | From the commencement of<br>operations (March 28, 2012)<br>through December<br>31, 2012 |
|---|---------------------------------|---|
| <b>Income</b>   |                                 |   |
| Realized and unrealized loss on trading of securities:              |                                 |   |
| Realized loss on securities   | \$ (82,323)                     | \$ (626,988 )   |
| Net change in unrealized appreciation or depreciation on securities | (447,149 )                      | (253,192 )  |
| Interest income (loss)  | (7 )                            | 17 )  |
| Total loss  | (529,479 )                      | (880,163 )  |
| <b>Expenses</b>   |                                 |   |
| Professional fees   | 5,464                           | 1,513   |
| Distribution and marketing fees                                     | 5,089                           | 13,237  |
| Custodian fees and expenses   | (16 )                           | 2,793   |
| Business permits and licenses fees                                  | (143 )                          | 341   |
| General and administrative expenses                                 | 234                             | 2,492   |
| Brokerage commissions   | 123                             | 1,995   |
| Other expenses  | 49                              | 330   |
| Total expenses  | 10,800                          | 22,701  |
| <b>Net loss</b>   | <b>\$ (540,279)</b>             | <b>\$ (902,864 )</b>  |
| Net loss per share  | \$ (10.80)                      | \$ (1.27 )  |
| Net loss per weighted average share                                 | \$ (10.80)                      | \$ (8.70 )  |
| Weighted average shares outstanding                                 | 50,002                          | 103,765   |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM AGRICULTURAL FUND****STATEMENTS OF CHANGES IN NET ASSETS**

|  | Year ended<br>December<br>31, 2013 | From the<br>commencement<br>of<br>operations<br>(March 28,<br>2012)<br>through<br>December<br>31, 2012 |
|--|------------------------------------|--|
| Operations                                       |                                    |  |
| Net loss   | \$(540,279 )                       | \$(902,864 )   |
| Capital transactions                             |                                    |  |
| Issuance of Shares                               | -                                  | 17,706,578   |
| Redemption of Shares                             | -                                  | (14,367,093 )  |
| Total capital transactions                       | -                                  | 3,339,485  |
| Net change in net assets                         | (540,279 )                         | 2,436,621  |
| Net assets, beginning of period                  | 2,436,721                          | 100  |
| Net assets, end of period                        | \$1,896,442                        | \$2,436,721  |
| Net asset value per share at beginning of period | \$48.73                            | \$50.00  |
| At end of period                                 | \$37.93                            | \$48.73  |

*The accompanying notes are an integral part of these financial statements.*

**TEUCRIUM AGRICULTURAL FUND****STATEMENTS OF CASH FLOWS**

|   | Year ended<br>December<br>31, 2013 | From the<br>commencement<br>of<br>operations<br>(March 28,<br>2012)<br>through<br>December<br>31, 2012 |
|---|------------------------------------|--|
| Cash flows from operating activities:                                       |                                    |  |
| Net loss  | \$(540,279)                        | \$(902,864 )   |
| Adjustments to reconcile net loss to net cash used in operating activities: |                                    |  |
| Net change in unrealized appreciation or depreciation on securities         | 447,149                            | 253,192  |
| Changes in operating assets and liabilities:                                |                                    |  |
| Net purchase and sale of investments in securities                          | 94,041                             | (2,679,379 )   |
| Other assets  | (3,576 )                           | (4,989 )   |
| Other liabilities   | (874 )                             | 874  |
| Net cash used in operating activities                                       | (3,539 )                           | (3,333,166 )   |
| Cash flows from financing activities:                                       |                                    |  |
| Proceeds from sale of Shares  | -                                  | 17,706,578   |
| Redemption of Shares  | -                                  | (14,367,093 )  |
| Net cash provided by financing activities                                   | -                                  | 3,339,485  |
| Net change in cash and cash equivalents                                     | (3,539 )                           | 6,319  |
| Cash and cash equivalents, beginning of period                              | 6,419                              | 100  |
| Cash and cash equivalents, end of period                                    | \$2,880                            | \$6,419  |

*The accompanying notes are an integral part of these financial statements.*

## NOTES TO FINANCIAL STATEMENTS

December 31, 2013

### Note 1 — Organization and Business

Teucrium Agricultural Fund (referred to herein as “TAGS” or the “Fund”) is a series of Teucrium Commodity Trust (“Trust”), a Delaware statutory trust organized on September 11, 2009. The Fund operates pursuant to the Trust’s Second Amended and Restated Declaration of Trust and Trust Agreement (the “Trust Agreement”). The Fund was formed on March 29, 2011 and is managed and controlled by Teucrium Trading, LLC (the “Sponsor”). The Sponsor is a limited liability company formed in Delaware on July 28, 2009 that is registered as a commodity pool operator (“CPO”) with the Commodity Futures Trading Commission (“CFTC”) and is a member of the National Futures Association (“NFA”).

On April 22, 2011, a registration statement was filed with the Securities and Exchange Commission (“SEC”). On February 10, 2012, the Fund’s initial registration of 5,000,000 shares on Form S-1 was declared effective by the U.S. Securities and Exchange Commission (“SEC”). On March 28, 2012, the Fund listed its shares on the NYSE Arca under the ticker symbol “TAGS.” On the business day prior to that, the Fund issued 300,000 shares in exchange for \$15,000,000 at the Fund’s initial NAV of \$50 per share. The Fund also commenced investment operations on March 28, 2012 by purchasing shares of the Underlying Funds. On December 31, 2011, the Fund had two shares outstanding, which were owned by the Sponsor.

The investment objective of the Fund is to have the daily changes in percentage terms of the Net Asset Value (“NAV”) of its common units (“Shares”) reflect the daily changes in percentage terms of a weighted average (the “Underlying Fund Average”) of the NAVs per share of four other commodity pools that are series of the Trust and are sponsored by the Sponsor: the Teucrium Corn Fund, the Teucrium Wheat Fund, the Teucrium Soybean Fund and the Teucrium Sugar Fund (collectively, the “Underlying Funds”). The Underlying Fund Average will have a weighting of 25% to each Underlying Fund, and the Fund’s assets will be rebalanced, generally on a daily basis, to maintain the approximate 25% allocation to each Underlying Fund. The Fund does not intend to invest directly in futures contracts (“Futures Contracts”), although it reserves the right to do so in the future, including if an Underlying Fund ceases operations.

The investment objective of each Underlying Fund is to have the daily changes in percentage terms of its shares’ NAV reflect the daily changes in percentage terms of a weighted average of the closing settlement prices for certain Futures Contracts for the commodity specified in the Underlying Fund’s name. (This weighted average is referred to herein as the Underlying Fund’s “Benchmark,” the Futures Contracts that at any given time make up an Underlying Fund’s Benchmark are referred to herein as the Underlying Fund’s “Benchmark Component Futures Contracts,” and the commodity specified in the Underlying Fund’s name is referred to herein as its “Specified Commodity.”) Specifically, the Teucrium Corn Fund’s Benchmark is: (1) the second-to-expire Futures Contract for corn traded on the Chicago

Board of Trade (“CBOT”), weighted 35%, (2) the third-to-expire CBOT corn Futures Contract, weighted 30%, and (3) the CBOT corn Futures Contract expiring in the December following the expiration month of the third-to-expire contract, weighted 35%. The Teucrium Wheat Fund’s Benchmark is: (1) the second-to-expire CBOT wheat Futures Contract, weighted 35%, (2) the third-to-expire CBOT wheat Futures Contract, weighted 30%, and (3) the CBOT wheat Futures Contract expiring in the December following the expiration month of the third-to-expire contract, weighted 35%. The Teucrium Soybean Fund’s Benchmark is: (1) the second-to-expire CBOT soybean Futures Contract, weighted 35%, (2) the third-to-expire CBOT soybean Futures Contract, weighted 30%, and (3) the CBOT soybean Futures Contract expiring in the November following the expiration month of the third-to-expire contract, weighted 35%, except that CBOT soybean Futures Contracts expiring in August and September will not be part of the Teucrium Soybean Fund’s Benchmark because of the less liquid market for these Futures Contracts. The Teucrium Sugar Fund’s Benchmark is: (1) the second-to-expire Sugar No. 11 Futures Contract traded on ICE Futures US (“ICE Futures”), weighted 35%, (2) the third-to-expire ICE Futures Sugar No. 11 Futures Contract, weighted 30%, and (3) the ICE Futures Sugar No. 11 Futures Contract expiring in the March following the expiration month of the third-to-expire contract, weighted 35%.

While the Fund expects to maintain substantially all of its assets in shares of the Underlying Funds at all times, the Fund may hold some residual amount of assets in obligations of the United States government (“Treasury Securities”) or cash equivalents, and/or merely hold such assets in cash (generally in interest-bearing accounts). The Underlying Funds invest in Commodity Interests to the fullest extent possible without being leveraged or unable to satisfy their expected current or potential margin or collateral obligations with respect to their investments in Commodity Interests. After fulfilling such margin and collateral requirements, the Underlying Funds will invest the remainder of the proceeds from the sale of baskets in Treasury Securities or cash equivalents, and/or merely hold such assets in cash. Therefore, the focus of the Sponsor in managing the Underlying Funds is investing in Commodity Interests and in Treasury Securities, cash and/or cash equivalents. The Fund and Underlying Funds will earn interest income from the Treasury Securities and/or cash equivalents that it purchases and on the cash it holds through the Fund’s custodian, the Bank of New York Mellon (the “Custodian”).

## ***Note 2 – Summary of Significant Accounting Policies***

### ***Basis of Presentation***

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) as detailed in the Financial Accounting Standards Board’s Accounting Standards Codification.

### ***Revenue Recognition***

Investment transactions are accounted for on a trade-date basis. All such transactions are recorded on the identified cost basis and marked to market daily. Unrealized appreciation or depreciation on investments are reflected in the

statements of operations as the difference between the

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original amount and the fair market value as of the last business day of the year or as of the last date of the financial statements. Changes in the appreciation or depreciation between periods are reflected in the statements of operations.

### ***Brokerage Commissions***

Brokerage commissions are accrued on a full-turn basis.

### ***Income Taxes***

The Fund will be treated as a partnership for United States federal income tax purposes. The Fund does not record a provision for income taxes because the partners report their share of the Fund's income or loss on their income tax returns. The financial statements reflect the Fund's transactions without adjustment, if any, required for income tax purposes.

The Fund is required to determine whether a tax position is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The Fund files an income tax return in the U.S. federal jurisdiction, and may file income tax returns in various U.S. states and foreign jurisdictions. The Fund is subject to income tax examinations by major taxing authorities for all tax years since inception. The tax benefit recognized is measured as the largest amount of benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. De-recognition of a tax benefit previously recognized results in the Fund recording a tax liability that reduces net assets. This policy has been applied to all existing tax positions upon the Fund's initial adoption. Based on its analysis, the Fund has determined that it has not incurred any liability for unrecognized tax benefits as of and for the year ended December 31, 2013 and from the commencement of operations (March 28, 2012) through December 31, 2012. However, the Fund's conclusions regarding this policy may be subject to review and adjustment at a later date based on factors including, but not limited to, ongoing analysis of and changes to tax laws, regulations, and interpretations thereof.

The Fund recognizes interest accrued related to unrecognized tax benefits and penalties related to unrecognized tax benefits in income tax fees payable, if assessed. No interest expense or penalties have been recognized as of and for the years ended December 31, 2013 and 2012.

The Fund may be subject to potential examination by U.S. federal, U.S. state, or foreign jurisdictional authorities in the area of income taxes. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions, and compliance with U.S. federal, U.S. state and foreign tax laws. The Fund's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

***Creations and Redemptions***

Authorized Purchasers may purchase Creation Baskets consisting of 25,000 shares from the Fund. The amount of the proceeds required to purchase a Creation Basket will be equal to the NAV of the shares in the Creation Basket determined as of 4:00 p.m. New York time on the day the order to create the basket is properly received.

Authorized Purchasers may redeem shares from the Fund only in blocks of 25,000 shares called “Redemption Baskets.” The amount of the redemption proceeds for a Redemption Basket will be equal to the NAV of the shares in the Redemption Basket determined as of 4:00 p.m. New York time on the day the order to redeem the basket is properly received.

Effective August 23, 2012, the number of shares in a “Basket” was reduced from 50,000 to 25,000.

The Fund will receive the proceeds from shares sold or will pay for redeemed shares within three business days after the trade date of the purchase or redemption, respectively. The amounts due from Authorized Purchasers will be reflected in the Fund’s statements of assets and liabilities as receivable for shares sold. Amounts payable to Authorized Purchasers upon redemption will be reflected in the Fund’s statements of assets and liabilities as payable for shares redeemed.

As outlined in the most recent Form S-1 filing, 50,000 shares represents two Redemption Baskets for the Fund and a minimum level of shares. The Fund currently is at this minimum number of shares outstanding and no redemptions can be made until additional shares are created.

***Allocation of Shareholder Income and Losses***

Profit or loss is allocated among the shareholders of the Fund in proportion to the number of shares each shareholder holds as of the close of each month.

***Cash Equivalents***



Cash equivalents are highly-liquid investments with original maturity dates of three months or less at inception. The Fund reported its cash equivalents in the statements of assets and liabilities at market value, or at carrying amounts that approximate fair value, because of their highly-liquid nature and short-term maturities. Assets deposited with the bank may, at times, exceed federally insured limits. TAGS had a balance of \$2,880 and \$6,419 in money market funds at December 31, 2013 and December 31, 2012, respectively; these balances are included in cash and cash equivalents on the statements of assets and liabilities.

***Due from/to Broker for Securities Transactions***

Due from/to broker for investments in securities are securities transactions pending settlement. The Fund is subject to credit risk to the extent any broker with whom it conducts business is unable to fulfill contractual obligations on its behalf. The management of the Funds monitors the financial condition of such brokers and does not anticipate any losses from these counterparties.

***Calculation of Net Asset Value***

The Fund's NAV is calculated by:

• Taking the current market value of its total assets and

• Subtracting any liabilities.

The administrator, the Bank of New York Mellon, will calculate the NAV of the Fund once each trading day. It will calculate the NAV as of the earlier of the close of the New York Stock Exchange or 4:00 p.m. New York time. The NAV for a particular trading day will be released after 4:15 p.m. New York time.

For purposes of the determining the Fund's NAV, the Fund's investments in the Underlying Funds will be valued based on the Underlying Funds' NAVs. In turn, in determining the value of the Futures Contracts held by the Underlying Funds, the Administrator will use the closing price on the exchange on which they are traded. The Administrator will determine the value of all other Fund and Underlying Fund investments as of the earlier of the close of the New York Stock Exchange or 4:00 p.m. New York time, in accordance with the current Services Agreement between the Administrator and the Trust. The value of Cleared Swaps and over-the-counter Commodity Interests will be determined based on the value of the commodity or Futures Contract underlying such Commodity Interest, except that a fair value may be determined if the Sponsor believes that the Underlying Fund is subject to significant credit risk relating to the counterparty to such Commodity Interest. For purposes of financial statements and reports, the Sponsor will recalculate the NAV of an Underlying Fund where necessary to reflect the "fair value" of a Futures Contract held by an Underlying Fund when a Futures Contract held by an Underlying Fund closes at its price fluctuation limit for the day. Treasury Securities held by the Fund or Underlying Funds will be valued by the Administrator using values received from recognized third-party vendors (such as Reuters) and dealer quotes. NAV will include any unrealized profit or loss on open Commodity Interests and any other credit or debit accruing to the Fund but unpaid or not received by the Fund.

***Sponsor Fee and Allocation of Expenses***

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The Fund pays no direct management fees to the Sponsor. The Underlying Funds are contractually obligated to pay a monthly management fee to the Sponsor, based on average daily net assets, at a rate equal to 1.00% per annum; these fees are recognized in the statements contained in this Form 10-K for each of the Underlying Funds. The Fund pays for all brokerage fees, taxes and other expenses, including licensing fees for the use of intellectual property, registration or other fees paid to the SEC, the Financial Industry Regulatory Authority (“FINRA”), formerly the National Association of Securities Dealers, or any other regulatory agency in connection with the offer and sale of subsequent Shares after its initial registration and all legal, accounting, printing and other expenses associated therewith. The Fund also pays its portion of the fees and expenses associated with the Trust’s tax accounting and reporting requirements. The Sponsor may, at its discretion waive the payment by the Fund of certain expenses. This election is subject to change by the Sponsor, at its discretion. Certain aggregate expenses common to all Funds managed by the Sponsor are allocated to each Fund based on activity drivers deemed most appropriate by the Sponsor for such expenses. All asset-based fees and expenses are calculated on the prior day’s net assets. The Sponsor can elect to adjust the daily expense accruals at its discretion. Effective January 1, 2013, the Sponsor has stated that it will accrue expenses such that the total expense ratio of the Fund is 0.5% of net assets.

The following table presents information about the sponsor fee and allocation of expenses for the year ended December 31, 2013 and from commencement of operations (March 28, 2012) through December 31, 2012.

| Expenses                     | Year ended<br>December<br>31, 2013 | From<br>commencement<br>of<br>operations<br>(March 28,<br>2012)<br>through<br>December 31,<br>2012 |
|------------------------------|------------------------------------|--|
| Expenses by the Fund         | \$ 10,800                          | \$ 22,701  |
| Expenses Paid by the Sponsor | \$ 55,200                          | \$ 20,800  |

The following table presents information about the sponsor fee and allocation of expenses for the three months ended December 31, 2013 and 2012.

| Expenses                     | Three<br>months<br>ended<br>December<br>31, 2013 | Three<br>months<br>ended<br>December<br>31, 2012 |
|------------------------------|--|--|
| Expenses by the Fund         | \$ 2,516   | \$ 3,223   |
| Expenses Paid by the Sponsor | \$ 10,100  | \$ 6,300   |



For the year ended December 31, 2013, there is approximately \$590,000 of expenses recorded on the financial statements of the Sponsor which is subject to reimbursement by the Funds in 2014. The Sponsor has not yet determined if it will seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Trust and the Funds do not reflect an adjustment for this amount.

### *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 amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of the revenue and expenses during the reporting period. Actual results could differ from those estimates.

### *New Accounting Pronouncements*

The FASB issued ASU No. 2013-10, "Derivatives and Hedging (Topic 815): Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes. The amendments in this Update permit the Fed Funds Effective Swap Rate (OIS) to be used as a U.S. benchmark interest rate for hedge accounting purposes under Topic 815, in addition to UST and LIBOR. The amendments also remove the restriction on using different benchmark rates for similar hedges. The amendments are effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. The adoption did not have a significant impact on the financial statements disclosures for the Trust or the Funds.

The FASB issued ASU No. 2013-08, "Financial Services-Investment Companies (Topic 946)-Amendments to the Scope, Measurement, and Disclosure Requirements". ASU No. 2013-08 affects the scope, measurement, and disclosure requirements for investment companies under U.S. GAAP. ASU 2013-08 is effective for interim and annual reporting periods in fiscal years beginning after December 15, 2013. The adoption did not have a significant impact on the financial statements disclosures for the Trust or the Fund.

In December 2011, the FASB issued ASU No. 2011-11, "Balance Sheet (Topic 210): Amendments of the FASB Accounting Standards Codification and Disclosures about Offsetting Assets and Liabilities in U.S. GAAP and IFRS." ASU No. 2011-11 clarifies existing requirements for balance sheet offsetting and for disclosures about the offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position in converged guidance of the FASB and the International Accounting Standards Board. The amendments are to be applied retrospectively for all comparative periods presented. For public entities, the amendments are effective for annual reporting periods beginning on or after January 1, 2013. The adoption did not have a significant impact on the financial statement disclosures for the Fund.

***Fair Value - Definition and Hierarchy***

In accordance with GAAP, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the “exit price”) in an orderly transaction between market participants at the measurement date.

In determining fair value, the Fund uses various valuation approaches. In accordance with GAAP, a fair value hierarchy for inputs is used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Fund. Unobservable inputs reflect the Fund’s assumptions about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The fair value hierarchy is categorized into three levels based on the inputs as follows:

*Level 1* - Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Fund has the ability to access. Valuation adjustments and block discounts are not applied to Level 1 securities. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these securities does not entail a significant degree of judgment.

*Level 2* - Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

*Level 3* - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The availability of valuation techniques and observable inputs can vary from security to security and is affected by a wide variety of factors including, the type of security, whether the security is new and not yet established in the marketplace, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Those estimated values do not necessarily represent the amounts that may be ultimately realized due to the occurrence of future circumstances that cannot be reasonably determined. Because of the inherent uncertainty of valuation, those estimated values may be materially higher or lower than the values that would have been used had a ready market for the securities existed. Accordingly, the degree of judgment exercised by the Fund in determining fair value is greatest for securities categorized in Level 3. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy, within which the fair value measurement in its entirety falls, is determined based on the lowest level input that is significant to the fair value measurement.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Fund's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. The Fund uses prices and inputs that are current as of the measurement date, including periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many securities. This condition could cause a security to be reclassified to a lower level within the fair value hierarchy. When such a situation exists on a quarter close, the Sponsor will calculate the Net Asset Value ("NAV") on a particular day using the Level 1 valuation, but will later recalculate the NAV for the impacted Fund based upon the valuation inputs from these alternative verifiable sources (Level 2 or Level 3) and will report such NAV in its applicable financial statements and reports.

Investments in the securities of the Underlying Funds are freely tradable and listed on the NYSE Arca. These investments are valued at the NAV of the Underlying Fund as of the valuation date as calculated by the administrator based on the exchange-quoted prices of the commodity futures contracts held by the Underlying Funds.

### *Net Income (Loss) per Share*

Net income (loss) per share is the difference between the NAV per unit at the beginning of each period and at the end of each period. The weighted average number of units outstanding was computed for purposes of disclosing net income (loss) per weighted average unit. The weighted average units are equal to the number of units outstanding at the end of the period, adjusted proportionately for units created or redeemed based on the amount of time the units were outstanding during such period.

### *Note 3 – Fair Value Measurements*

The Fund's assets and liabilities recorded at fair value have been categorized based upon a fair value hierarchy as described in the Fund's significant accounting policies in Note 2. The following table presents information about the Fund's assets and liabilities measured at fair value as of December 31, 2013 and December 31, 2012:

#### **December 31, 2013**

|                       |             |         |         | Balance as<br>of<br>December |
|-----------------------|-------------|---------|---------|------------------------------|
| Assets:               | Level 1     | Level 2 | Level 3 | 31, 2013                     |
| Exchange-traded funds | \$1,884,997 | \$ -    | \$ -    | \$1,884,997                  |
| Cash equivalents      | 2,880       | -       | -       | 2,880                        |
| Total                 | \$1,887,877 | \$ -    | \$ -    | \$1,887,877                  |

**December 31, 2012**

|                       |             |         |         | Balance as<br>of<br>December<br>31, 2012 |
|-----------------------|-------------|---------|---------|--|
| Assets:               | Level 1     | Level 2 | Level 3 |  |
| Exchange-traded funds | \$2,426,187 | \$ -    | \$ -    | \$2,426,187                              |
| Cash equivalents      | 6,419       | -       | -       | 6,419                                    |
| Total                 | \$2,432,606 | \$ -    | \$ -    | \$2,432,606                              |

**Note 4 - Financial Highlights**

The following table presents per unit performance data and other supplemental financial data for the year ended December 31, 2013 and for the period from commencement of operations (March 28, 2012) through December 31, 2012. This information has been derived from information presented in the financial statements.

|   | Year<br>ended<br>December<br>31, 2013 | From the<br>commencement<br>of operations<br>(March 28,<br>2012)<br>through<br>December 31,<br>2012 |  |
|---|---------------------------------------|---|--|
| <b>Per Share Operation Performance</b>                      |                                       |   |  |
| Net asset value at beginning of period                      | \$48.73                               | \$ 50.00  |  |
| Income from investment operations:                          |                                       |   |  |
| Investment income   | -                                     | -   |  |
| Net realized and unrealized loss on investment transactions | (10.58)                               | (1.05 )   |  |
| Total expenses  | (0.22 )                               | (0.22 )   |  |
| Net decrease in net asset value                             | (10.80)                               | (1.27 )   |  |
| Net asset value at end of period                            | \$37.93                               | \$ 48.73  |  |
| Total Return  | (22.16)%                              | (2.54 )%  |  |
| <b>Ratios to Average Net Assets (Annualized)</b>            |                                       |   |  |
| Total expense   | 0.50 %                                | 0.58 %  |  |
| Net investment loss   | (0.50 )%                              | (0.58 )%  |  |

Total returns are calculated based on the change in value during the period. An individual shareholder's total return and ratios may vary from the above total returns and ratios based on the timing of contributions to and withdrawals from the Fund. The ratios, excluding non-recurring expenses, have been annualized.



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The financial highlights per share data are calculated using the average of the daily shares outstanding for the reporting period, which is inclusive of the last day of the period under report. The asset-based per share data in the financial highlights are calculated using the prior day's net assets consistent with the methodology used to calculate asset-based fees and expenses.

The following table presents information about the sponsor fee and allocation of expenses for the years ended December 31, 2013 and from commencement of operations (March 28, 2012) through December 31, 2012.

| Expenses                     | Year ended December 31, 2013 | From commencement of operations (March 28, 2013) through December 31, 2012 |
|------------------------------|------------------------------|--|
| Expenses by the Fund         | \$ 10,800                    | \$ 22,701  |
| Expenses Paid by the Sponsor | \$ 55,200                    | \$ 20,800  |

For the year ended December 31, 2013, there is approximately \$590,000 of expenses recorded on the financial statements of the Sponsor which is subject to reimbursement by the Funds in 2014. The Sponsor has not yet determined if it will seek such reimbursement and, as such, due to the uncertainty of this reimbursement, the financial statements of the Trust and the Funds do not reflect an adjustment for this amount.

**Note 5 – Quarterly Financial Data**

The following summarized (unaudited) quarterly financial information presents the results of operations for the Teucrium Agricultural Fund and other data from the commencement of operations (March 28, 2012) through March 31, 2012 and for the three-month periods ended March 31, June 30, September 30 and December 31, 2013 and 2012.

|                    | First Quarter 2013 | Second Quarter 2013 | Third Quarter 2013 | Fourth Quarter 2013 |
|--------------------|--------------------|---------------------|--------------------|---------------------|
| Total Loss         | \$(196,114)        | \$(106,767)         | \$(83,167)         | \$(143,431)         |
| Total Expenses     | 2,911              | 2,768               | 2,605              | 2,516               |
| Net Loss           | \$(199,025)        | \$(109,535)         | \$(85,772)         | \$(145,947)         |
| Net Loss per share | \$(3.98 )          | \$(2.19 )           | \$(1.71 )          | \$(2.93 )           |

First                      Second                      Third                      Fourth

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|                             | Quarter<br>2012 | Quarter<br>2012 | Quarter<br>2012 | Quarter<br>2012 |
|-----------------------------|-----------------|-----------------|-----------------|-----------------|
| Total Income (Loss)         | \$204,918       | \$(1,101,469)   | \$246,255       | \$(229,867)     |
| Total Expenses              | 810             | 15,107          | 3,561           | 3,223           |
| Net Income (Loss)           | \$204,108       | \$(1,116,576)   | \$242,694       | \$(233,090)     |
| Net Income (Loss) per share | \$0.68          | \$(1.09 )       | \$3.80          | \$(4.66 )       |

***Note 6 – Organizational and Offering Costs***

Expenses incurred in organizing of the Trust and the initial offering of the Shares of the Fund, including applicable SEC registration fees, were borne directly by the Sponsor. The Fund will not be obligated to reimburse the Sponsor.

***Note 7 – Subsequent Events***

The Trust evaluates subsequent events through the date when financial statements are filed with the SEC.

For the period January 1, 2014 through March 17, 2014 there was nothing to report.