

Form PTO-1594
(rev 06/04)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U. S. Department of Commerce
Patent and Trademark Office

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below:

1. Name of conveying party(ies)/Execution Date(s):

Performance Food Group Company
12500 West Creek Parkway
Richmond, VA 23238

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

Citizenship Tennessee
Execution Date(s) June 28, 2005

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

3. Nature of conveyance:

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

2. Name and Address of receiving party(ies)

Additional name(s) & address(es) attached? Yes No

Name: Fresh Express, Inc.

Internal Address: _____

Street Address: 1020 Merrill Street

City: Salinas

State: California

Country: USA

Zip: 93901

- Association – Citizenship
- General Partnership – Citizenship
- Limited Partnership – Citizenship
- Corporation – Citizenship Delaware
- Other
- Citizenship

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No.

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

A. Trademark Application No(s).

B. Trademark Registration No(s).

2155832

Additional numbers attached? Yes No

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

Kristy H. Hong, Esq.
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036
Tel: (212) 735-3866
Fax: (917) 777-3866
krhong@skadden.com

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 1.21(h) and 3.41) \$40

All fees and any deficiencies are authorized to be charged to Deposit Account
(Our Ref. 050210/6)

8. Payment Information

Deposit Account No. 19-2385

Authorized user Name: Philip H. Bartels

9. Signature.


Signature
Kristy Hong

July 1, 2005

Date

Name of Person Signing

Total number of pages including cover sheet, and documents:

9

CH \$40.00 192385 2155832

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is entered into by Performance Food Group Company, a Tennessee corporation ("Assignor"), in favor of Fresh Express Incorporated, a Delaware corporation ("Assignee"), effective as of June 28, 2005.

RECITALS

A. Assignor is the owner of the trademark FRESH ADVANTAGE, Reg. No. 2,155,832, registered with the United States Patent and Trademark Office on May 5, 1998 (the "Mark", a copy of the Trademark Electronic Search System record for the Mark is attached hereto as Exhibit A).

B. Assignor desires to assign all of its rights, title and interest in and to the Mark and all goodwill associated therewith to Assignee.

C. Assignor and Chiquita Brands International Inc., a New Jersey corporation ("Purchaser"), are parties to that certain Stock Purchase Agreement, dated as of February 22, 2005 (the "Agreement"), pursuant to which, among other things, Assignor has agreed to sell to Assignee, and Assignee has agreed to purchase from Assignor, all of the issued and outstanding shares of the Companies (as defined in the Agreement), including Assignee.

NOW, THEREFORE, in consideration of the premises and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

1. Assignment. Assignor hereby assigns and transfers to Assignee, its successors, assigns and legal representatives, the entire, full and exclusive rights, title and interest in and to the Mark, together with the goodwill of the business symbolized by the Mark and any applications and/or registrations therefor, and the right (but not the obligation) to assert the Mark and to collect for all past, present and future infringements, and claims for damages and the proceeds thereof, including, without limitation, license royalties and proceeds of infringement suits and all rights corresponding thereto throughout the world by reason of any past and future acts of infringement that have occurred or may occur.

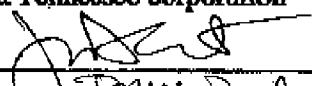
2. Additional Documentation. Upon Assignee's request, Assignor shall execute and deliver such additional instruments of assignment as may be necessary to establish Assignee's record of ownership of the Mark.

(Next Page is Signature Page)

IN WITNESS WHEREOF, the undersigned have duly executed and delivered this Assignment as of the day and year first written above.

ASSIGNOR:

PERFORMANCE FOOD GROUP COMPANY,
a Tennessee corporation

By: 
Name: JOHN D. AUSTIN
Title: SVP & CFO

ASSIGNEE:

FRESH EXPRESS INCORPORATED,
a Delaware corporation

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the undersigned have duly executed and delivered this document as of the day and year first written above.

ASSIGNOR:

PERFORMANCE FOOD GROUP COMPANY,
a Tennessee corporation

By: _____

Name: _____

Title: _____

ASSIGNEE:

FRESH EXPRESS INCORPORATED,
a Delaware corporation

By: Jeffrey V. Turner

Name: Jeffrey V. Turner

Title: Vice President

COMMONWEALTH OF VIRGINIA)
Albemarle) SS.
COUNTY OF GOOCHLAND)

I, a notary public, in and for the county and state aforesaid, do hereby certify that John D. Austin, personally known to me to be the Chief Financial Officer of Performance Food Group Company, a Tennessee corporation, appeared before me this day in person and acknowledged that he signed the above and foregoing instrument as his free and voluntary act and as the free and voluntary act of said corporation pursuant to authority granted to him by the board of directors of said corporation for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this *27* day of June, 2005.

Carol H. Minter
Notary Public

My commission expires: *12/31/05*