



05043706

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OFFICIAL USE

FILE NO. 84-1902
DOC. SEQ. NO. 05043706
EFFECTIVE DATE 6/22/05

RECD S.E.C.
JUN 28 2005

**NOTICE OF WITHDRAWAL FROM REGISTRATION
AS TRANSFER AGENT**

Pursuant to Section 17A of the Securities Exchange Act of 1934

INSPECTIONS & EXAMINATIONS

Read all instructions on reverse side before preparing form. Please print or type.

1. Transfer Agent File No.: 84-1902 2. Full name of registrant: Chiquita Brands International Inc.
3. Name under which transfer agent activities are conducted, if different from above:
4. Address of registrants principal place of business: 250 East Fifth Street, Cincinnati, Ohio 45202
5. Furnish registrants reasons for ceasing the performance of transfer agent functions or for otherwise requesting withdrawal of its registration.

See Annex A
6. Furnish the last date registrant performed transfer agent functions as defined by Section 3(a)(25) of the Act for any security, including debt and equity, registered under Section 12 of the Act or which would be required to be registered except for the exemption from registration provided by subsection (g)(2)(B) or (g)(2)(G) of that section. **June 23, 2005**

Does registrant have any intention of performing in the near future a transfer agent function for any such security. **No**
7. Is registrant directly or indirectly involved in any legal actions or proceedings or aware of any potential claims (including out-of-proof conditions) against it in connection with its performance of transfer agent functions for any security? If so, furnish complete information with respect to each.
 Yes No
8. Are there any unsatisfied judgments or liens against registrant arising out of its performance of transfer agent functions for any security? If so, furnish complete information regarding each judgment or lien.
 Yes No
9. For each issue show on Schedule B of registrants Form TA-1, as amended, and for any issues for which registrant assumed transfer agent functions since the last amendment to Schedule B, furnish the name(s) and address(es) of any successor transfer agent(s) and state whether such transfer agent(s) is registered as a transfer agent pursuant to the Act. If there is no successor transfer agent(s), so state.

See Annex A
10. For each issue show on Schedule B of registrants Form TA-1, as amended, and for any issues for which registrant assumed transfer agent functions since the last amendment to Schedule B, furnish the name(s) and address(es) of the person(s) who has or will have custody or possession of the books and records which registrant maintained in connection with its performance of transfer agent functions.

See Annex A
11. Furnish the address(es), if different from Item 10, where such books and records will be located.
12. EXECUTION. The registrant submitting this Form and its attachments and the person executing it represent hereby that it and all materials filed in connection therewith contain a true, correct and complete statement of all required information. Registrant also consents hereby to make the books and records it is required to preserve by Rules 17A d-6 and 7 under the Securities Exchange Act of 1934 (17 CFR 240.17A d-6 and 7) available for examination by authorized representatives of the Securities and Exchange Commission during the period the rules require registrant to preserve such books and records and hereby authorizes the person having custody of such books and records to make them available to such representatives.

PROCESSED

Dated the 24th day of June, 2005

AUG 23 2005

Chiquita Brands International, Inc.

(Name of transfer agent)

THOMSON
FINANCIAL

(Manual signature of principal officer or duly authorized principal)

William A. Tsacalis

(Printed name of principal officer or duly authorized principal)

Vice President, Finance and Treasurer

(513) 784-8000

(Title)

(Telephone number)

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations.
(See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).)

CT
EA
7/22/05

ANNEX A

Chiquita Brands International Inc. – File No. 84-1902

Answer to Item 5:

The registrant has appointed a successor transfer agent and will no longer serve as its own transfer agent.

Answer to Item 9:

Wachovia Bank, National Association, 1525 West W.T. Harris Boulevard, Charlotte, North Carolina 28288-1153 as successor transfer agent. Wachovia Bank, National Association is registered as a transfer agent under the Act.

Answer to Item 10:

Karl J. Grafe, One East Fourth Street, Cincinnati, Ohio 45202