

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/16/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Seneca Merger Corporation		05/16/2005	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Seneca Foods Corporation
Street Address:	3736 South Main Street
City:	Marion
State/Country:	NEW YORK
Postal Code:	14505
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 44

Property Type	Number	Word Mark
Registration Number:	133799	HART
Registration Number:	213344	DIAMOND A
Registration Number:	277037	STOKELY'S FINEST
Registration Number:	351303	SUN VALLEY LODGE
Registration Number:	355649	BUDDIE
Registration Number:	504116	WALLA WALLA
Registration Number:	509866	SHELLIE
Registration Number:	521870	JACK AND THE BEAN STALK
Registration Number:	535148	TENDERSWEET
Registration Number:	558118	OREGON'S FINEST
Registration Number:	616936	CHEFS BEST
Registration Number:	657227	CHEFS BEST
Registration Number:	659896	WHOPPER

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Registration Number:	700650	CRESWELL
Registration Number:	711294	MCKENZIE
Registration Number:	722306	DIAMOND A
Registration Number:	731234	WILAMET
Registration Number:	741668	TOM THUMB
Registration Number:	746276	UGENE
Registration Number:	957937	READ
Registration Number:	994422	STOKELY'S
Registration Number:	999795	STOKELY'S FINEST
Registration Number:	1052525	KREAM'D KERNEL
Registration Number:	1175370	ROGERS BITS O' HONEY
Registration Number:	1265174	OCONOMOWOC
Registration Number:	1473362	SCHOOL DAYS
Registration Number:	1474332	NEWPORT
Registration Number:	1511104	OUR FAVORITE
Registration Number:	1540696	SWEET JUBILEE
Registration Number:	1546658	FRUIT PLUS
Registration Number:	1572191	FESTAL
Registration Number:	1658329	CIMMARON
Registration Number:	1710235	STEELE COUNTY
Registration Number:	1720496	OWATONNA
Registration Number:	1775351	OREGON'S FINEST
Registration Number:	1970569	STOKELY'S GOLD
Registration Number:	2101724	VEGGI-GREEN
Registration Number:	2407785	BITS O'HONEY
Registration Number:	2535736	GREEN VALLEY
Registration Number:	2537781	GREEN VALLEY CERTIFIED ORGANIC
Registration Number:	2556745	GREEN VALLEY
Registration Number:	2588874	GREEN VALLEY
Registration Number:	2658925	CRISP 'N SWEET
Registration Number:	847413	COUNTRY GARDEN

CORRESPONDENCE DATA

Fax Number: (617)951-8736

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 617-951-8000
Email: eileen.sullivan@bingham.com
Correspondent Name: Eileen Sullivan
Address Line 1: Bingham McCutchen LLP
Address Line 2: 150 Federal Street
Address Line 4: Boston, MASSACHUSETTS 02110

NAME OF SUBMITTER:	Eileen Sullivan
Signature:	/eileen sullivan/
Date:	06/27/2005

Total Attachments: 7
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FILING RECEIPT

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ENTITY NAME: SENECA FOODS CORPORATION

DOCUMENT TYPE: MERGER (DOM. BUSINESS)

COUNTY: WAYN

SERVICE COMPANY: ALBANY CORPORATE RESEARCH LTD.

SERVICE CODE: 41

CONSTITUENT NAME: SENECA MERGER CORPORATION

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FILED:06/16/2005 DURATION:***** CASH#:050616000571 FILM #:050616000519

ADDRESS FOR PROCESS

EFFECT DATE

06/16/2005

REGISTERED AGENT

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FILER	FEES		PAYMENTS	
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	FILING	60.00	CASH	0.00
	TAX	0.00	CHECK	0.00
JAECKLE FLEISCHMANN & MUGEL, LLP	CERT	0.00	CHARGE	0.00
ATTORNEYS AT LAW	COPIES	10.00	DRAWDOWN	295.00
TWELVE FOUNTAIN PLAZA	HANDLING	225.00	OPAL	0.00
BUFFALO, NY 14202-2292			REFUND	0.00

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DOS-1025 (11/89)

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

June 16, 2005



A handwritten signature in black ink, appearing to read "R. A. S.", is written over the printed title.

Secretary of State

DOS-200 (Rev. 03/02)

050616000 519

CERTIFICATE OF MERGER

OF

SENECA MERGER CORPORATION

INTO

SENECA FOODS CORPORATION

UNDER SECTION 905 OF THE NEW YORK BUSINESS CORPORATION LAW

The undersigned, being the Chief Financial Officer of SENECA FOODS CORPORATION, hereby certifies:

1. The names of each corporation to be merged are SENECA FOODS CORPORATION, which was originally formed under the name SENECA GRAPE JUICE CORPORATION (the "Parent Corporation") and SENECA MERGER CORPORATION (the "Subsidiary Corporation").
2. SENECA FOODS CORPORATION is the name of the surviving corporation.
3. The designation and number of outstanding shares of each constituent corporation are:

<u>Name of Corporation</u>	<u>Outstanding Shares</u>
Seneca Foods Corporation	3,950,617 shares of Class A common stock, \$0.25 par value 2,764,005 shares of Class B common stock, \$0.25 par value 200,000 shares of Six Percent (6%) Voting Cumulative Preferred Stock, \$0.25 par value 407,240 shares of Ten Percent (10%) Cumulative Convertible Voting Preferred Stock--Series A, \$0.25 stated value 400,000 shares of Ten Percent (10%) Cumulative Convertible Voting Preferred Stock--Series B, \$0.25 stated value 3,443,596 shares of Convertible Participating Preferred Stock 967,742 shares of Convertible Preferred Stock Series 2003
Seneca Merger Corporation	200 shares of common stock, all of which shares are without par value

4. All of the outstanding shares of the Subsidiary Corporation are owned by the Parent Corporation.

5. The number of shares of each of the Parent Corporation and the Subsidiary Corporation is not subject to change prior to the effective date of the merger.

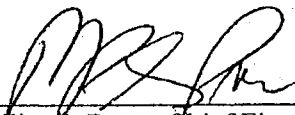
6. The date on which the certificate of incorporation of each constituent corporation was filed by the New York State Department of State are:

<u>Name of Corporation</u>	<u>Certificate of Incorporation Filed</u>
Seneca Foods Corporation	August 17, 1949
Seneca Merger Corporation	April 28, 2005

7. The Plan of Merger was approved, authorized and adopted by the Board of Directors of the Parent Corporation.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Merger this 16th day of May, 2005.

SENECA FOODS CORPORATION

By: 
Philip G. Paras, Chief Financial Officer

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TRADEMARK
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CERTIFICATE OF MERGER

OF

SENECA MERGER CORPORATION

INTO

SENECA FOODS CORPORATION

Under Section 905 of the
Business Corporation Law

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DRAWDOWN

Handwritten signature

JAECKLE FLEISCHMANN & MUGEL, LLP
ATTORNEYS AT LAW

TWELVE FOUNTAIN PLAZA
BUFFALO, NEW YORK 14202-2292

TRADEMARK

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STATE OF NEW YORK
DEPARTMENT OF STATE

JUN 16 2005

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BY: MMR

Wayne

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SCHEDULE A

TRADEMARKS AND TRADEMARK REGISTRATIONS

Seneca Foods, L.L.C. - Active United States Trademark Registrations

<u>Trademark or Service Mark</u>	<u>Registrations -</u>	
	<u>United States Patent and Trademark Office 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

SCHEDULE A (con't)

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.