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**HARRIS BEACH**

ATTORNEYS AT LAW

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PITTSFORD, NEW YORK 14534  
(585) 419-8800

October 2, 2002

**BY FACSIMILE (202-942-9651) AND  
BY OVERNIGHT COURIER**

Securities and Exchange Commission  
Attn: **Mr. Jonathon G. Katz, Secretary**  
450 Fifth Street, N.W.  
Washington, D.C. 20549

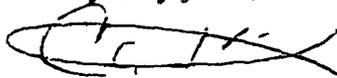
Re: File No. 4-460  
Sworn Statements Pursuant to Section 21(a)(1) of  
the Securities Exchange Act of 1934

Dear Mr. Katz:

On behalf of Stephen R. Wright, the principal executive officer and principal financial officer of our client, Pro-Fac Cooperative, Inc., enclosed are Mr. Wright's sworn statements as required by Securities and Exchange Commission Order No. 4-460. These sworn statements replace the sworn statements of Mr. Wright previously filed with the Commission on September 26, 2002.

If you have any questions, please do not hesitate to contact me (telephone - (585) 419-8619; facsimile (585) 419-8818; e-mail [cking@harrisbeach.com](mailto:cking@harrisbeach.com)).

Very truly yours,



Catherine A. King  
For Harris Beach LLP

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OFFICE OF THE SECRETARY

OCT 02 2002

STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL OFFICER  
REGARDING FACTS AND CIRCUMSTANCES  
RELATING TO EXCHANGE ACT FILINGS

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I, Stephen R. Wright, state and attest that.

(1) To the best of my knowledge, based upon a review of the covered reports of Pro-Fac Cooperative, Inc, and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- the Annual Report on Form 10-K of Pro-Fac Cooperative, Inc. for the fiscal year ended June 29, 2002;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Pro-Fac Cooperative, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

Stephen R. Wright  
Stephen R. Wright  
General Manager and Secretary  
(Principal Financial Officer)  
Dated October 2, 2002

Subscribed and sworn to  
before me this 2<sup>nd</sup> day of  
October, 2002.

Julie H. McMaster  
Notary Public

My Commission Expires: 4/2006

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OCT 02 2002

JULIA H. McMASTER  
Notary Public in the State of New York  
Livingston County 2006  
Commission Expires April 30, 2006