

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

CASE 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.

**JOINT MOTION FOR AN ORDER SETTING DISCOVERY AND BRIEFING
SCHEDULE ON THE SPECIAL LITIGATION COMMITTEE'S MOTION TO DISMISS**

Plaintiffs in this multi-district Derivative Action (“the Derivative Action”) and the Special Litigation Committee of the Board of Directors of Chiquita Brands International, Inc. (“SLC”), by their counsel hereby file their Joint Motion for an Order Setting Discovery and Briefing Schedule on the SLC’s Motion to Dismiss and state the following:

1. On February 25, 2009, the SLC filed its report investigating plaintiffs’ claims alleged in this action and, in the exercise of its business judgment under New Jersey law, concluded that such claims should be dismissed (the “SLC Report”).
2. Concurrent with the filing of the SLC Report, the SLC also moved to dismiss the Derivative Action.
3. The SLC and the parties have met and conferred about a briefing and discovery schedule for the motion to dismiss, and have agreed to the following schedule:

- a. Plaintiffs and the SLC shall serve discovery requests on or before March 31, 2009.
 - b. Any responses or objections to, and/or productions of such discovery, shall be served on or before April 30, 2009.
 - c. Any motions to compel discovery shall be filed and served no later than May 31, 2009 and shall be briefed and heard in accordance with the Local Rules of this Court.
 - d. Plaintiffs shall file and serve their opposition to the SLC's motion to dismiss no later than 45 days after receiving discovery pursuant to paragraph b above, or, in the event there are any motions to compel discovery filed pursuant to paragraph c above, either: (a) 45 days after the Court denies the motion(s) to compel; or (b) 45 days after receiving discovery the Court compels.
 - e. The SLC shall file and serve any reply to its motion to dismiss within 45 days after plaintiffs' opposition is filed and served.
 - f. The Court shall set a hearing on the motion to dismiss at its convenience.
4. By agreeing to this motion, no party to the Derivative Action waives any rights with respect to discovery, including rights to object to any and all discovery requests on any ground.
 5. The defendants in the Derivative Action do not oppose this motion.

WHEREFORE, plaintiffs in the Derivative Action and the SLC respectfully request an Order Setting Discovery and Briefing Schedule on the SLC's Motion to Dismiss, adopting the above-mentioned proposed deadlines.

DATED: March 11, 2009

COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
PATRICK J. COUGHLIN
ARTHUR C. LEAHY
SAMANTHA A. SMITH
JULIE A. KEARNS
Attorneys for Plaintiff
655 West Broadway, Suite 1900
San Diego, CA 92101
Telephone: 619/231-1058
Fax: 619/231-7423

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

COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
Attorneys for Plaintiff
120 East Palmetto Park Road, Suite 500
Boca Raton, FL 33432
Telephone: 561/750-3000
Fax: 561/750-3364

s/David J. George

PAUL J. GELLER

Florida Bar No. 984795

pgeller@csgrr.com

DAVID J. GEORGE

Florida Bar No. 0898570

dgeorge@csgrr.com

WILLIAM G. MCGUINNESS
MICHAEL R. BROMWICH
DAVID B. HENNES
RACHEL L. BRAUNSTEIN
DIANNA W. LAMB
FRIED, FRANK, HARRIS, SHRIVER &
JACOBSON, LLP
*Attorneys for the Special Litigation Committee of
Chiquita Brands International, Inc.*
One New York Plaza
New York, NY 10004
Telephone: 212/859-8000
Fax: 212/859-4000

TEW CARDENAS LLP
*Attorneys for the Special Litigation Committee of
Chiquita Brands International, Inc.*
Four Seasons Tower, 15th Floor
1441 Brickell Avenue
Miami, FL 33131
Telephone: 305/536-1112
Fax: 305/536-1116

s/Joseph A. DeMaria
JOSEPH A. DEMARIA
Florida Bar No. 0764711
jad@tewlaw.com

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that I electronically filed the foregoing with the Clerk of the Court by using the CM/ECF system on March 11, 2009. I also certify that the foregoing document is being served this day on all counsel of record registered to receive electronic Notices of Electronic Filing generated by CM/ECF, and in accordance with the Court's First Case Management Order ("CMO") and the June 10, 2008 Joint Counsel List filed in accordance with the CMO.

By: s/Joseph A. DeMaria
Counsel

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

CASE NO.: 08-01916-MD-MARRA/JOHNSON

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

_____/
This Document Relates to:

DERIVATIVE ACTIONS.
_____ /

**ORDER GRANTING JOINT MOTION FOR AN ORDER
SETTING DISCOVERY AND BRIEFING SCHEDULE ON
THE SPECIAL LITIGATION COMMITTEE'S MOTION TO DISMISS**

THIS CAUSE having come before the Court on the Joint Motion for an Order Setting Discovery and Briefing Schedule on The Special Litigation Committee's ("SLC") Motion to Dismiss (the "Joint Motion"). This Court having considered the Joint Motion and all other relevant factors, it is hereby ORDERED and ADJUDGED that:

The Joint Motion is GRANTED. The Parties shall adhere to the following schedule:

- a. Plaintiffs and the SLC shall serve discovery requests on or before March 31, 2009.
- b. Any responses or objections to, and/or productions of such discovery, shall be served on or before April 30, 2009.
- c. Any motions to compel discovery shall be filed and served no later than May 31, 2009 and shall be briefed and heard in accordance with the Local Rules of this Court.

- d. Plaintiffs shall file and serve their opposition to the SLC's motion to dismiss no later than 45 days after receiving discovery pursuant to paragraph b above, or, in the event there are any motions to compel discovery filed pursuant to paragraph c above, either: (a) 45 days after the Court denies the motion(s) to compel; or (b) 45 days after receiving discovery the Court compels.
- e. The SLC shall file and serve any reply to its motion to dismiss within 45 days after plaintiffs' opposition is filed and served.
- f. The Court shall set a hearing on the motion to dismiss at its convenience.

DONE AND ORDERED in Chambers at Miami, Florida this _____ day of _____, 2009.

KENNETH A. MARRA
UNITED STATES DISTRICT JUDGE

Copies furnished to:
All Counsel of Record