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January 28, 2004

VIA COURIER

[REDACTED] Esq.
Department of Justice
Criminal Division
Counter Terrorism Section
601 D Street N.W.
Suite 6500
Washington, D.C. 20530

Re: Third Voluntary Production

Dear [REDACTED]

As part of Chiquita Brand International, Inc.'s ("Chiquita" or the "Company") continuing commitment to cooperate with the Department of Justice (the "Department"), we have enclosed the attorney-client privileged and/or work product doctrine protected documents you requested under the guidelines delineated in my January 27, 2004 letter.

These documents relate to contemporaneous legal advice received from Chiquita or Banadex in-house counsel or local Colombian Company counsel, concerning the payments to specified organizations (the Payments¹) and/or efforts by third parties or others to transport contraband on Chiquita vessels or through Banadex port facilities.²

Chiquita is voluntarily providing otherwise privileged information as part of its commitment to cooperate fully with the Department's inquiry. Based upon our previous discussion, we understand that the Department will not use the documents, and/or the information discussed in this letter, to assert a subject matter waiver of other privileged materials

¹ Payments is defined as: Chiquita and/or Banadex payments to a Colombian paramilitary organization (United Self Defense Forces of Colombia - AUC), including but not limited to those made directly to the AUC or through a convivir, a subgroup (e.g., Bloque Norte), as well as any payments to the Revolutionary Armed Forces of Colombia ("FARC") and/or National Liberation Army ("ELN"), including but not limited to payments for security services or for any "tax."

² Including relevant security procedures and controls of the Company as they relate to such efforts.

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and information that are not provided to the Department, or to assert a waiver of any privileged materials for the benefit of any third parties.

In addition, the provisions in this letter do not apply to protected legal advice and work product concerning Chiquita's strategy in dealing with any government investigations,³ or other privileged materials that do not relate to the Payments or the efforts to transport contraband on Chiquita vessels or through Banadex port facilities.

If privileged information outside the scope of this agreement is disclosed during this production, such disclosures will be deemed inadvertent and will not constitute a voluntary waiver of Chiquita's privilege.

Under the above mentioned terms the Company has enclosed a third voluntary production including bates ranges CBI-V1-003-000001 to CBI-V1-003-000781. This production includes attorney-client privileged and/or work product doctrine protected documents falling under the above delineated waiver guidelines and conditions, at bates ranges CBI-V1-003-000001 to CBI-V1-003-000301. This production also includes audit related emails and documents related to the creation of the FCPA summaries and Audit Committee notebooks, at bates ranges CBI-V1-003-000302 to CBI-V1-003-000332; some of which were given preliminary privilege designations, but upon closer review were deemed part of the audit function and produced. Therefore, an updated privilege log has also been included.

In addition, this production includes documents provided to the company recently by [redacted] through his counsel, at bates ranges CBI-V1-003-000333 to CBI-V1-003-000461. Some of these documents have been previously produced in the first production.

Finally, this production contains some documents supplementing the first two productions, including Audit Committee FCPA Summaries for 1997 through 2000, at bates ranges CBI-V1-003-000462 to CBI-V1-003-000747.

If you have any questions or concerns, please do not hesitate to call me at [redacted]

Thank you.

³ Government investigations include, without limitation, the Company's legal reviews, inquiries and/or advice regarding any SEC investigation, or preparation for, or response to, the same; as well as the Department voluntary disclosure, including any preparation for, investigation or inquiry in relation to, such disclosure; as well as any response to any subsequent Department inquiry or investigation.

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Enclosures