

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
No. 08-01916-MD-MARRA/JOHNSON

IN RE: CHIQUITA BRANDS
INTERNATIONAL, INC., ALIEN TORT
STATUTE AND SHAREHOLDER
DERIVATIVE LITIGATION

This Document Relates To:

DERIVATIVE ACTIONS.

FINAL JUDGMENT AND ORDER OF DISMISSAL

This matter came before the Court for hearing pursuant to an Order of this Court, dated August 5, 2010, on the application of the Settling Parties for approval of the settlement set forth in the Stipulation and Agreement of Settlement dated April 19, 2010 (the “Stipulation”). Due and adequate notice of the Settlement having been given as required in said Order, and the Court having considered all papers filed and proceedings held herein and otherwise being fully informed and good cause appearing therefore, IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. This Judgment incorporates by reference the definitions in the Stipulation, and all terms used herein shall have the same meanings set forth in the Stipulation.

2. This Court has jurisdiction over the subject matter of the Derivative Litigation and over all parties to the Settlement, including Chiquita Brands International, Inc. (“Chiquita” or the “Company”) and the Individual Defendants.

3. Pursuant to Rule 23.1 of the Federal Rules of Civil Procedure, this Court hereby approves the Settlement set forth in the Stipulation and finds that said Settlement is, in all respects, fair, reasonable and adequate to, and in the best interests of, Chiquita and all shareholders of Chiquita. This Court further finds the Settlement set forth in the Stipulation is the result of arm’s-length negotiations between experienced counsel representing the interests of the Plaintiffs and the Special Litigation Committee of the Chiquita Board of Directors. Accordingly, the Settlement embodied in the Stipulation is hereby approved in all respects and shall be consummated in accordance with its terms and provisions. The Settling Parties are hereby directed to perform the terms of the Stipulation.

4. Upon the Effective Date, Plaintiffs, Chiquita, and all Chiquita Shareholders shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever released,

relinquished and discharged all Released Claims against the Released Persons (including Unknown Claims).

5. Plaintiffs, Chiquita, and all Chiquita Shareholders, are hereby forever restrained and enjoined from prosecuting, pursuing, or litigating any of the Released Claims against any of the Released Persons in this or any other forum (including Unknown Claims).

6. Upon the Effective Date hereof, each of the Released Persons shall be deemed to have, and by operation of this Judgment shall have, fully, finally, and forever released, relinquished and discharged Plaintiffs and Plaintiffs' counsel from all claims (including Unknown Claims), arising out of, relating to, or in connection with the institution, prosecution, assertion, settlement or resolution of the Derivative Litigation or the Released Claims except for obligations imposed by the Stipulation in connection with the Settlement.

7. All claims asserted in the Derivative Litigation are hereby dismissed with prejudice.

8. The distribution of the Notice of Proposed Settlement and the publication of the Summary Notice as provided for in the Order Preliminarily Approving Derivative Settlement and Providing for Notice constituted the best notice practicable under the circumstances. Said notices provided the best notice practicable under the circumstances of those proceedings and of the matters set forth therein, including the proposed Settlement set forth in the Stipulation, to all Persons entitled to such notice, and said notices fully satisfied the requirements of Federal Rule of Civil Procedure 23.1, the requirements of due process, and any other applicable law.

9. Neither the Stipulation nor the Settlement contained therein (nor the Exhibits thereto, including but not limited to the Governance and Compliance Changes attached as Exhibit C thereto), nor any act performed or document executed pursuant to or in furtherance of the Stipulation or the

Settlement: (a) are or may be deemed to be or may be used as an admission of, or evidence of, the validity of any Released Claim, or of any wrongdoing or liability of the Released Persons or Chiquita; or (b) is or may be deemed to be or may be used as an admission of, or evidence of, any fault or omission of any of the Released Persons or Chiquita in any civil, criminal or administrative proceeding in any court, administrative agency or other tribunal. The Released Persons may file the Stipulation and/or Judgment in any action that may be brought against them in order to support a defense or counterclaim based on principles of *res judicata*, collateral estoppel, release, good faith settlement, judgment bar or reduction or any theory of claim preclusion or issue preclusion or similar defense or counterclaim.


10. Without affecting the finality of this Judgment in any way, this Court hereby retains continuing jurisdiction over: (a) implementation of this Settlement; (b) all parties hereto for the purpose of construing, enforcing and administering the Stipulation; and (c) any other matter related or ancillary thereto.

11. The Court finds that during the course of the Derivative Litigation, the Settling Parties and their respective counsel at all times complied with the requirements of Federal Rule of Civil Procedure 11, as well as similar provisions of Florida, Ohio, and New Jersey law.

12. In the event that the Settlement does not become effective in accordance with the terms of the Stipulation or the Effective Date does not occur, then this Judgment shall be rendered null and void to the extent provided by and in accordance with the Stipulation and shall be vacated and, in such event, all orders entered and releases delivered in connection herewith shall be null and void to the extent provided by and in accordance with the Stipulation.

13. The Clerk shall **CLOSE** the individual derivative actions (case nos. 08-20767, 08-80463, 08-80466, and 08-80467). Any pending motions in case nos. 08-20767, 08-80463, 08-80466, and 08-80467 are **DENIED AS MOOT**.

DONE AND ORDERED in Chambers at West Palm Beach, Palm Beach County, Florida,
this 15th day of October, 2010.



KENNETH A. MARRA
United States District Judge

Copies to:
Counsel of record