

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

In re CHIQUITA BRANDS)	No: 08-md-01916-KAM
INTERNATIONAL, INC., ALIEN TORT)	
STATUTE AND SHAREHOLDERS)	
DERIVATIVE LITIGATION)	
)	
<hr/>)	
CITY OF PHILADELPHIA PUBLIC)	Civil Action No. 1:07-cv-00851 (S.D. Ohio)
EMPLOYEES RETIREMENT SYSTEM,)	
Derivatively On Behalf of CHIQUITA)	
BRAND INTERNATIONAL, INC.,)	
)	
Plaintiff,)	
)	
vs.)	
)	
FERNANDO AGUIRRE, et al.,)	
)	
Defendants,)	
)	
– and –)	
)	
CHIQUITA BRANDS INTERNATIONAL,)	
INC.,)	
)	
Nominal Defendant.)	
)	
<hr/>)	

[Caption continued on following page.]

[PROPOSED] PRE-TRIAL ORDER NO. 1 CONSOLIDATING RELATED SHAREHOLDER
DERIVATIVE ACTIONS, ESTABLISHING A BRIEFING SCHEDULE AND A
LEADERSHIP STRUCTURE

SHEET METAL WORKERS LOCAL #218(S)) Civil Action No. 1:07-cv-01957 (D.D.C.)
PENSION FUND, Derivatively On Behalf of)
CHIQUITA BRANDS INTERNATIONAL,)
INC.,)
))
Plaintiff,)
))
vs.)
))
RODERICK M. HILLS, et al.,)
))
Defendants,)
))
– and –)
))
CHIQUITA BRANDS INTERNATIONAL,)
INC., a New Jersey corporation,)
))
Nominal Defendant.)

HENRY TAYLOR, Derivatively On Behalf of) Civil Action No. 3:07-cv-06002 (D.N.J.)
Nominal Defendant CHIQUITA BRANDS)
INTERNATIONAL, INC.,)
))
Plaintiff,)
))
vs.)
))
FERNANDO AGUIRRE, et al.,)
))
Defendants,)
))
– and –)
))
CHIQUITA BRANDS INTERNATIONAL,)
INC.,)
))
Nominal Defendant.)

[Caption continued on following page.]

HAWAII ANNUITY TRUST FUND FOR) Civil Action No. 1:08-cv-00081-PLF (D.D.C.)
OPERATING ENGINEERS, Derivatively On)
Behalf of CHIQUITA BRANDS)
INTERNATIONAL, INC.,)
)
Plaintiff,)
)
vs.)
)
RODERICK M. HILLS, et al.,)
)
Defendants,)
)
- and -)
)
CHIQUITA BRANDS INTERNATIONAL,)
INC., a New Jersey corporation,)
)
Nominal Defendant.)
)
_____)

Having considered the City of Philadelphia Public Employees Retirement Systems', Sheet Metal Workers' Local #218(S) Pension Fund's and Hawaii Annuity Trust Fund for Operating Engineers' (the "Pension Fund Plaintiffs") joint Motion to Consolidate Related Shareholder Derivative Actions and Establish a Leadership Structure and good cause appearing, the Court ORDERS as follows:

1. Pursuant to Fed. R. Civ. P. 42 and 28 U.S.C. §1404, *City of Philadelphia Public Employees Retirement System v. Chiquita Brands Int'l, Inc., et al.*, S.D. Oh. No. 07cv00851, filed 10/18/07; *Sheet Metal Workers Local #218(s) Pension Fund v. Chiquita Brands Int'l, Inc., et al.*, D.D.C. No. 07cv01957, filed 10/31/07; *Taylor v. Chiquita Brands Int'l, Inc., et al.*, D.N.J. No. 07cv06002, filed 12/17/07; and *Hawaii Annuity Trust Fund for Operating Engineers v. Chiquita Brands Int'l, Inc., et al.*, D.D.C. No. 08cv00081, filed 1/15/08, and all other shareholder derivative actions commenced on behalf of Chiquita Brands International, Inc. ("Chiquita") that relate to the same subject matter and are subsequently filed in or transferred to this District, are hereby consolidated for all purposes into a single action (the "Consolidated Derivative Action").

2. The Consolidated Derivative Action shall be maintained in one Master File under Master Docket No. No: 08-md-01916-KAM. The Clerk shall file all pleadings in the Master File and note such filings on the Master Docket.

3. An original of this Order shall be filed by the Clerk in the Master File.

4. The Clerk shall mail a copy of this Order to counsel of record in the Consolidated Derivative Action.

5. Every pleading subsequently filed in the Consolidated Derivative Action after entry of this Order shall have the following caption:

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

In re CHIQUITA BRANDS INTERNATIONAL,) No: 08-md-01916-KAM
INC., ALIEN TORT STATUTE AND)
SHAREHOLDERS DERIVATIVE LITIGATION)
)
This Document Relates To:)
THE CONSOLIDATED SHAREHOLDER)
DERIVATIVE ACTION)
_____)

6. This Court requests the assistance of counsel in calling to the attention of the Clerk of this Court, the filing or transfer of any case that might properly be consolidated as part of the Consolidated Derivative Action.

7. When a case that arises out of the same subject matter of the Consolidated Derivative Action is hereinafter filed in this Court or transferred from another Court, the Clerk of this Court shall:

- (a) File a copy of this Order in the separate file for such action;
- (b) Mail a copy of this Order to the attorneys for the plaintiff(s) in the newly-filed or transferred case and to any new defendant(s) in the newly-filed or transferred case; and
- (c) Make the appropriate entry in the Master Docket for the Consolidated Derivative Action.

8. Each new shareholder derivative action that arises out of the subject matter of the Consolidated Derivative Action which is filed in this Court or transferred to this Court, shall be consolidated with the Consolidated Derivative Action and this Order shall apply thereto, unless a party objects to consolidation, as provided for herein, or any provision of this Order, within 10 days after the date upon which a copy of this Order is served on counsel for such party, by filing an

application for relief and this Court deems it appropriate to grant such application. Nothing in the foregoing shall be construed as a waiver of the defendants' right to object to consolidation of any subsequently filed or transferred related shareholder derivative action.

9. The Pension Fund Plaintiffs' selection of Cohen, Placitella & Roth, P.C. and Coughlin Stoia Geller Rudman & Robbins LLP as Co-Lead Derivative Counsel in the Consolidated Derivative Action is hereby approved. The Pension Fund Plaintiffs' Co-Lead Derivative Counsel shall have the authority to speak for derivative plaintiffs in all matters regarding pre-trial procedure, trial and settlement negotiations and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

10. Co-Lead Derivative Counsel shall be responsible for coordinating all activities and appearances on behalf of derivative plaintiffs and for the dissemination of notices and orders of the Court. No motion, request for discovery, or other pre-trial or trial proceedings shall be initiated or filed by any derivative plaintiffs except through Co-Lead Derivative Counsel.

11. Co-Lead Derivative Counsel also shall be available and responsible for communications to and from the Court, including distributing orders and other directions from the Court to counsel. Plaintiffs' Co-Lead Derivative Counsel shall be responsible for creating and maintaining a master service list of all parties and their respective counsel.

12. Defendants' counsel may rely upon all agreements made with Co-Lead Derivative Counsel, or other duly authorized representative of Co-Lead Derivative Counsel, and such agreements shall be binding on plaintiffs.

13. Derivative Plaintiffs shall have 30 days from the entry of this Order to file and serve a Consolidated Complaint which will supersede all existing complaints. Defendants need not respond

to any of the pre-existing derivative complaints. Service, pursuant to Rule 4 of the Federal Rules of Civil Procedure, of any of the pre-existing complaints on any of the derivative defendants, or their counsel, shall constitute sufficient service on that defendant. Service of the case shall be effected with respect to any defendant named in any of the consolidated derivative actions by serving the Consolidated Complaint on that defendant's counsel.

14. Each derivative defendant shall answer or otherwise respond to the Consolidated Complaint no later than 30 days from the date of service of the Consolidated Complaint. In the event that defendants file and serve any motion directed at the Consolidated Complaint, plaintiffs shall file and serve their opposition within 30 days after the service of defendants' motion. If defendants file and serve a reply, they will do so within 15 days after service of plaintiffs' opposition. Counsel will confer with the Court to select a hearing date.

15. While the MDL Panel ordered these four shareholder derivative cases transferred to and centralized in this District with the ATS cases, in recognition of their limited relatedness with the ATS cases and the MDL Panel's express limitation on the duration of centralization, the Consolidated Derivative Action shall proceed on a separate discovery track from the ATS cases and shall be promptly transferred to the Southern District of Ohio for the remainder of pretrial procedures and for trial upon a finding by this Court that coordination with the ATS cases is no longer efficient or necessary.

IT IS SO ORDERED.

DATED: _____

THE HONORABLE KENNETH H. MARRA
UNITED STATES DISTRICT JUDGE

Submitted by:

COHEN, PLACITELLA & ROTH, P.C.
STEWART L. COHEN
HARRY M. ROTH
Two Commerce Square, Suite 2900
2001 Market Street
Philadelphia, PA 19103
Telephone: 215/567-3500
215/567-6019 (fax)

RIGRODSKY & LONG, P.A.
SETH D. RIGRODSKY
BRIAN D. LONG
919 North Market Street, Suite 980
Wilmington, DE 19801
Telephone: 302/295-5310
302/654-7530 (fax)

CUNEO GILBERT & LaDUCA, L.L.P.
JONATHAN W. CUNEO
MICHAEL G. LENETT
507 C Street, N.E.
Washington, DC 20002
Telephone: 202/789-3960
202/789-1813 (fax)

CAVANAGH & O'HARA
WILLIAM K. CAVANAGH, JR.
State Bar No. 03123235
407 East Adams Street
Springfield, IL 62701
Telephone: 217/544-1771
217/544-9894 (fax)

COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
PAUL J. GELLER
Florida Bar No. 984795
pgeller@csgrr.com
DAVID J. GEORGE
Florida Bar No. 0898570
dgeorge@csgrr.com
120 East Palmetto Park Road, Suite 500
Boca Raton, FL 33432
Telephone: 561/750-3000
561/750-3364 (fax)

COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
PATRICK J. COUGHLIN
ARTHUR C. LEAHY
AMBER L. ECK
MARY K. BLASY
655 West Broadway, Suite 1900
San Diego, CA 92101
Telephone: 619/231-1058
619/231-7423 (fax)

THE LAW OFFICE OF ROGER M.
ADELMAN
ROGER M. ADELMAN
1100 Connecticut Ave., NW, Suite 730
Washington, DC 20036
Telephone: 202/822-0600
202/822-6722 (fax)

THE PIERCE LAW GROUP
JOHN P. PIERCE
4641 Montgomery Avenue, Suite 500
Bethesda, MD 20814
Telephone: 301/657-4433
301/657-1433 (fax)

Attorneys for Plaintiffs

C:\Program Files\DocsCorp\pdfDocs PDF\users\DianaH\Import\ORD00049562.doc

CERTIFICATE OF SERVICE

I hereby certify that on March 3, 2008, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I have mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice List.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on March 3, 2008.

s/ Mary K. Blasy

MARY K. BLASY

COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
655 West Broadway, Suite 1900
San Diego, CA 92101-3301
Telephone: 619/231-1058
619/231-7423 (fax)

E-mail: maryb@csgrr.com

Mailing Information for a Case 0:08-md-01916-KAM

Electronic Mail Notice List

The following are those who are currently on the list to receive e-mail notices for this case.

- **James M. Garland**
jgarland@cov.com
- **John E. Hall**
jhall@cov.com
- **Eric H. Holder, Jr**
eholder@cov.com
- **Cristopher Stephen Rapp**
csrapp@jones-foster.com
- **Sidney Alton Stubbs, Jr**
sstubbs@jones-foster.com mkieta@jones-foster.com
- **William J. Wichmann**
wjw@conradscherer.com
- **Robert William Wilkins**
rwilkins@jones-foster.com csrapp@jones-foster.com

Manual Notice List

The following is the list of parties who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

- (No manual recipients)

CHIQUITA DERIVATIVE

Service List - 3/3/2008 (07-0235)

Page 1 of 2

Counsel For Defendant(s)

Robert S. Litt
Arnold & Porter LLP
555 Twelfth Street, N.W.
Washington, DC 20004-1206
202/942-5000
202/942-5999(Fax)

Jonathan M. Sperling
Jessica A. Clarke
Covington & Burling LLP
620 Eighth Avenue
New York, NY 10018
212/841-1000
212/841-1010(Fax)

Eric H. Holder, Jr.
Jenny R. Mosier
Covington & Burling LLP
1201 Pennsylvania Avenue, N.W.
Washington, DC 20004
202/662-6000
202/662-6291(Fax)

Jeffrey B. Maletta
Kirkpatrick & Lockhart Preston Gates Ellis LLP
1601 K Street, N.W.
Washington, DC 20006
202/778-9000
202/778-9100(Fax)

Robert M. Stern
O'Melveny & Myers LLP
1625 Eye Street, N.W.
Washington, DC 20006-4001
202/383-5300
202/383-5414(Fax)

Sean Mack
Pashman Stein
21 Main Street, First Floor
Court Plaza South
Hackensack, NJ 07601
201/488-8200
201/488-5556(Fax)

Michael Connolly
Thelen Reid Brown Raysman & Steiner LLP
200 Campus Drive, Suite 210
Florham Park, NJ 07932
973/660-4400
973/660-4401(Fax)

Eli R. Mattioli
Thelen Reid Brown Raysman & Steiner LLP
875 Third Avenue, 10th Floor
New York, NY 10022
212/603-6748
212/603-2001(Fax)

CHIQUITA DERIVATIVE

Service List - 3/3/2008 (07-0235)

Page 2 of 2

Counsel For Plaintiff(s)

Peter S. Pearlman
Barry A. Knopf
Cohn Lifland Pearlman Herrmann & Knopf LLP
Park 80 Plaza West-One
Saddle Brook, NJ 07663
201/845-9600
201/845-9423(Fax)

Arthur C. Leahy
Amber L. Eck
Mary K. Blasy
Coughlin Stoia Geller Rudman & Robbins LLP
655 West Broadway, Suite 1900
San Diego, CA 92101
619/231-1058
619/231-7423(Fax)