



101820838

To the Honorable Commissione

ne attached original documents or copy thereof.

1. Name of conveying party(ies):  
 Owatonna Canning Company, LLC  
 Individual(s)       Association  
 General Partnership       Limited  
 Corporation-State Partnership  
 Other: Delaware LLC  
 Additional name(s) of conveying party(ies) attached?  
 Yes     No  
 3. Nature of conveyance: 08/16/01  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other  
 Execution Date: 12/31/98

2. Name and address of receiving party(ies):  
 Name: Chiquita Processed Foods, L.L.C.  
 Internal Address:  
 Street Address: 840 Bakke Street  
 City: DeForest State: WI Zip: 53532  
 Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State  
 Other Delaware LLC  
 If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations must be a separate document from Assignment) Additional names(s) & address(es) attached?  
 Yes  No

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
 75/641,452  
 Additional numbers attached?

B. Trademark registration No.(s)  
 1,052,525  
 847,413  
 Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Nicholas A. Kees  
Godfrey & Kahn, S.C.  
 Internal Address:  
 Street Address: 780 N. Water Street  
 City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved:.....[3]  
 7. Total fee (37 CFR 3.41): .....\$ 90.00  
 Enclosed  
 Authorized to be charged to deposit account for any deficiencies  
 8. Deposit account number: 07-1509  
 (Attach duplicate copy of this page if paying by deposit account)

08/22/2001 TDI A21 00000194 75641452  
 01 FC:481 40.00 OP  
 02 FC:482 50.00 OP

DO NOT USE THIS SPACE

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.*  
Nicholas A. Kees      Nicholas A. Kees      8/16/01  
 Name of Person Signing      Signature      Date  
 Total Number of pages, including cover sheet and attachments: [2]

**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.

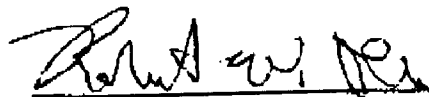
"1. The name of the limited liability company is

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

RECORDED: 08/16/2001

TRADEMARK  
REEL: 002353 FRAME: 0777