

Seneca Foods Corp  
Form 10-Q  
August 01, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

Form 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarter Ended June 29, 2013

Commission File Number 0-01989

Seneca Foods Corporation

(Exact name of Company as specified in its charter)

New York

16-0733425

(State or other jurisdiction of  
incorporation or organization)

(I. R. S. Employer  
Identification No.)

3736 South Main Street, Marion, New York  
(Address of principal executive offices)

14505  
(Zip Code)

Company's telephone number, including area code 315/926-8100

Not Applicable

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

Indicate by check mark whether the Company (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 Company 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 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 whether the Company 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. (Check one):

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

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

Yes  No

The number of shares outstanding of each of the issuer's classes of common stock at the latest practical date are:

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| Class                           | Shares Outstanding at July 23, 2013 |
|---------------------------------|-------------------------------------|
| Common Stock Class A, \$.25 Par | 8,724,175                           |
| Common Stock Class B, \$.25 Par | 2,028,800                           |

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Seneca Foods Corporation  
 Quarterly Report on Form 10-Q  
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SENECA FOODS CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(In Thousands, Except Per Share Data)

|   | Unaudited<br>June 29,<br>2013 | Unaudited<br>June 30,<br>2012 | March 31,<br>2013 |
|---|-------------------------------|-------------------------------|-------------------|
| <b>ASSETS</b>                               |                               |                               |                   |
| Current Assets:                             |                               |                               |                   |
| Cash and Cash Equivalents                   | \$6,069                       | \$12,174                      | \$14,104          |
| Accounts Receivable, Net                    | 53,272                        | 55,909                        | 82,933            |
| Inventories                                 |                               |                               |                   |
| Finished Goods                              | 319,061                       | 305,856                       | 351,231           |
| Work in Process                             | 5,509                         | 7,556                         | 10,032            |
| Raw Materials and Supplies                  | 160,124                       | 144,956                       | 118,467           |
| Total Inventories                           | 484,694                       | 458,368                       | 479,730           |
| Deferred Income Tax Asset, Net              | 9,534                         | 8,606                         | 9,400             |
| Other Current Assets                        | 32,442                        | 5,238                         | 25,299            |
| Total Current Assets                        | 586,011                       | 540,295                       | 611,466           |
| Property, Plant and Equipment, Net          | 186,878                       | 196,767                       | 188,407           |
| Deferred Income Tax Asset, Net              | 2,771                         | 34                            | 2,097             |
| Other Assets                                | 1,090                         | 1,463                         | 1,179             |
| Total Assets                                | \$776,750                     | \$738,559                     | \$803,149         |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b> |                               |                               |                   |
| Current Liabilities:                        |                               |                               |                   |
| Accounts Payable                            | \$90,074                      | \$103,559                     | \$72,128          |
| Accrued Payroll                             | 5,729                         | 6,617                         | 7,537             |
| Accrued Vacation                            | 10,968                        | 10,597                        | 10,877            |
| Other Accrued Expenses                      | 25,297                        | 23,604                        | 29,755            |
| Income Taxes Payable                        | 1,988                         | 3,529                         | 4,100             |
| Current Portion of Long-Term Debt           | 38,808                        | 7,479                         | 40,170            |
| Total Current Liabilities                   | 172,864                       | 155,385                       | 164,567           |
| Long-Term Debt, Less Current Portion        | 192,518                       | 180,804                       | 230,016           |
| Other Long-Term Liabilities                 | 43,110                        | 39,937                        | 41,400            |
| Total Liabilities                           | 408,492                       | 376,126                       | 435,983           |
| Commitments                                 |                               |                               |                   |
| Stockholders' Equity:                       |                               |                               |                   |
| Preferred Stock                             | 5,422                         | 6,268                         | 5,422             |
| Common Stock, \$.25 Par Value Per Share     | 2,955                         | 2,941                         | 2,955             |
| Additional Paid-in Capital                  | 93,097                        | 92,187                        | 93,069            |
| Treasury Stock, at cost                     | (31,475 )                     | (1,880 )                      | (31,204 )         |
| Accumulated Other Comprehensive Loss        | (22,548 )                     | (23,344 )                     | (22,548 )         |
| Retained Earnings                           | 320,807                       | 286,261                       | 319,472           |
| Total Stockholders' Equity                  | 368,258                       | 362,433                       | 367,166           |
| Total Liabilities and Stockholders' Equity  | \$776,750                     | \$738,559                     | \$803,149         |

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.



SENECA FOODS CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF NET EARNINGS  
(Unaudited)  
(In Thousands, Except Per Share Data)

|                                     | Three Months Ended |                  |
|-------------------------------------|--------------------|------------------|
|                                     | June 29,<br>2013   | June 30,<br>2012 |
| Net Sales                           | \$232,127          | \$231,051        |
| Costs and Expenses:                 |                    |                  |
| Cost of Product Sold                | 212,447            | 201,976          |
| Selling and Administrative          | 15,919             | 14,828           |
| Plant Restructuring                 | 154                | -                |
| Other Operating Income              | (181 )             | (18 )            |
| Total Costs and Expenses            | 228,339            | 216,786          |
| Operating Income                    | 3,788              | 14,265           |
| Interest Expense, Net               | 1,827              | 1,478            |
| Earnings Before Income Taxes        | 1,961              | 12,787           |
| Income Taxes Expense                | 614                | 4,596            |
| Net Earnings                        | \$1,347            | \$8,191          |
| Earnings Applicable to Common Stock | \$1,298            | \$7,907          |
| Basic Earnings per Common Share     | \$0.12             | \$0.68           |
| Diluted Earnings per Common Share   | \$0.12             | \$0.67           |

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

SENECA FOODS CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(Unaudited)  
(In Thousands)

|   | Three Months Ended |                  |
|---|--------------------|------------------|
|   | June 29,<br>2013   | June 30,<br>2012 |
| Comprehensive income:                                       |                    |                  |
| Net earnings  | \$1,347            | \$8,191          |
| Change in pension and post retirement benefits (net of tax) | -                  | (25 )            |
| Total   | \$1,347            | \$8,166          |

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.





SENECA FOODS CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)  
(In Thousands)

|   | Three Months Ended |                  |
|---|--------------------|------------------|
|   | June 29,<br>2013   | June 30,<br>2012 |
| Cash Flows from Operating Activities:                       |                    |                  |
| Net Earnings  | \$1,347            | \$8,191          |
| Adjustments to Reconcile Net Earnings to                    |                    |                  |
| Net Cash Provided by Operations:                            |                    |                  |
| Depreciation & Amortization                                 | 5,861              | 5,689            |
| Gain on the Sale of Assets                                  | (743 )             | (18 )            |
| Impairment Provision  | 154                | -                |
| Deferred Income Tax Expense                                 | (808 )             | 416              |
| Changes in Operating Assets and Liabilities:                |                    |                  |
| Accounts Receivable   | 29,661             | 21,196           |
| Inventories   | (5,118 )           | (25,935 )        |
| Other Current Assets  | (7,143 )           | 101              |
| Income Taxes  | (2,112 )           | 3,845            |
| Accounts Payable, Accrued Expenses<br>and Other Liabilities | 13,434             | 35,095           |
| Net Cash Provided by Operations                             | 34,533             | 48,580           |
| Cash Flows from Investing Activities:                       |                    |                  |
| Additions to Property, Plant and Equipment                  | (4,288 )           | (9,530 )         |
| Payment of Loan Receivable                                  | -                  | 10,000           |
| Proceeds from the Sale of Assets                            | 795                | 18               |
| Net Cash (Used in) Provided by Investing Activities         | (3,493 )           | 488              |
| Cash Flow from Financing Activities:                        |                    |                  |
| Long-Term Borrowing   | 77,998             | 30,680           |
| Payments on Long-Term Debt                                  | (116,858 )         | (76,606 )        |
| Other   | 68                 | 69               |
| Purchase of Treasury Stock                                  | (271 )             | (445 )           |
| Dividends   | (12 )              | (12 )            |
| Net Cash Used in Financing Activities                       | (39,075 )          | (46,314 )        |
| Net (Decrease) Increase in Cash and Cash Equivalents        | (8,035 )           | 2,754            |
| Cash and Cash Equivalents, Beginning of the Period          | 14,104             | 9,420            |
| Cash and Cash Equivalents, End of the Period                | \$6,069            | \$12,174         |

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

SENECA FOODS CORPORATION AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENT STOCKHOLDERS' EQUITY  
 (Unaudited)  
 (In Thousands)

|   | Preferred<br>Stock | Common<br>Stock | Additional<br>Paid-In<br>Capital | Treasury<br>Stock | Accumulated<br>Other<br>Comprehensive<br>Loss | Retained<br>Earnings |
|---|--------------------|-----------------|----------------------------------|-------------------|---|----------------------|
| Balance March 31, 2013                  | \$5,422            | \$2,955         | \$93,069                         | \$(31,204 )       | \$ (22,548 )                                  | \$319,472            |
| Net earnings                            | -                  | -               | -                                | -                 | -   | 1,347                |
| Cash dividends                          |                    |                 |                                  |                   |   |                      |
| on preferred stock                      | -                  | -               | -                                | -                 | -   | (12 )                |
| Equity incentive program                | -                  | -               | 25                               | -                 | -   | -                    |
| Stock issued for profit sharing<br>plan | -                  | -               | 3                                | -                 | -   | -                    |
| Purchase treasury stock                 | -                  | -               | -                                | (271 )            | -   | -                    |
| Balance June 29, 2013                   | \$5,422            | \$2,955         | \$93,097                         | \$(31,475 )       | \$ (22,548 )                                  | \$320,807            |

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

SENECA FOODS CORPORATION AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)  
June 29, 2013

1. Unaudited Condensed Consolidated Financial Statements

In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments, which are normal and recurring in nature, necessary to present fairly the financial position of Seneca Foods Corporation (the "Company") as of June 29, 2013 and results of its operations and its cash flows for the interim periods presented. All significant intercompany transactions and accounts have been eliminated in consolidation. The March 31, 2013 balance sheet was derived from the audited consolidated financial statements.

The results of operations for the period ended June 29, 2013 are not necessarily indicative of the results to be expected for the full year.

During the three months ended June 29, 2013, the Company sold \$5,408,000 of Green Giant finished goods inventory to General Mills Operations, LLC ("GMOL") for cash, on a bill and hold basis, as compared to \$2,599,000 for the three months ended June 30, 2012. Under the terms of the bill and hold agreement, title to the specified inventory transferred to GMOL. The Company believes it has met the criteria required for bill and hold treatment.

The accounting policies followed by the Company are set forth in Note 1 to the Company's Consolidated Financial Statements in the Company's 2013 Annual Report on Form 10-K.

Other footnote disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted. These unaudited condensed consolidated financial statements should be read in conjunction with the financial statements and notes included in the Company's 2013 Annual Report on Form 10-K.

All references to years are fiscal years ended or ending March 31 unless otherwise indicated. Certain percentage tables may not foot due to rounding.

2. On January 15, 2013, the Company completed its acquisition of 100% of the membership interest in Independent Foods, LLC ("Sunnyside"). The business, based in Sunnyside, Washington, is a processor of canned pears, apples and cherries in the United States. The rationale for the acquisition was twofold: (1) the business is a complementary fit with the Company's existing business and (2) it provides an extension of the Company's product offerings. The purchase price totalled \$5,017,000 plus the assumption of certain liabilities. In conjunction with the closing, the Company paid \$19,517,000 of liabilities acquired. This acquisition was financed with proceeds from the Company's revolving credit facility. The purchase price to acquire Sunnyside was allocated based on the internally developed fair value of the assets acquired and liabilities assumed and the independent valuation of property, plant, and equipment. The purchase price of \$5,017,000 has been allocated as follows (in millions):

SENECA FOODS CORPORATION AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)  
June 29, 2013

|                                       |         |
|---------------------------------------|---------|
| Purchase Price (net of cash received) | \$5.0   |
| Allocated as follows:                 |         |
| Current assets                        | \$32.2  |
| Property, plant and equipment         | 7.4     |
| Bargain purchase gain                 | (1.4 )  |
| Current liabilities                   | (33.2 ) |
| Total                                 | \$5.0   |

In 2013, the Company recorded a \$1,971,000 gain as a result of the estimated fair market value of the net assets acquired exceeding the purchase price for Sunnyside. During the first fiscal quarter of 2014, the Company determined an adjustment to the net assets acquired was required and, as a result, recorded a reduction of the gain on the bargain purchase by \$571,000 to \$1,400,000. This is included in other operating income on the Consolidated Statements of Net Earnings.

3. First-In, First-Out (“FIFO”) based inventory costs exceeded Last-In, First-Out (LIFO) based inventory costs by \$138,812,000 as of the end of the first quarter of fiscal 2014 as compared to \$138,489,000 as of the end of the first quarter of fiscal 2013. The LIFO Reserve increased by \$5,798,000 in the first three months of fiscal 2014 compared to \$1,262,000 in the first three months of fiscal 2013. This reflects the projected impact of increased inflationary cost increases expected in fiscal 2014 versus fiscal 2013.
4. The Company completed the closing of a new five year revolving credit facility (“Revolver”) on July 20, 2011. Maximum borrowings under the Revolver total \$300,000,000 from April through July and \$400,000,000 from August through March. The Revolver balance as of June 29, 2013 was \$151,026,000 and is included in Long-Term Debt in the accompanying Condensed Consolidated Balance Sheet due to its five year term. The Company utilizes its Revolver for general corporate purposes, including seasonal working capital needs, to pay debt principal and interest obligations, and to fund capital expenditures and acquisitions. Seasonal working capital needs are affected by the growing cycles of the vegetables and fruits the Company processes. The majority of vegetable and fruit inventories are produced during the months of June through November and are then sold over the following year. Payment terms for vegetable and fruit produce are generally three months but can vary from a few days to seven months. Accordingly, the Company’s need to draw on the Revolver may fluctuate significantly throughout the year.

The increase in average amount of Revolver borrowings during the first quarter of fiscal 2014 compared to the first quarter of fiscal 2013 was attributable to the Sunnyside acquisition in the fourth quarter of fiscal 2013 and reduced operating results.

General terms of the Revolver include payment of interest at LIBOR plus a defined spread.



SENECA FOODS CORPORATION AND SUBSIDIARIES  
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
 (Unaudited)  
 June 29, 2013

The following table documents the quantitative data for Revolver borrowings during the first quarters of fiscal 2014 and fiscal 2013:

|                                | First Quarter  |            |      |   |
|--------------------------------|----------------|------------|------|---|
|                                | 2014           | 2013       |      |   |
|                                | (In thousands) |            |      |   |
| Reported end of period:        |                |            |      |   |
| Outstanding borrowings         | \$ 151,026     | \$ 100,000 |      |   |
| Weighted average interest rate | 1.74           | %          | 1.49 | % |
| Reported during the period:    |                |            |      |   |
| Maximum amount of borrowings   | \$ 188,000     | \$ 144,328 |      |   |
| Average outstanding borrowings | \$ 157,099     | \$ 111,481 |      |   |
| Weighted average interest rate | 1.71           | %          | 1.58 | % |

5. During the three-month period ended June 29, 2013, the Company repurchased 8,200 shares or \$271,000 of its Class A Common Stock as Treasury Stock. As of June 29, 2013, there are 1,069,814 shares or \$31,475,000 of repurchased stock. These shares are not considered outstanding. During the three month period ended June 29, 2013, there were 108 shares, or \$4,000 of Class B Common Stock issued in lieu of cash compensation under the Company's Profit Sharing Bonus Plan.

6. The net periodic benefit cost for the Company's pension plan consisted of:

|                                  | Three Months Ended |                  |
|----------------------------------|--------------------|------------------|
|                                  | June 29,<br>2013   | June 30,<br>2012 |
| (In thousands)                   |                    |                  |
| Service Cost                     | \$ 1,863           | \$ 2,221         |
| Interest Cost                    | 1,890              | 1,764            |
| Expected Return on Plan Assets   | (2,373 )           | (2,291 )         |
| Amortization of Actuarial Loss   | 584                | 338              |
| Amortization of Transition Asset | -                  | (57 )            |
| Net Periodic Benefit Cost        | \$ 1,964           | \$ 1,975         |

No contributions were required or made in the three month periods ended June 29, 2013 and June 30, 2012.

7. The following table summarizes the restructuring charges recorded and the accruals established:

|           | Long-Lived<br>Asset<br>Charges | Other Costs | Total |
|-----------|--------------------------------|-------------|-------|
| Severance |                                |             |       |
|           | (In thousands)                 |             |       |

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|                          |      |         |        |         |
|--------------------------|------|---------|--------|---------|
| Balance March 31, 2013   | 20   | 1,174   | 307    | 1,501   |
| First Quarter Charge     | -    | -       | 154    | 154     |
| Cash payments/write offs | (3 ) | -       | (258 ) | (261 )  |
| Balance June 29, 2013    | \$17 | \$1,174 | \$203  | \$1,394 |

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SENECA FOODS CORPORATION AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)  
June 29, 2013

During the third quarter of fiscal 2013, the Company implemented a product rationalization program and recorded a restructuring charge of \$2,510,000 for related equipment costs, lease impairment costs (net of realizable value), and certain inventory costs. During the first quarter of fiscal 2014, the Company recorded an additional restructuring charge of \$154,000 related to this matter.

8. During the three months ended June 29, 2013, the Company sold unused fixed assets which resulted in a gain of \$743,000 as compared to a gain of \$18,000 during the three months ended June 30, 2012. In addition, during the three months ended June 29, 2013, the gain on the Sunnyside acquisition was reduced by \$571,000. These net gains are included in other operating income in the Unaudited Condensed Consolidated Statements of Net Earnings.

9. Recently Issued and Adopted Accounting Standards - There were no recently issued accounting pronouncements that impacted the Company's condensed consolidated financial statements. In addition, the Company did not adopt any new accounting pronouncements during the quarter ended June 29, 2013.

10. Earnings per share for the Quarters Ended June 29, 2013 and June 30, 2012 are as follows:

| (Thousands except per share amounts)                     | F I R S T Q U A R T E R |                |
|--|-------------------------|----------------|
|  | Fiscal<br>2014          | Fiscal<br>2013 |
| <b>Basic</b>   |                         |                |
| Net Earnings   | \$1,347                 | \$8,191        |
| Deduct preferred stock dividends paid                    | 6                       | 6              |
| Undistributed earnings                                   | 1,341                   | 8,185          |
| Earnings attributable to participating preferred         | 43                      | 278            |
| Earnings attributable to common shareholders             | \$1,298                 | \$7,907        |
| Weighted average common shares outstanding               | 10,753                  | 11,687         |
| Basic earnings per common share                          | \$0.12                  | \$0.68         |
| <b>Diluted</b>   |                         |                |
| Earnings attributable to common shareholders             | \$1,298                 | \$7,907        |
| Add dividends on convertible preferred stock             | 6                       | 5              |
| Earnings attributable to common stock on a diluted basis | \$1,304                 | \$7,912        |



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|   |        |        |
|---|--------|--------|
| Weighted average common shares outstanding-basic                        | 10,753 | 11,687 |
| Additional shares issued related to the equity compensation plan        | 5      | 5      |
| Additional shares to be issued under full conversion of preferred stock | 67     | 67     |
| Total shares for diluted  | 10,825 | 11,759 |
| Diluted earnings per common share                                       | \$0.12 | \$0.67 |

SENECA FOODS CORPORATION AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)  
June 29, 2013

11. As required by Accounting Standards Codification ("ASC") 825, "Financial Instruments," the Company estimates the fair values of financial instruments on a quarterly basis. The estimated fair value for long-term debt (classified as Level 2 in the fair value hierarchy) is determined by the quoted market prices for similar debt (comparable to the Company's financial strength) or current rates offered to the Company for debt with the same maturities. Long-term debt, including current portion had a carrying amount of \$231,326,000 and an estimated fair value of \$233,287,000 as of June 29, 2013. As of March 31, 2013, the carrying amount was \$270,186,000 and the estimated fair value was \$273,567,000. The fair values of all the other financial instruments approximate their carrying value due to their short-term nature.
12. In June 2010, the Company received a Notice of Violation of the California Safe Drinking Water and Toxic Enforcement Act of 1986, commonly known as Proposition 65, from the Environmental Law Foundation ("ELF"). This notice was made to the California Attorney General and various other government officials, and to 49 companies including Seneca Foods Corporation whom ELF alleges manufactured, distributed or sold packaged peaches, pears, fruit cocktail and fruit juice that contain lead without providing a clear and reasonable warning to consumers. Under California law, proper notice must be made to the State and involved firms at least 60 days before any suit under Proposition 65 may be filed by private litigants like ELF. That 60-day period has expired and to date neither the California Attorney General nor any appropriate district attorney or city attorney has initiated an action against the Company. However, private litigant ELF filed an action against the Company and 27 other named companies on September 28, 2011, in Superior Court of Alameda County, California, alleging violations of Proposition 65 and seeking various measures of relief, including injunctive and declaratory relief and civil penalties. The Company, along with the other named companies, is vigorously defending itself from such claim. A responsive answer was filed, the discovery process was completed and a trial on liability was held beginning in April of 2013 in accordance with court schedules. The trial was completed on May 16, 2013 and, on July 15, 2013 the judge issued a tentative and proposed statement of decision agreeing with the Company, and the other defendants, that the "safe harbor" defense had been met under the regulations relating to Proposition 65 and the Company will not be required to place a Proposition 65 warning label on the products at issue in the case. Upon being made final, the decision is subject to appeal by ELF, and we are unable to determine the scope or the likelihood of success of any appeal, if any. With the successful defense of the case, the remedies portion of the case was not litigated. So far, our portion of legal fees in defense of this action have been sizable, as would be expected with litigation resulting in trial, and potential appeal, but have not had a material adverse impact on the Company's financial position, results of operations, or cash flows. Additionally, in the ordinary course of its business, the Company is made party to certain legal proceedings seeking monetary damages, including proceedings invoking product liability claims, either directly or through indemnification obligations, and we are not able to predict the probability of the outcome or estimate of loss, if any, related to any such matter.

ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS  
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS  
June 29, 2013

Seneca Foods Corporation (the "Company") is a leading low cost producer and distributor of high quality processed fruits and vegetables. The Company's product offerings include canned, frozen and bottled produce and snack chips. Its products are sold under private label as well as national and regional brands that the Company owns or licenses, including Seneca®, Libby's®, Aunt Nellie's Farm Kitchen®, Stokely's®, Read® Taste of the West®, Cimarron® and Tendersweet®. The Company's canned fruits and vegetables are sold nationwide by major grocery outlets, including supermarkets, mass merchandisers, limited assortment stores, club stores and dollar stores. The Company also sells its products to foodservice distributors, industrial markets, other food processors, export customers in over 80 countries and federal, state and local governments for school and other food programs. In addition, the Company packs Green Giant®, Le Sueur® and other brands of canned vegetables as well as select Green Giant® frozen vegetables for General Mills Operations, LLC ("GMOL") under a long-term Alliance Agreement.

The Company's raw product is harvested mainly between June through November. The Company experienced unfavorable growing conditions related to our pea harvest this summer reflecting a combination of high temperatures and uneven moisture. These difficult growing conditions unfavorably impacted pea crop yields and plant recovery rates which resulted in unfavorable manufacturing variances.

Acquisition--On January 15, 2013, the Company completed the acquisition of 100% of the membership interest of Independent Foods, LLC. The business, based in Sunnyside, Washington, is a processor of canned pears, apples and cherries in the United States. The rationale for the acquisition was twofold: (1) the business is a complementary fit with the Company's existing business and (2) it provides an extension of the Company's product offerings. The purchase price was approximately \$5,017,000 plus the assumption of certain liabilities. In conjunction with the closing, the Company paid \$19,517,000 of liabilities acquired.

Results of Operations:

Sales:

First fiscal quarter 2014 results include net sales of \$232,127,000, which represents a 0.4% increase, or \$1,076,000, from the first quarter of fiscal 2013. The increase in sales is attributable to a sales volume increase of \$12,449,000, partially offset by lower selling prices/sales mix of \$11,373,000. The increase in sales is primarily from a \$3,924,000 increase in Frozen sales, a \$3,211,000 increase in GMOL sales and a \$2,923,000 increase in Canned Fruit sales partially offset by a \$8,142,000 decrease in Canned Vegetable sales and a \$417,000 decrease in Snack sales.

ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS  
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS  
June 29, 2013

The following table presents sales by product category:

| (In millions)     | Three Months Ended |                  |
|-------------------|--------------------|------------------|
|                   | June 29,<br>2013   | June 30,<br>2012 |
| Canned Vegetables | \$142.5            | \$150.7          |
| GMOL*             | 9.2                | 6.0              |
| Frozen            | 24.6               | 20.7             |
| Fruit Products    | 48.9               | 45.9             |
| Snack             | 2.5                | 2.9              |
| Other             | 4.4                | 4.9              |
|                   | \$232.1            | \$231.1          |

\*GMOL includes frozen vegetable sales exclusively for GMOL.

Operating Income:

The following table presents components of operating income as a percentage of net sales:

|                        | Three Months Ended |    |                  |   |
|------------------------|--------------------|----|------------------|---|
|                        | June 29,<br>2013   | %  | June 30,<br>2012 | % |
| Gross Margin           | 8.5                | %  | 12.6             | % |
| Selling                | 3.6                | %  | 3.3              | % |
| Administrative         | 3.2                | %  | 3.1              | % |
| Plant Restructuring    | 0.1                | %  | -                | % |
| Other Operating Income | (0.1)              | )% | -                | % |
| Operating Income       | 1.7                | %  | 6.2              | % |
| Interest Expense, Net  | 0.8                | %  | 0.6              | % |

For the three month period ended June 29, 2013, gross margin decreased from the prior year quarter from 12.6% to 8.5% due primarily to lower net selling prices (after considering promotions) compared to the prior year, higher unit costs in the current year than the prior year and a higher LIFO charge in the current year as compared to the prior year. The LIFO charge for the first quarter ended June 29, 2013 was \$5,798,000 as compared to \$1,262,000 for the first quarter ended June 30, 2012 and reflects the impact on the quarter of increased inflationary cost increases expected in fiscal 2014, compared to fiscal 2013. On an after-tax basis, LIFO decreased the net earnings by

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\$3,769,000 for the quarter ended June 29, 2013 and decreased net earnings by \$820,000 for the quarter ended June 30, 2012, based on the statutory federal income tax rate.

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For the three month period ended June 29, 2013, selling costs as a percentage of sales increased from 3.3% to 3.6% as a result of higher selling expenses due to higher sales which incur selling costs versus the prior period.

For the three month period ended June 29, 2013, administrative expense as a percentage of sales increased from 3.1% to 3.2% due primarily to higher employment expenses during the current period than the prior period.

During the three months ended June 29, 2013, the Company sold unused fixed assets which resulted in a gain of \$743,000 as compared to a gain of \$18,000 during the three months ended June 30, 2012. In addition, during the three months ended June 29, 2013, the gain on the Sunnyside acquisition was reduced by \$571,000. These net gains are included in other operating income in the Condensed Consolidated Statements of Net Earnings.

Interest expense, as a percentage of sales, increased from 0.6% for the quarter ended June 30, 2012 to 0.8% for the quarter ended June 29, 2013. This increase was due to a higher average seasonal borrowings in the current year period compared to the prior year.

### Income Taxes:

The effective tax rate was 31.3% and 35.9% for the three month periods ended June 29, 2013 and June 30, 2012, respectively. The major contributors to this the 4.6 percentage point decrease are the following items: 1) the manufacturers deduction is a higher percentage of current year earnings than the prior year, and 2) the reversal of certain tax reserves related to New York State Investment Tax Credit. These items were partially offset by an additional FIN 48 accrual.

### Earnings per Share:

Basic earnings per share were \$0.12 and \$0.68 for the three months ended June 29, 2013 and June 30, 2012, respectively. Diluted earnings per share were \$0.12 and \$0.67 for the three months ended June 29, 2013 and June 30, 2012, respectively. For details of the calculation of these amounts, refer to footnote 10 of the Notes to Condensed Consolidated Financial Statements.

### Liquidity and Capital Resources:

The financial condition of the Company is summarized in the following table and explanatory review:

| (In thousands except ratios)              | June 29,<br>2013 | June 30,<br>2012 | March 31,<br>2013 | March 31,<br>2012 |
|---|------------------|------------------|-------------------|-------------------|
| Working capital:                          |                  |                  |                   |                   |
| Balance                                   | \$413,147        | \$384,910        | \$446,899         | \$425,082         |
| Change during quarter                     | (33,752 )        | (40,172 )        |                   |                   |
| Long-term debt, less current portion      | 192,518          | 180,804          | 226,873           | 226,873           |
| Total stockholders' equity per equivalent |                  |                  |                   |                   |
| common share (see Note)                   | 32.95            | 29.81            | 29.14             | 29.15             |
| Stockholders' equity per common share     | 33.74            | 30.49            | 29.81             | 29.81             |
| Current ratio                             | 3.39             | 3.48             | 3.72              | 4.60              |

Note: Equivalent common shares are either common shares or, for convertible preferred shares, the number of common shares that the preferred shares are convertible into. See Note 8 of the Notes to Consolidated Financial

Statements of the Company's 2013 Annual Report on Form 10-K for conversion details.

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As shown in the Condensed Consolidated Statements of Cash Flows, net cash provided by operating activities was \$34,533,000 in the first three months of fiscal 2014, compared to \$48,580,000 in the first three months of fiscal 2013. The \$14,047,000 decrease in cash provided is primarily attributable to a \$21,661,000 decrease in cash provided by accounts payable, accrued expenses and other liabilities, a \$7,244,000 decrease in cash provided by other current assets, decreased net earnings of \$6,844,000 as previously discussed, \$5,957,000 increase in cash used for income taxes, partially offset by a \$8,465,000 increase in cash provided by accounts receivable and a \$5,118,000 increase in inventory in the first three months of fiscal 2014 as compared to \$25,935,000 increase in inventory in the first three months of fiscal 2013.

As compared to June 30, 2012, inventory increased \$26,326,000 to \$484,694,000 at June 29, 2013. The components of the inventory increase reflect a \$13,205,000 increase in finished goods, a \$2,047,000 decrease in work in process and a \$15,168,000 increase in raw materials and supplies. The finished goods increase reflects higher inventory quantities attributable to decreased sales volume as compared to the prior year partially offset by the timing of the fiscal year 2014 pack versus fiscal year 2013 pack. The raw materials and supplies increase is primarily due to an increase in cans and raw steel quantities compared to the prior year. FIFO based inventory costs exceeded LIFO based inventory costs by \$138,812,000 as of the end of the first quarter of 2014 as compared to \$138,489,000 as of the end of the first quarter of 2013.

Cash used in investing activities was \$3,493,000 in the first three months of fiscal 2014 compared to cash provided by investing activities of \$488,000 in the first three months of fiscal 2013. Additions to property, plant and equipment were \$4,288,000 in the first three months of fiscal 2014 as compared to \$9,530,000 in first three months of fiscal 2013. Last year in the first three months of fiscal 2013, the Loan Receivable of \$10,000,000 was collected.

Cash used in financing activities was \$39,075,000 in the first three months of fiscal 2014, which included borrowings of \$77,998,000 and the repayment of \$116,858,000 of long-term debt, principally consisting of borrowing and repayment on the revolving credit facility ("Revolver"). Other than borrowings under the Revolver, there was no new long-term debt during the first three months of fiscal 2014. During the three months ended June 29, 2013, the Company repurchased \$271,000 of its Class A Common Stock as treasury stock.

Available borrowings on the Revolver total \$300,000,000 from April through July and \$400,000,000 from August through March with a maturity date of July 20, 2016. The interest rate on the Revolver is based on LIBOR plus an applicable margin based on excess availability and the Company's fixed charge coverage ratio. As of June 29, 2013, the interest rate was approximately 1.74% on a balance of \$151,026,000. We believe that cash flows from operations, availability under our Revolver and other financing sources will provide adequate funds for our working capital needs, planned capital expenditures, and debt obligations for at least the next 12 months.

The Company's credit facilities contain standard representations and warranties, events of default, and certain affirmative and negative covenants, including various financial covenants. At June 29, 2013, the Company was in compliance with all such financial covenants.



## New Accounting Standards

Refer to footnote 9 of the Notes to Condensed Consolidated Financial Statements.

## Seasonality

The Company's revenues are typically higher in the second and third fiscal quarters. This is due in part because the Company sells, on a bill and hold basis, Green Giant canned and frozen vegetables to GMOL at the end of each pack cycle, which typically occurs during these quarters. GMOL buys the product from the Company at cost plus a specified fee for each equivalent case. See the Critical Accounting Policies section below for further details. The Company's non-Green Giant sales also exhibit seasonality with the third fiscal quarter generating the highest retail sales due to holidays that occur during that quarter.

## Forward-Looking Information

The information contained in this report contains, or may contain, forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements appear in a number of places in this report and include statements regarding the intent, belief or current expectations of the Company or its officers (including statements preceded by, followed by or that include the words "believes," "expects," "anticipates" or similar expressions) with respect to various matters, including (i) the Company's anticipated needs for, and the availability of, cash, (ii) the Company's liquidity and financing plans, (iii) the Company's ability to successfully integrate acquisitions into its operations, (iv) trends affecting the Company's financial condition or results of operations, including anticipated sales price levels and anticipated expense levels, in particular higher production, fuel and transportation costs, (v) the Company's plans for expansion of its business (including through acquisitions) and cost savings, and (vi) the impact of competition.

Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Investors are cautioned not to place undue reliance on such statements, which speak only as of the date the statements were made. Among the factors that could cause actual results to differ materially are:

- general economic and business conditions;
- cost and availability of commodities and other raw materials such as vegetables, steel and packaging materials;
  - transportation costs;
  - climate and weather affecting growing conditions and crop yields;
    - the availability of financing;
  - leverage and the Company's ability to service and reduce its debt;
    - foreign currency exchange and interest rate fluctuations;
- effectiveness of the Company's marketing and trade promotion programs;
  - changing consumer preferences;
  - competition;
  - product liability claims;
- the loss of significant customers or a substantial reduction in orders from these customers;
- changes in, or the failure or inability to comply with, U.S., foreign and local governmental regulations, including environmental and health and safety regulations; and
  - other risks detailed from time to time in the reports filed by the Company with the SEC.

Except for ongoing obligations to disclose material information as required by the federal securities laws, the Company does not undertake any obligation to release publicly any revisions to any forward-looking statements to reflect events or circumstances after the date of the filing of this report or to reflect the occurrence of unanticipated events.

#### Critical Accounting Policies

In the three months ended June 29, 2013, the Company sold \$5,408,000 of Green Giant finished goods inventory to General Mills Operations, LLC (“GMOL”) for cash, on a bill and hold basis, as compared to \$2,599,000 for the three months ended June 30, 2012. Under the terms of the bill and hold agreement, title to the specified inventory transferred to GMOL. The Company believes it has met the criteria required for bill and hold treatment.

Trade promotions are an important component of the sales and marketing of the Company’s branded products, and are critical to the support of the business. Trade promotion costs, which are recorded as a reduction of net sales, include amounts paid to encourage retailers to offer temporary price reductions for the sale of our products to consumers, amounts paid to obtain favorable display positions in retailers’ stores, and amounts paid to retailers for shelf space in retail stores. Accruals for trade promotions are recorded primarily at the time of sale of product to the retailer based on expected levels of performance. Settlement of these liabilities typically occurs in subsequent periods primarily through an authorized process for deductions taken by a retailer from amounts otherwise due to us. As a result, the ultimate cost of a trade promotion program is dependent on the relative success of the events and the actions and level of deductions taken by retailers for amounts they consider due to them. Final determination of the permissible deductions may take extended periods of time.

The Company assesses its long-lived assets for impairment whenever there is an indicator of impairment. Property, plant, and equipment are depreciated over their assigned lives. The assigned lives and the projected cash flows used to test impairment are subjective. If actual lives are shorter than anticipated or if future cash flows are less than anticipated, a future impairment charge or a loss on disposal of the assets could be incurred. Impairment losses are evaluated if the estimated undiscounted value of the cash flows is less than the carrying value. If such is the case, a loss is recognized when the carrying value of an asset exceeds its fair value.

ITEM 3 Quantitative and Qualitative Disclosures About Market Risk

In the ordinary course of business, the Company is exposed to various market risk factors, including changes in general economic conditions, competition and raw material pricing and availability. In addition, the Company is exposed to fluctuations in interest rates, primarily related to its revolving credit facility. To manage interest rate risk, the Company uses both fixed and variable interest rate debt. There have been no material changes to the Company's exposure to market risk since March 31, 2013.

ITEM 4 Controls and Procedures

The Company maintains a system of internal and disclosure controls and procedures designed to ensure that information required to be disclosed in reports filed or submitted under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported on a timely basis. The Company's Board of Directors, operating through its Audit Committee, which is composed entirely of independent outside directors, provides oversight to the financial reporting process.

An evaluation was performed under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities and Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that, as of June 29, 2013, our disclosure controls and procedures were effective. The Company continues to examine, refine and formalize its disclosure controls and procedures and to monitor ongoing developments in this area.

There have been no changes during the period covered by this report to the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

Refer to footnote 12 to the Condensed Consolidated Financial Statements included in Part I Item 1 of this Form 10-Q.

Item 1A. Risk Factors

There have been no material changes to the risk factors disclosed in the Company's Form 10-K for the period ended March 31, 2013.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

| Period            | Total Number of Shares Purchased (1) |                | Average Price Paid per Share |                | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number (or Approximate Dollar Value) or Shares that May Yet Be Purchased Under the Plans or Programs |
|-------------------|--------------------------------------|----------------|------------------------------|----------------|--|--|
|                   | Class A Common                       | Class B Common | Class A Common               | Class B Common |  |  |
| 4/01/13 – 4/30/13 | 8,200                                | -              | \$33.10                      | \$-            | -  |  |
| 5/01/13 – 5/31/13 | -                                    | -              | \$-                          | \$-            | -  |  |
| 6/01/13 – 6/30/13 | -                                    | -              | \$-                          | \$-            | -  |  |
| Total             | 8,200                                | -              | \$33.10                      | \$-            | -  | 346,121  |

(1) 8,200 shares were purchased in open market transactions by the trustees under the Seneca Foods Corporation Employees' Savings Plan 401(k) Retirement Savings Plan to provide employee matching contributions under the plan.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

Item 6. Exhibits



- 31.1 Certification of Kraig H. Kayser pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)  
31.2 Certification of Timothy J. Benjamin pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)  
32 Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith)  
101 The following materials from Seneca Foods Corporation's Quarterly Report on Form 10-Q for the quarter ended December 29, 2012, formatted in XBRL (eXtensible Business Reporting Language): (i) consolidated balance sheets, (ii) consolidated statements of net earnings, (iii) condensed consolidated statements of comprehensive income, (iv) consolidated statements of cash flows, (v) consolidated statement of stockholders' equity and (vi) the notes to the consolidated financial statements.\*\*

\*\* Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

PART II - OTHER INFORMATION

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Seneca Foods Corporation  
(Company)

/s/Kraig H. Kayser  
August 1, 2013  
Kraig H. Kayser  
President and  
Chief Executive Officer

/s/Timothy J. Benjamin  
August 1, 2013  
Timothy J. Benjamin  
Chief Financial Officer



