

STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES
NOTICE OF CHANGE IN WATER RIGHT OWNERSHIP

RECEIVED

JAN 25 2005

WATER RESOURCES
WESTERN REGION

Please print or type. Attach pages with additional information. Instructions are included at the end of this form.
 Incomplete forms will be returned.

1. Please list the water right number(s) and/or adjudication claim number(s) (if any) for each water right to be changed. List just the adjudication claim number if there is no corresponding water right record on file with the department. Indicate, by checking in the space provided (under the "split" heading), if the change in ownership is limited to a portion of a water right in which case division of the existing water right or adjudication claim record will be required.

Water Right No(s).	Adjudication Claim No(s).	Split	Water Right No(s).	Adjudication Claim No(s).	Split
65-7758	V1	Partial	Decree		

2. The following **REQUIRED** information must be submitted with this form:

A. The appropriate **FILING FEE**. See instructions for fee amounts. (\$25.00)

☒ A copy of the most recent **DEED, TITLE POLICY, CONTRACT OF SALE** or other legal document indicating your ownership of the property and water right(s) or claim(s) in question, **WITH ATTACHED LEGAL DESCRIPTION**.

☒ Either of the following (if necessary to clarify division of water rights or other complex property descriptions):
PLAT OF PROPERTY or **SURVEY MAP** clearly showing the location of the point(s) of diversion and place of use of your water right(s) and/or adjudication claim(s) (these are usually attached to your deed or on file with the county).

OR

If your water right(s) and/or adjudication claim(s) is for ten or more acres of irrigation, you must submit a USDA Farm Service Agency **AERIAL PHOTO** with the irrigated acres outlined and point(s) of diversion clearly marked. The **AERIAL PHOTO** should be submitted in place of the **PLAT OF PROPERTY** or **SURVEY MAP**.

3. Name and Address of Former Owner/Claimant(s)

Chiquita Processed Foods LLC
 6865 Butte Rd New Plymouth Id 83655

4. New Owner/Claimant(s)

Seneca Foods Corporation

Name Connector (Check one): [] and, [] or, [] and/or

New Mailing Address

6865 Butte Rd

City, State and ZIP Code

New Plymouth Id 83655

New Telephone Number

208) 278-5664

Date you acquired the property

MAY 27, 2003

6. If the change in ownership affects the entire water right for each water right or adjudication claim number listed in item 1, THEN SKIP THIS ITEM AND GO TO ITEM 7. If the change in ownership divides the water right(s) among multiple owners, you must describe, in detail, your portion of each water right after the change. Fill in the appropriate spaces in the box(es) below to describe your water right(s) after the change (one water right per box, you may copy this page as necessary). If your quantity of water is greater than a proportionate split, you must attach documentation to show justification for a larger amount. If you are not sure how to identify your portion of the original water right or adjudication claim records, please contact the nearest IDWR office for assistance.

DESCRIPTION OF YOUR PORTION OF WATER RIGHT (If the right(s) will not be split, skip this area and proceed to item 7)		
Water Right and/or Adjudication Claim Number _____		
Water Use	Diversion Rate or Volume (cubic feet per second or acre-feet per annum)	Description (acres, number and type of stock, homes, etc)
Irrigation	_____	_____
Stock	_____	_____
Domestic	_____	_____
Other _____	_____	_____
Total	_____	_____

DESCRIPTION OF YOUR PORTION OF WATER RIGHT (If the right(s) will not be split, skip this area and proceed to item 7)		
Water Right and/or Adjudication Claim Number _____		
Water Use	Diversion Rate or Volume (cubic feet per second or acre-feet per annum)	Description (acres, number and type of stock, homes, etc)
Irrigation	_____	_____
Stock	_____	_____
Domestic	_____	_____
Other _____	_____	_____
Total	_____	_____

Signature of New Owner(s) or Claimant(s) _____
(include title if applicable)

[Signature] CF

For Snake River Basin Adjudication Claims: Please attach a Notice of Appearance completed by your attorney, if you wish IDWR to correspond with him/her for all matters related to your claims.

For Office Use Only

Received by ABDate 1-25-05Fee \$25 -Received by ABDate 1-25-05Receipt No. W032550

Processed by _____ AJ

Date _____

WR _____

Date _____

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "SENECA FOODS, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

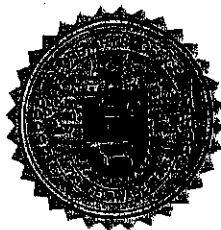
CERTIFICATE OF FORMATION, FILED THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 1997, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 11:45 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "OWATONNA CANNING COMPANY, LLC" TO "CHIQUITA PROCESSED FOODS, L.L.C.", FILED THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 11:59 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CHIQUITA PROCESSED FOODS, L.L.C." TO "SENECA FOODS, L.L.C.", FILED THE TWENTY-SEVENTH DAY OF MAY, A.D. 2003, AT 2:05 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2790695 8310

050368374

AUTHENTICATION: 3860712

DATE: 05-05-05

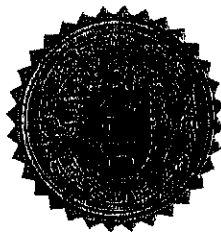
Delaware

PAGE 2

The First State

AFORESAID LIMITED LIABILITY COMPANY.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE
BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2790695 8310

050368374

AUTHENTICATION: 3860712

DATE: 05-05-05

CERTIFICATE OF FORMATION
OF
OWATONNA CANNING COMPANY, LLC

1. The name of the limited liability company is
OWATONNA CANNING COMPANY, LLC
2. The address of its registered office in the state of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Owatonna Canning Company, LLC this 28th day of August, 1997.

Donna K. Leonard
Donna K. Leonard, Authorized Person

1998-12-31 12:11

FROM MNA&T

(THU) 12. 31' 98 12:11/ST. 12:11/NO. 4261979864 P 2

CERTIFICATE OF MERGER
MERGING
AMERICAN FINE FOODS, INC.
INTO
OWATONNA CANNING COMPANY, LLC

The undersigned, being an authorized person, does hereby certify for and on behalf of Owatonna Canning Company, LLC, a Delaware limited liability company, that:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities in the merger are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
American Fine Foods, Inc.	Idaho
Owatonna Canning Company, LLC	Delaware

SECOND: An Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and/or acknowledged by each of the constituent entities in accordance with the requirements of applicable law.

THIRD: The name of the surviving limited liability company is Owatonna Canning Company, LLC.

FOURTH: The merger shall be effective at 11:45 p.m. (eastern time zone) on December 31, 1998.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving limited liability company. The address of the principal place of business of the surviving limited liability company is 150 West First Street, New Richmond, Wisconsin, 54017.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any stockholder of the constituent corporation and any member of the constituent limited liability company.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:45 PM 12/31/1998
981510254 - 2790695

FROM MNA&T

(THU) 12. 31 '98 12:12/ST. 12:11/NO. 4261979864 P 3

IN WITNESS WHEREOF, the undersigned has duly executed this
Certificate of Merger on behalf of Owatonna Canning Company, LLC as of December
31, 1998.

OWATONNA CANNING COMPANY, LLC

By: 
Anthony D. Battaglia
An Authorized Person

FILED
Dec 31 2 25 PM '99

ARTICLES OF MERGER
OF
AMERICAN FINE FOODS, INC.
(an Idaho stock corporation)
INTO
OWATONNA CANNING COMPANY, LLC
(a Delaware limited liability company)

These Articles of Merger are executed by the undersigned pursuant to Section 31-1-1105 of the Idaho Business Corporation Act (the "IBCA") and Section 18-209 of the Delaware Corporation Law:

ARTICLE I

American Fine Foods, Inc., an Idaho corporation, will be the non-surviving corporation.

ARTICLE II

Owatonna Canning Company, LLC, a Delaware limited liability company, will be the surviving company.

ARTICLE III

The Agreement and Plan of Merger (the "Plan"), as adopted by the Board of Directors of American Fine Foods, Inc. and the managers of Owatonna Canning Company, LLC, is attached hereto as Exhibit A.

ARTICLE IV

The Plan was approved by the sole shareholder of American Fine Foods, Inc., in accordance with Section 30-1-1103 of the IBCA.

ARTICLE V

The designation and number of outstanding shares of common stock of American Fine Foods, Inc. entitled to vote on the Plan as a class were as follows:

Class

Common

Number of Shares

816,731

CK: CASH CT: 1177 BH: 174839

12/31/1998 09:00 MERGER # 2

C83869

ARTICLE VI

The number of shares of common stock of American Fine Foods, Inc. voted for the Plan was 816,731; and the number of shares voted against such amendment was zero (0).

ARTICLE VII

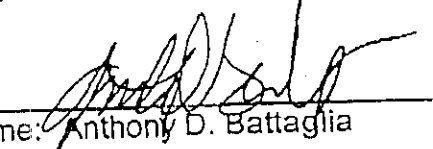
The Plan was approved by the sole member of Owatonna Canning Company, LLC in accordance with Section 18-209 of the Delaware Corporation law.

ARTICLE VIII

These Articles of Merger, when filed, shall be effective at 11:45 p.m. (eastern time zone) on December 31, 1998.

IN WITNESS WHEREOF, the undersigned officers of Owatonna Canning Company LLC and American Fine Foods, Inc., have executed these Articles of Merger this 31st day of December 1998.

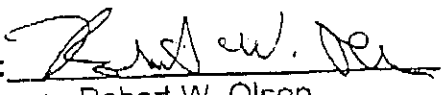
OWATONNA CANNING COMPANY, LLC

By: 

Name: Anthony D. Battaglia

Title: Manager

AMERICAN FINE FOODS, INC.

By: 

Name: Robert W. Olson

Title: Vice President and Secretary

This instrument was drafted by and is returnable to:
Barbara Wagner, Esq.
Associate General Counsel
Chiquita Brands International, Inc.
250 E. Fifth Street
Cincinnati, Ohio 45202
(513) 784-8616

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of December 31, 1998 by and between Owatonna Canning Company, LLC, a Delaware limited liability company (the "Company" or, after the Effective Time (as defined in Article V below), the "Surviving Entity"), and American Fine Foods, Inc., an Idaho corporation (the "Corporation").

WITNESSETH:

WHEREAS, the Company is a limited liability company duly formed and validly existing under the laws of the State of Delaware;

WHEREAS, the Corporation is a corporation duly organized and validly existing under the laws of the State of Idaho;

WHEREAS, the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101 et seq. (the "LLC Act"), and the Idaho Business Corporation Act, Idaho Code, §§ 30-1-101 et seq. (the "Idaho Act"), each permits a corporation organized and existing under the Idaho Act to merge with and into a limited liability company formed and existing under the LLC Act;

WHEREAS, the managers and members of the Company and the board of directors and stockholders of the Corporation have duly authorized the merger of the Corporation with and into the Company pursuant to the terms of this Agreement; and

WHEREAS, all other conditions precedent to the merger of the Corporation with and into the Company have been, or prior to the Effective Time will be, satisfied or validly waived;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is agreed that, in accordance with the applicable statutes of State of Delaware and the State of Idaho, the Corporation shall be, and hereby is, at the Effective Time, merged with and into the Company (the "Merger"), with the Company to be the Surviving Entity. The mode of carrying the Merger into effect shall be as follows:

ARTICLE I
MERGER

At the Effective Time, the Corporation shall be merged with and into the Company, the separate existence of the Corporation shall cease, the Company shall continue in existence and the Merger shall in all respects have the effects provided for by the Idaho Act and the LLC Act.

Prior to the Effective Time, the Company and the Corporation shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. If at any time after the Effective Time, the Company shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper members, managers, officers, or other agents of the Company, as authorized agents and attorneys-in-fact for the Corporation (and acting in the name of the Company or the Corporation), shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all such additional things necessary or proper to carry out the provisions hereof.

ARTICLE II

TERMS OF TRANSACTION

At the Effective Time, (i) each share of common stock of the Corporation, par value \$1.00 per share, outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall be canceled and (ii) the 100% limited liability company interest held by Friday Holdings, L.L.C. as the sole member of the Company immediately prior to the Effective Time shall remain the 100% limited liability company interest of such member, and Friday Holdings, L.L.C. shall continue as the sole member of the Surviving Entity.

ARTICLE III

CERTIFICATE OF FORMATION AND LIMITED LIABILITY COMPANY AGREEMENT

From and after the Effective Time, and until thereafter amended as provided by law, the Certificate of Formation and Limited Liability Company Agreement of the Company as in effect immediately prior to the Effective Time shall be the Certificate of Formation and Limited Liability Company Agreement of the Surviving Entity; provided, however, that promptly following the Effective Time, the name of the Surviving Entity will be changed to Chiquita Processed Foods, L.L.C.

ARTICLE IV

MANAGERS AND OFFICERS

From and after the Effective Time, and until their successors are duly elected or appointed, or until their earlier death, resignation or removal, the managers and officers of the Surviving Entity shall be the same as the managers and officers of the Company immediately prior to the Effective Time.

ARTICLE V

EFFECTIVE TIME

A certificate of merger evidencing the Merger shall be filed with the Office of the Secretary of State of the State of Delaware pursuant to the applicable requirements of the LLC Act and Articles of Merger evidencing the Merger shall be filed with the Secretary

of State of the State of Idaho pursuant to the applicable requirements of the Idaho Act, in each case prior to the time that the Merger will become effective. The Merger shall become effective at 11:45 p.m. (eastern time zone) on December 31, 1998 (such time of effectiveness, the "Effective Time") and the Certificate of Merger and Articles of Merger shall so specify.

ARTICLE VI TERMINATION

At any time prior to the Effective Time, either the managers of the Company or the board of directors of the Corporation may terminate and abandon this Agreement.

ARTICLE VII AMENDMENTS

At any time prior to the Effective Time, the managers of the Company and the board of directors of the Corporation may amend, modify or supplement this Agreement in such manner as they jointly may determine; provided, however, that, no such amendment, modification, or supplement shall alter or change any term of the Certificate of Formation or Limited Liability Company Agreement of the Surviving Entity.

ARTICLE VIII GOVERNING LAW

This Agreement shall be governed by and construed in accordance with the domestic laws of the State of Delaware without giving effect to any choice of law or conflict of law provision or rule (whether of the State of Delaware or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than the State of Delaware.

ARTICLE IX MISCELLANEOUS

This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement as of the day and year first above written.

OWATONNA CANNING COMPANY, LLC

By: /s/ Anthony D. Battaglia

Anthony D. Battaglia,
Manager

AMERICAN FINE FOODS, INC.

By: /s/ Robert W. Olson

Robert W. Olson,
Vice President and Secretary

SECRETARY'S CERTIFICATE

I, Robert W. Olson, Vice President and Secretary of American Fine Foods, Inc., a corporation organized and existing under the laws of the State of Idaho (the "Corporation"), hereby certify as such Vice President and Secretary that the Agreement and Plan of Merger dated as of December 31, 1998, between the Corporation and Owatonna Canning Company, LLC to which this certificate is attached, was duly adopted by action of the Board of Directors of the Corporation and approved by the written consent of the sole stockholder of the Corporation

WITNESS my hand this 31st day of December, 1998.

/s/ Robert W. Olson

Robert W. Olson
Vice President and Secretary

SECRETARY'S CERTIFICATE

I, Robert W. Olson, Vice President and Secretary of American Fine Foods, Inc., a corporation organized and existing under the laws of the State of Idaho (the "Corporation"), hereby certify as such Vice President and Secretary that the Agreement and Plan of Merger dated as of December 31, 1998, between the Corporation and Owatonna Canning Company, LLC to which this certificate is attached, was duly adopted by action of the Board of Directors of the Corporation and approved by the written consent of the sole stockholder of the Corporation

WITNESS my hand this 31st day of December, 1998.

/s/ Robert W. Olson

Robert W. Olson
Vice President and Secretary

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF FORMATION
OF
OWATONNA CANNING COMPANY, LLC

THIS AMENDMENT to the Certificate of Formation (the "Certificate") of Owatonna Canning Company, LLC, a Delaware limited liability company (the "Company"), is being executed as of December 31, 1998, for the purpose of amending the terms of the Certificate, as originally filed in the Office of the Secretary of State of the State of Delaware on August 28, 1997, to reflect a change in the name of the Company.

NOW, THEREFORE, the undersigned does hereby certify as follows:

1. The Certificate is hereby amended by deleting paragraph 1 in its entirety and inserting in lieu thereof the following new paragraph 1.

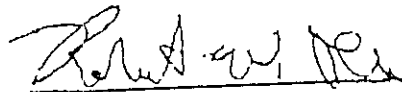
1. The name of the limited liability company is

Chiquita Processed Foods, L.L.C."

2. This certificate of amendment will be effective on December 31, 1998, at 11:59 p.m. (eastern time zone) immediately following the merger of American Fine Foods, Inc., into Owatonna Canning Company, LLC.

3. Except as amended pursuant to the foregoing paragraph, the Certificate is hereby ratified and confirmed in all respects.

IN WITNESS WHEREOF, the undersigned, being an authorized person, has duly executed this Certificate as of the day and year first above written.



Robert W. Olson
An Authorized Person

101400

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:59 PM 12/31/1998
981510260 - 2790695

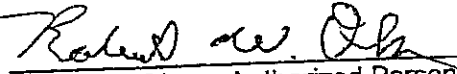
CERTIFICATE OF AMENDMENT
OF
CHIQUITA PROCESSED FOODS, L.L.C.

1. The name of the limited liability company is CHIQUITA PROCESSED FOODS, L.L.C.

2. The Certificate of Formation of the limited liability company is hereby amended to change the name of the limited liability company. Article 1 is amended in its entirety to read as follows:

1. The name of the limited liability company is SENECA FOODS, L.L.C.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of Chiquita Processed Foods, L.L.C. this 27th day of May 2003.


Robert W. Olson, Authorized Person

SECOND AMENDMENT
TO
LIMITED LIABILITY COMPANY AGREEMENT
OF
CHIQUITA PROCESSED FOODS, L.L.C.

THIS SECOND AMENDMENT to the Limited Liability Company Agreement dated as of August 28, 1997 and as amended on December 31, 1998 (the "Agreement"), of Chiquita Processed Foods, L.L.C. (the "Company") is adopted as of May ____, 2003.

1. Change of Name. Effective as of May 27, 2003 (the "Effective Date"), the name of the Company is changed to Seneca Foods, L.L.C. As of the Effective Date, all references to "Chiquita Processed Foods, L.L.C." contained in the Agreement and the Company's Bylaws (as defined in the Agreement), are deemed amended to be references to "Seneca Foods, L.L.C."

2. Ratification. Except as amended pursuant to the provisions of Section 1 of this Second Amendment, the terms of the Agreement are ratified and confirmed in all respects.

3. Governing Law. This Second Amendment shall be governed by, and construed and enforced in accordance with the internal laws of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has duly executed this Second Amendment.

MEMBER

FRIDAY HOLDINGS, L.L.C.

By: Robert W. Olson

Name: Robert W. Olson

Title: Manager, Vice President and Secretary