

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Chiquita Brands, Inc.		01/02/2004	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Chiquita Brands L.L.C.
Street Address:	250 East Fifth Street
City:	Cincinnati
State/Country:	OHIO
Postal Code:	45202
Entity Type:	Limited Liability Company: DELAWARE

**PROPERTY NUMBERS Total: 129**

Property Type	Number	Word Mark
Registration Number:	1391777	CHIQUITA
Registration Number:	2250513	A HEALTHY WAY TO START YOUR DAY
Registration Number:	910452	AMIGO
Registration Number:	1688035	AMIGO
Registration Number:	2341835	AT THE HEART OF A HEALTHY BREAKFAST.
Registration Number:	2681719	BANANEWS
Registration Number:	2174729	BERRY BLAST
Registration Number:	1693443	CALYPSO BREEZE
Registration Number:	1449963	CHICO
Registration Number:	2646913	CHICO
Registration Number:	2309627	CHICO
Registration Number:	2262113	CHILLERS
Registration Number:	2273431	CHILLERS
Registration Number:	670320	CHIQUITA
Registration Number:	711622	CHIQUITA

OP \$3240.00 1391777

Registration Number:	2238638	CHIQUITA
Registration Number:	2422224	CHIQUITA
Registration Number:	2574376	CHIQUITA
Registration Number:	2204365	CHIQUITA
Registration Number:	1391022	CHIQUITA
Registration Number:	1442357	CHIQUITA
Registration Number:	1446707	CHIQUITA
Registration Number:	1478925	CHIQUITA
Registration Number:	1478926	CHIQUITA
Registration Number:	1486124	CHIQUITA
Registration Number:	1906730	CHIQUITA
Registration Number:	853740	CHIQUITA
Registration Number:	2319837	CHIQUITA
Registration Number:	1183170	CHIQUITA
Registration Number:	1711944	CHIQUITA
Registration Number:	1991773	CHIQUITA
Registration Number:	1388476	CHIQUITA
Registration Number:	2240561	CHIQUITA
Registration Number:	2304829	CHIQUITA
Registration Number:	2424101	CHIQUITA
Registration Number:	2589433	CHIQUITA
Registration Number:	1445498	CHIQUITA
Registration Number:	1478924	CHIQUITA
Registration Number:	1486128	CHIQUITA
Registration Number:	1490411	CHIQUITA
Serial Number:	78367515	CHIQUITA
Registration Number:	2294598	CHIQUITA
Registration Number:	1175379	CHIQUITA
Registration Number:	1903716	CHIQUITA
Registration Number:	1991774	CHIQUITA
Registration Number:	2090170	CHIQUITA
Registration Number:	2204386	CHIQUITA
Registration Number:	2179540	CHIQUITA
Registration Number:	1448765	CHIQUITA
Registration Number:	775094	CHIQUITA

Registration Number:	1731439	CHIQUITA
Registration Number:	508492	CHIQUITA BANANA
Registration Number:	765610	CHIQUITA
Registration Number:	1679058	CHIQUITA EXPRESS
Registration Number:	1872763	CHIQUITA FAIR PLAY
Serial Number:	78276075	CHIQUITA FRESH CUT FRUIT
Registration Number:	1741559	CHIQUITA JR
Registration Number:	1797234	CHIQUITA JR.
Registration Number:	2069354	CHIQUITA JR.
Registration Number:	2528220	CHIQUITA KIDS
Serial Number:	78197625	CHIQUITA PERFECTLY FRESH
Serial Number:	78367516	CHIQUITA SOLUCIONES
Registration Number:	2825756	CHIQUITA SOLUTIONS
Serial Number:	78276073	CHIQUITA
Serial Number:	75805840	CHIQUITA. EVERYTHING ELSE IS JUST A BANANA.
Registration Number:	2820213	CHIQUITA. PERFECT FOR LIFE.
Serial Number:	78247437	CHIQUITA. PERFECTA PARA LA VIDA.
Registration Number:	2604594	CHIQUITA. YOUR PRODUCE SOLUTION.
Registration Number:	2615199	CHIQUITASTORE.COM
Registration Number:	2505051	CHIQUITA-TIZE
Registration Number:	2589237	COMIENZA SANAMENTE CON CHIQUITA
Serial Number:	76342985	CONSUL
Serial Number:	76342984	CONSUL
Registration Number:	1861521	
Registration Number:	714807	
Registration Number:	1580381	
Serial Number:	76220726	EARTH'S OWN
Registration Number:	2422048	ENERGIZE. MAXIMIZE. CHIQUITA-TIZE.
Serial Number:	78300981	FLAVOR SAVOR
Serial Number:	78300987	FLAVOR SAVOR
Serial Number:	78300984	FLAVOR SAVOR
Registration Number:	2198522	FREESTYLE FRUIT PUNCH
Registration Number:	1379419	FRUPAC
Registration Number:	1384564	FRUPAC
Registration Number:	1379420	

Serial Number:	76426184	FUNANAS
Registration Number:	1924760	GARDENA
Serial Number:	76418581	GO FOOD
Registration Number:	2421596	GROOVIN' GRAPE
Registration Number:	2143562	INLINE ORANGE
Serial Number:	78146986	JUST-CUT FRESH
Registration Number:	2228299	MARITROP
Registration Number:	221055	MELORIFE
Registration Number:	2309784	MINUTEMAN
Registration Number:	2507921	CHIQUITA
Registration Number:	2278352	
Registration Number:	2680536	
Registration Number:	2513055	ONLY THE BEST. ONLY CHIQUITA. EVERYDAY.
Registration Number:	2595465	ORCHARD WAVE
Registration Number:	2057679	PACIFICO
Registration Number:	2757195	PERFECT FOR LIFE
Serial Number:	78197623	PERFECTLY FRESH
Registration Number:	821371	PETITE 150'S
Registration Number:	1531118	PETITE 150'S
Registration Number:	2518350	PRODUCE E.XPRESS
Registration Number:	2479212	PRODUCE E.XPRESS DELIVERING THE EXPECTED
Registration Number:	2559102	PRODUCE SOLUTIONS
Registration Number:	1682463	QUITE POSSIBLY, THE WORLD'S PERFECT FOOD
Registration Number:	2198521	ROLLIN BLUE RASPBERRY
Registration Number:	1181417	RRR THREE R'S
Registration Number:	2145511	SPORTS BLAST
Registration Number:	2263781	SPORTS BLAST BAR
Registration Number:	2488777	START FRESH WITH CHIQUITA
Registration Number:	2349056	SUMMER FUN CLUB
Registration Number:	2249459	SUMMER FUN CLUB CHIQUITA
Registration Number:	1859255	SUN CLASSICS
Registration Number:	2586342	SUNRISE SPLASH
Registration Number:	1542790	THE FIRST LADY OF FRUIT
Serial Number:	76054097	THE GRAB 'N GO FRUIT
Serial Number:	76247129	THE GRAB 'N GO SNACK

Registration Number:	2748373	THE PERFECT FAST FOOD
Registration Number:	1970372	TROPICAL PARADISE
Registration Number:	2239025	TROPICALS
Registration Number:	2239024	TROPICALS
Registration Number:	1834848	WHEN A LITTLE IS EXACTLY ENOUGH
Registration Number:	2171247	WILD BERRY SPLASH
Registration Number:	1684600	YES! BANANAS
Registration Number:	1684599	YES! BANANAS
Registration Number:	2510902	ALWAYS FRESH. ALWAYS CHIQUITA.

**CORRESPONDENCE DATA**

Fax Number: (513)977-8141

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: (513)977-8685

Email: michael.johns@dinslaw.com

Correspondent Name: Michael D. Johns

Address Line 1: 255 East Fifth Street

Address Line 2: 1900 Chemed Center

Address Line 4: Cincinnati, OHIO 45202

**NAME OF SUBMITTER:**

Michael D. Johns

**Total Attachments: 2**

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**CERTIFICATE OF CONVERSION**

**CONVERTING**

**CHIQUITA BRANDS, INC.**  
(A Delaware Corporation)

**TO**

**CHIQUITA BRANDS L.L.C.**  
(A Delaware Limited Liability Company)

The undersigned hereby certify that:

1. Name of Converting Corporation. The name of the corporation that is converting to a Delaware limited liability company (the "Converting Corporation") immediately prior to the filing of this Certificate of Conversion was "Chiquita Brands, Inc."

2. Date and Jurisdiction of Organization of Converting Corporation. The date on which, and the jurisdiction where, the Converting Corporation was organized are as follows:

<u>Date</u>	<u>Jurisdiction</u>
December 19, 1986	Delaware

3. Name of Converted Limited Liability Company. The name of the Delaware limited liability company to which the Converting Corporation has been converted (the "Company") and the name set forth in the Certificate of Formation of the Company filed in accordance with Section 18-214(b) of the Delaware Limited Liability Company Act is "Chiquita Brands L.L.C."

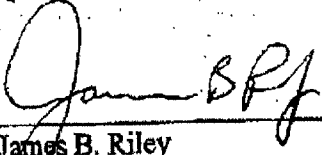
4. Approval of Conversion. The conversion of the Converting Corporation to the Company has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware and Section 18-214 of the Delaware Limited Liability Company Act.

5. Effective Time. This Certificate shall be effective at 12:01 a.m. on January 2, 2004.

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Conversion effective as of January 2, 2004.

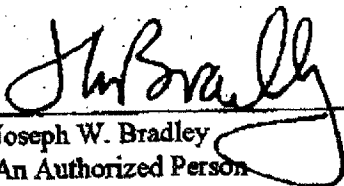
CHIQUITA BRANDS, INC.

Dated: December 9, 2003

By:   
James B. Riley  
Senior Vice President and Chief  
Financial Officer

CHIQUITA BRANDS L.L.C.

Dated: December 9, 2003

By:   
Joseph W. Bradley  
An Authorized Person

TRADEMARK