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06-02-1999

FORM PTO-1694
1-31-92

RECORDATION FOR TRADEMARK



101052390

DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Agripac, Inc.
325 Patterson St. N.W.
Salem, OR 97304

- Individual(s)
- General Partnership
- Corporation-State Oregon
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: April 29, 1999

2. Name and address of receiving party(ies):

Name: Chiquita Processed Foods LLC
Internal Address: _____
Street Address: 150 West First Street
City: New Richmond State: WI ZIP: 54017

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Delaware Limited Liability Corporation

If assignee is not domiciled in the United States, a domestic representative N/A designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

(See attached list of 17 reg. #s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Linda D. Bayliss
Internal Address: 1800 Firststar Tower
Street Address: 425 Walnut Street
City: Cincinnati State: OH ZIP: 45202

6. Total number of applications and registrations involved:

17

7. Total fee (37 CFR 3.41):..... \$ 440.00

- Enclosed
- Authorized to be charged to deposit account

in case of debit/credit

8. Deposit account number:

20-0053

(Attach duplicate copy of this page if paying by deposit account)

06/01/1999 DNGUYEN 00000148 1775351

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 400.00 DP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Linda D. Bayliss,
Paralegal for Taft, Stettinius & Hollister, LLP

Name of Person Signing

Signature

May 11, 1999

TRADEMARK

Date

APPENDIX A

CANNED FOOD FEDERAL REGISTERED TRADEMARKS

MARK	REGISTRATION #	OWNER	STATUS
OREGON'S FINEST	1775351	Agripac	Registered Sec. 8&15 due by 6/8/99
FRUIT PLUS	1546658	Agripac	Registered Renewal 7/4/99
SWEET JUBILEE	1540696	Agripac	Registered Renewal 5/23/99
AGRIPAC THE NORTHWEST'S GROWING NAME FOR YOUR GROWING FUTURE	1201571	Agripac	Registered Renewal DUE 7/13/02
MCKENZIE	0711294	Agripac-Assignee	Registered-Renewed (no renewal date given)
JACK AND THE BEANSTALK	0521870	Agripac-Assignee	Registered-Renewed Renewal 1/2/2000
OREGON'S FINEST	0558118	Agripac-Assignee	Registered-Renewed Supp. Register
WILAMET	0731234	Agripac-Assignee	Registered-Renewed Renewal 5/8/2002
UGENE	0746276	Agripac-Assignee	Registered-Renewed Renewal 3/5/2003
FULY-RYPE	0728899	Agripac-Assignee	Registered-Renewed Renewal 3/30/2002
DIAMOND A	0213344	Agripac-Assignee	Registered-Renewed Renewal 5/25/2006
MARCOLA	0700652	Agripac-Assignee	Registered-Renewed Renewal 7/5/2000
CRESWELL	0700650	Agripac-Assignee	Registered-Renewed Renewal 7/5/2000
OAKRIDGE	0700649	Agripac-Assignee	Registered-Renewed Renewal 7/5/2000
COBURG	0701084	Agripac-Assignee	Registered-Renewed Renewal 7/12/2000
LORRAINE	0700648	Agripac-Assignee	Registered-Renewed Renewal 7/5/2000
DIAMOND A	0722306	Agripac-Assignee	Registered-Renewed Renewal 10/3/2001

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TRADEMARK ASSIGNMENT

WHEREAS, Agripac, Inc., an Oregon cooperative corporation having its principal offices at 325 Patterson Street, N.W., Salem, Oregon 97304 (hereinafter "ASSIGNOR"), has adopted and is using the mark(s) listed on Appendix A attached hereto and made a part hereof; and

WHEREAS, ASSIGNOR is the owner of the marks listed on Appendix A attached hereto; and

WHEREAS, Chiquita Processed Foods LLC, a Delaware limited liability company having its principal offices at 150 West First Street, New Richmond, Wisconsin, 54017 (hereafter "ASSIGNEE"), is desirous of acquiring said trademarks, together with the good will of the business with which said trademarks are used and which is connected with the use of or symbolized by said trademarks, and any and all registrations and applications for registration of said trademarks;

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for and in consideration of good and valuable consideration paid by ASSIGNEE, the receipt and sufficiency of which is hereby acknowledged by said ASSIGNOR pursuant to that certain Asset Purchase Agreement dated April 28, 1999 to which ASSIGNOR and ASSIGNEE are parties, said ASSIGNOR hereby presents, sells, transfers, conveys and assigns unto said ASSIGNEE the entire rights, title and interest in and to said trademarks, all registrations and applications for registration of said trademarks, including, without limitation, those specifically identified on Appendix A attached hereto, the right to recover for past infringement of said trademarks and the

good will of the business in connection with which said trademarks are used and which is symbolized by said trademarks.

AGRIPAC, INC.

Roger A. Hildebrandt

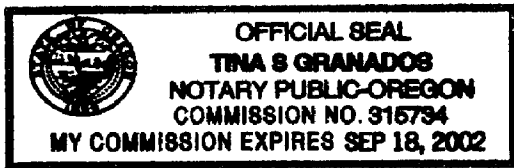
Roger A. Hildebrandt
Chairman of Board of ~~Trustees~~
Directors

Mark W. Gehring

Mark W. Gehring
Secretary

STATE OF OREGON)
) ss
COUNTY OF MULTNOMAH)

On this 29th day of April, 1999, before me personally appeared Roger A. Hildebrandt, the Chairman of the Board of ~~Trustees~~ of Agripac, Inc., and Mark W. Gehring, the Secretary of Agripac, Inc., to me personally known to be the individuals who executed the foregoing Assignment and who acknowledged to me that they executed the same as a free act on behalf of Agripac, Inc. for the purpose herein set forth.



Tina S. Granados
Notary Public

My Commission Expires: 9-18-2002