

04-12-1999

ER SHEET



ONLY

To the Honorable Commissioner

the attached original documents or copy thereof.

1. Name of conveying party(ies): 101005999

Name and address of receiving party(ies):

Owatonna Canning Company, LLC

Name: Chiquita Processed Foods, LLC

CORPORATION

Internal Address: _____

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

Street Address: 150 West First Street

City: New Richmond State: WI ZIP: 54017

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

Individual(s) citizenship _____

3. Nature of conveyance:

Association _____

- Assignment
- Security Agreement
- Other Certificate of Amendment of Certificate of Formation of Owatonna Canning Company, LLC
- Merger
- Change of Name

General Partnership _____

Limited Partnership _____

Corporation-State Delaware

Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be separate document from Assignment)

Execution Date: December 31, 1998

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 Schedule A

Additional numbers attached? Yes No

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

6. Total number of applications and registrations involved: 31

Name: Louis K. Ebling

7. Total fee (37 CFR 3.41). \$ 790.00

Internal Address: FROST & JACOBS LLP

Enclosed

Authorized to be charged to deposit account

Street Address: 2500 PNC Center
201 East Fifth Street

8. Deposit Account Number:

06-2226

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

City: Cincinnati State: OH ZIP: 45202

DO NOT USE THIS SPACE

04 09/1999 DNGUYEN 00000291 1658329
01 FC:481 40.00 DP
02 FC:482 750.00 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.

Louis K. Ebling

3/25/99

Name of Person Signing

Signature

Date

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to:
Commissioner of Patents and Trademarks,

Total number of pages including cover sheet, attachments and document: 5

Washington, D.C. 20231 on the date indicated below:

Gregory K. Bode
Date: 3/25/99

SCHEDULE A

Trademark	Registration No.	Registration Date	Registrant
CIMMARON	1,658,329	9/24/91	American Fine Foods, Inc.
WALLA WALLA (Stylized)	504,116	11/23/48	American Fine Foods, Inc.
WALLA WALLA VALLEY & Design	553,320	1/15/52	American Fine Foods, Inc.
AFF (Stylized)	1,628,648	12/18/90	American Fine Foods, Inc.
BITS O'HONEY	1,175,370	10/27/81	American Fine Foods, Inc.
ROGERS BITS O'HONEY	663,873	7/1/58	American Fine Foods, Inc.
TOM THUMB & Design	741,668	12/4/62	American Fine Foods, Inc.
WHOPPER	659,896	3/25/58	American Fine Foods, Inc.
FRESH BRAND FLAVOR (Stylized)	1,191,918	3/9/82	American Fine Foods, Inc.
SUN VALLEY LODGE	351,303	10/26/37	American Fine Foods, Inc.
GREEN VALLEY	523,565	4/4/50	Friday Canning Corporation
VEGGI-GREEN	2,101,724	9/30/97	Friday Canning Corporation
TENDERSWEET	535,148	12/26/50	Owatonna Canning Company, LLC
FESTAL	1,572,191	12/19/89	Owatonna Canning Company, LLC
OWATONNA	1,720,496	9/29/92	Owatonna Canning Company, LLC
OWATONNA (Stylized)	544,846	7/10/51	Owatonna Canning Company, LLC
STEELE COUNTY	1,710,235	8/25/92	Owatonna Canning Company, LLC
READ	957,937	4/24/73	Princeville Canning Company
CHEF'S BEST	657,227	1/14/50	Stokely USA, Inc.
CHEF'S BEST	616,936	11/29/55	Stokely USA, Inc.
NEWPORT	1,474,332	1/26/88	Stokely USA, Inc.
SCHOOL DAYS	1,473,362	1/19/88	Stokely USA, Inc.
OCONOMOWOC	1,265,174	1/24/84	Stokely USA, Inc.
BUDDIE	355,649	3/22/38	Stokely USA, Inc.
OUR FAVORITE	1,511,104	11/1/88	Stokely USA, Inc.
SHELLIE	509,866	5/17/47	Stokely USA, Inc.

SCHEDULE A

STOKELY'S FINEST & Design	277,037	11/4/30	Stokely USA, Inc.
STOKELY'S	994,422	10/1/74	Stokely USA, Inc.
STOKELY'S FINEST	999,795	12/17/74	Stokely USA, Inc.
STOKELY'S TRADITIONAL	1,545,489	6/27/89	Stokely USA, Inc.
STOKELY'S GOLD	1,970,569	4/23/96	Stokely USA, Inc.

625641.01

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "OWATONNA CANNING COMPANY, LLC", CHANGING ITS NAME FROM "OWATONNA CANNING COMPANY, LLC" TO "CHIQUITA PROCESSED FOODS, L.L.C.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 11:59 O'CLOCK P.M.



A handwritten signature in black ink, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2790695 8100

981510260

AUTHENTICATION:

9499719

DATE:

01-04-99

TRADEMARK

REEL: 1880 FRAME: 0650

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF FORMATION
OF
OWATONNA CANNING COMPANY, LLC**

THIS AMENDMENT to the Certificate of Formation (the "Certificate") of Owatonna Canning Company, LLC, a Delaware limited liability company (the "Company"), is being executed as of December 31, 1998, for the purpose of amending the terms of the Certificate, as originally filed in the Office of the Secretary of State of the State of Delaware on August 28, 1997, to reflect a change in the name of the Company.

NOW, THEREFORE, the undersigned does hereby certify as follows:

1. The Certificate is hereby amended by deleting paragraph 1 in its entirety and inserting in lieu thereof the following new paragraph 1.

"1. The name of the limited liability company is

Chiquita Processed Foods, L.L.C."

2. This certificate of amendment will be effective on December 31, 1998, at 11:59 p.m. (eastern time zone) immediately following the merger of American Fine Foods, Inc., into Owatonna Canning Company, LLC.

3. Except as amended pursuant to the foregoing paragraph, the Certificate is hereby ratified and confirmed in all respects.

IN WITNESS WHEREOF, the undersigned, being an authorized person, has duly executed this Certificate as of the day and year first above written.



**Robert W. Olson
An Authorized Person**

101400

*STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:59 PM 12/31/1998
981510260 - 2790695*