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U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

4-11-05

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):
Fleet National Bank, as Collateral Agent

Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: _____
 Other National Bank

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Bank of America, N.A., as Collateral Agent
Internal
Address: Bank of America Business Capital
Street Address: 200 Glastonbury Boulevard
City: Glastonbury
State: Connecticut
Country: USA (NC) Zip: 06033

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other Association Citizenship USA

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

3. Nature of conveyance / Execution Date(s) :

Execution Date(s) March 31, 2005

Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
None

B. Trademark Registration No.(s)
See Attached

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
See Attached

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Michelle Walters Fournier, RP
Internal Address: Senior Paralegal
Bingham McCutchen LLP
Street Address: One State Street
City: Hartford
State: CT Zip: 06103
Phone Number: 860.240.2935
Fax Number: 860.240.2513
Email Address: michelle.fournier@bingham.com

6. Total number of applications and registrations involved: **43**

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 1,090.00

Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 8930
Expiration Date 10/07

b. Deposit Account Number _____
Authorized User Name _____

9. Signature: _____ April 11, 2005
Signature Date

Michelle Walters Fournier, RP, Senior Paralegal Total number of pages including cover sheet, attachments, and document: **6**
Name of Person Signing

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5895, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CTDQCS/1624952.1

OP \$1090.00 2658926

SCHEDULE 4B AND 4C

(Continuation of Trademark Information in Item 4B and 4C)

Trademark	Registration Number	Registration Date
Crisp'N Sweet	2658925	12/10/02
Green Valley	2588874	07/02/02
Green Valley	2556745	04/02/02
Green Valley Certified Organic (and Design)	2537781	02/12/02
Green Valley (Stylized)	2535736	02/05/02
Bits O'Honey (and Design)	2407785	11/28/00
Veggi-Green	2101724	09/30/97
Stokely's Gold	1970569	04/23/96
Oregon's Finest	1775351	06/08/93
Owatonna	1720496	09/29/92
Steele County	1710235	08/25/92
Cimmaron	1658329	09/24/91
Festal	1572191	12/19/89
Fruit Plus	1546658	07/04/89
Sweet Jubilee	1540696	05/23/89
Our Favorite	1511104	11/01/88
Newport	1474332	01/26/88
School Days	1473362	01/19/88
Oconomowoc	1265174	01/24/84
Kream'd Kernel (Stylized)	1052525	11/09/76
Stokely's Finest (Stylized)	999795	12/17/74
Stokely's	994422	10/01/74
Read	957937	04/24/73
Country Garden	847413	04/09/88
Ugene	746276	03/05/63
Tom Thumb (and Design)	741668	12/04/62
Wilamet	731234	05/08/62
Diamond A (Stylized)	722306	10/03/61
McKenzie	711294	02/14/61
Creswell	700650	07/05/60
Whopper	659896	03/25/58
Chef's Best (and Design)	657227	01/14/58
Chef's Best (and Design)	616936	11/29/55
Oregon's Finest (Stylized)	558118	04/22/52
Tendersweet (Stylized)	535148	12/26/50
Jack and the Bean Stalk (Stylized)	521870	03/07/50

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Trademark	Registration Number	Registration Date
Shellie	509866	05/17/49
Walla Walla (Stylized)	504116	11/23/48
Buddie (and Design)	355649	03/22/38
Sun Valley Lodge	351303	10/26/37
Stokely's Finest (and Design)	277037	11/04/30
Diamond A	213344	05/25/26
Hart (and Design)	133799	08/03/20

CTDOCS/1624945.1

ASSIGNMENT OF TRADEMARKS

FLEET NATIONAL BANK, as Collateral Agent, (the "Assignor"), with a mailing address of 200 Glastonbury Boulevard, Glastonbury, Connecticut 06033, does hereby sell and assign WITHOUT RECOURSE AND WITHOUT ANY REPRESENTATION OR WARRANTY, EITHER EXPRESSED OR IMPLIED BY LAW, unto BANK OF AMERICA, N.A., a national banking association, as successor Collateral Agent (the "Assignee"), having a place of business at 200 Glastonbury Boulevard, Glastonbury, Connecticut 06033, the following:

1. Trademark Collateral Security and Pledge Agreement dated as of May 27, 2003 between Seneca Foods, L.L.C. and Fleet National Bank, as Collateral Agent recorded May 30, 2003 in Reel/Frame: 002744/0630, including, without limitation, the trademarks and trademark registrations identified on Schedule A attached hereto.

Executed as of this 31st of March, 2005.

This Assignment is governed by the laws of the State of New York.

FLEET NATIONAL BANK, as Collateral Agent

By: Lisa N. Freeman

Name: Lisa N. Freeman

Title: Authorized Officer

STATE OF CONNECTICUT)

COUNTY OF HARTFORD)

ss. Glastonbury

On this the 31st day of March, 2005, before me, the undersigned officer, personally appeared Lisa N. Freeman, who acknowledged herself to be the authorized officer of Fleet National Bank, and that she as such authorized officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of said Fleet National Bank by herself as such authorized officer, and as her and its free act and deed.

In witness whereof I hereunto set my hand.

Kim M. Lehn

Commissioner of the Superior Court

Notary Public

My Commission Expires: March 31, 2006

SCHEDULE A**TRADEMARKS AND TRADEMARK REGISTRATIONS****Seneca Foods, L.L.C. - Active United States Trademark Registrations**

Trademark or <u>Service Mark</u>	Registrations - United States Patent and Trademark Office	
	<u>Registration No.</u>	<u>Registration Date</u>
HART (and Design)	133,799	08/03/20
DIAMOND A	213,344	05/25/26
STOKELY'S FINEST (and Design)	277,037	11/04/30
SUN VALLEY LODGE	351,303	10/26/37
BUDDIE (and Design)	355,649	03/22/38
WALLA WALLA (Stylized)	504,116	11/23/48
SHELLIE	509,866	05/17/49
JACK AND THE BEANSTALK (Stylized)	521,870	03/07/50
TENDERSWEET (Stylized)	535,148	12/26/50
OREGON'S FINEST (Stylized)	558,118	04/22/52
CHEF'S BEST (and Design)	616,936	11/29/55
CHEF'S BEST (and Design)	657,227	01/14/58
WHOPPER	659,896	03/25/58
CRESWELL	700,650	07/05/60
MCKENZIE	711,294	02/14/61
DIAMOND A	722,306	10/03/61
WILAMET	731,234	05/08/62
TOM THUMB (and Design)	741,668	12/04/62
UGENE	746,276	03/05/63
COUNTRY GARDEN	847,413	04/09/68
READ	957,937	04/24/73
STOKELY'S	994,422	10/01/74
STOKELY'S FINEST (Stylized)	999,795	12/17/74
KREAM'D KERNEL (Stylized)	1,052,525	11/09/76
ROGER'S BITS O'HONEY	1,175,370	10/27/81
OCONOMOWOC	1,265,174	01/24/84
SCHOOL DAYS	1,473,362	01/19/88
NEWPORT	1,474,332	01/26/88
OUR FAVORITE	1,511,104	11/01/88
SWEET JUBILEE	1,540,696	05/23/89
FRUIT PLUS	1,546,658	07/04/89
FESTAL	1,572,191	12/19/89
CIMMARON	1,658,329	09/24/91
STEELE COUNTY	1,710,235	08/25/92

OWATONNA	1,720,496	09/29/92
OREGON'S FINEST	1,775,351	06/08/93
STOKELY'S GOLD	1,970,569	04/23/96
VEGGI-GREEN	2,101,724	09/30/97
BITS O'HONEY (and Design)	2,407,785	11/28/00
GREEN VALLEY (Stylized)	2,535,736	02/05/02
GREEN VALLEY CERTIFIED ORGANIC (and Design)	2,537,781	02/12/02
GREEN VALLEY	2,556,745	04/02/02
GREEN VALLEY	2,588,874	07/02/02
CRISP N SWEET	2,658,925	12/10/02

Seneca Foods, L.L.C. - United States Trademark Applications

None.

Seneca Foods, L.L.C. - Foreign Trademark Registrations/Applications

None.