



Contact:
Kevin Murphy
585-218-4210

Pro-Fac Announces Full Quarterly Dividend, Intention to Reduce Future Dividends

Fairport, N.Y., April 3, 2009...Pro-Fac Cooperative, Inc. (“Pro-Fac” or the “Cooperative”) (Nasdaq-CM: PFACP), an agricultural cooperative, today announced a \$0.43 per share dividend, payable April 30, 2009, to shareholders of record of its Class A cumulative preferred stock at the close of business on April 15, 2009.

The Cooperative also announced that future quarterly dividends, beginning with the July 31, 2009 dividend, if declared by its Board of Directors, are expected to be at the rate of \$0.20 per share. The lower \$0.20 rate is expected to continue indefinitely and will preserve approximately \$1.2 million in cash for Pro-Fac on an annual basis.

“The Pro-Fac Board understands the importance of conserving operating funds in order to maintain a viable enterprise,” said General Manager and CEO Stephen R. Wright. “A quarterly dividend of \$0.20 per share represents an annual yield of over 3%, which is still very competitive in today’s market.”

Wright noted that several major companies have announced dividend reductions in recent weeks, but he called attention to one important difference between those reductions and any Pro-Fac adjustment.

“The dividend on Pro-Fac’s Class A preferred stock is *cumulative*,” he stressed. “Any difference between a quarterly dividend payment and the full quarterly preferred dividend of \$0.43 per share must be paid in full before the payment of dividends on any other Pro-Fac equity, and before the redemption of any Pro-Fac equity.”

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ABOUT PRO-FAC:

Pro-Fac Cooperative is an agricultural cooperative that markets crops grown by its member-growers, including fruits (cherries, apples, blueberries, and peaches), vegetables (snap beans, beets, peas, sweet corn, carrots, cabbage, squash, asparagus and potatoes) and popcorn. Only growers of crops marketed through Pro-Fac (or associations of such growers) can become members of Pro-Fac. Pro-Fac’s Class A cumulative preferred stock is listed on the Nasdaq Capital Market under the stock symbol, “PFACP.” More information about Pro-Fac can be found on its web site, www.profaccoop.com.

FORWARD LOOKING STATEMENTS:

This release contains “forward-looking statements” - that is, statements related to future events. The following factors, among others, could cause actual results to differ from those set forth in forward-looking statements: the value of its investment in Birds Eye Holdings, LLC, its principal asset; the availability of cash, capital surplus and future earnings; and the collection of accounts receivable from the sale of crops. Reference is made to Pro-Fac’s filings with the SEC for further discussion of risks and uncertainties regarding its business.



Contact:
Pro-Fac Cooperative, Inc.
(585) 218-4210

**Questions and Answers
Concerning the Change in
Expected Dividend Payments**

1. Why has Pro-Fac decided to reduce dividends, if declared, beginning with the July 31, 2009 dividend?

The dividend policy change represents a more conservative approach toward cash management and cash preservation. Prudent fiscal policies and decisions now should, in the long run, ultimately benefit all the stakeholders in Pro-Fac.

2. Do I have any rights to collect any unpaid dividends?

Dividends on the Cooperative's Class A preferred stock are cumulative. Any dividends which are not paid on the regular quarterly dividend dates cumulate and must be paid in full before the Cooperative can (1) resume paying current dividends on the preferred stock, (2) pay dividends on its lower priority securities (i.e. its common stock or special membership interests), or (3) redeem its preferred stock or any lower priority securities. Whether these cumulative dividends will be paid in the future depends on the future financial situation of the Cooperative and decisions to be made by the Board of Directors.

3. Is Pro-Fac paying dividends on its common stock?

No. The Board of Directors suspended the payment of common stock dividends several years ago.

4. Is the Cooperative guaranteeing it will pay dividends in the future?

No. Future dividends can only be paid if and when declared by the Board of Directors of the Cooperative. The Board considers such dividends each quarter. The decision to declare future dividends or not will be made in advance of each payment based on all the facts and circumstances which exist at the time such declaration is considered. This policy will continue to be in effect.

5. If cumulative dividends are paid in the future, will I receive interest on the amount paid?

No. Under the Cooperative's Certificate of Incorporation, cumulated dividends on Class A cumulative preferred stock do not accrue or receive interest.

6. Have any Pro-Fac directors or management sold preferred stock recently?

No. In November 2005, the Board established a moratorium on directors selling preferred stock. No member of the Board or management has traded in the preferred stock since that date. Prior to that, all trades by directors and executive officers of the Cooperative were reported publicly on SEC Forms 4.

FORWARD-LOOKING STATEMENTS:

The above questions and answers contain "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Such forward-looking statements include, but are not limited to, statements concerning expected future dividend declarations, payments and amounts. These statements are not historical facts or guarantees of the Cooperative's future declaration or payment of dividends, or of the Cooperative's future performance, or of future events or results. There are risks, uncertainties and other factors that could cause the Cooperative's actual actions (including the declaration and payment of dividends) or performance to be materially different, or that could cause actual events or results to be materially different from those expressed or implied by or in such forward-looking statements, including: (1) the value of its investment in Birds Eye Holdings, LLC, its principal asset, (2) the availability of cash, capital surplus and future earnings and (3) the collection of accounts receivable from the sale of crops. Additional information and factors that could cause Pro-Fac's actual actions or performance to be materially different or that could cause actual events or results to be materially different are discussed in Pro-Fac's periodic reports filed with the Securities and Exchange Commission. Forward-looking statements speak only as of the date they are made. The Cooperative undertakes no obligation to publicly update or revise forward-looking information, whether as a result of new, updated information, future events or otherwise.