

DOLE FOOD COMPANY INC

Form 10-Q

August 01, 2006

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Form 10-Q**

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended June 17, 2006**

**or**

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from            to**

**Commission File Number 1-4455**

**Dole Food Company, Inc.  
(Exact name of registrant as specified in its charter)**

**Delaware  
(State or other jurisdiction of  
incorporation or organization)**

**99-0035300  
(I.R.S. Employer  
Identification No.)**

**One Dole Drive  
Westlake Village, California 91362  
(Address of principal executive offices and zip code)**

Registrant's telephone number, including area code: (818) 879-6600

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| <b>Class</b>                    | <b>Shares Outstanding at July 28, 2006</b> |
|---------------------------------|--|
| Common Stock, \$0.001 Par Value | 1,000                                      |

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**DOLE FOOD COMPANY, INC.**

**INDEX**

|  | <b>Page<br/>Number</b> |
|--|------------------------|
| <b><u>PART I</u></b>   |                        |
| <b><u>Financial Information</u></b>  |                        |
| <u>Item 1.</u>   |                        |
| <u>Financial Statements (unaudited)</u>  |                        |
| <u>Condensed Consolidated Statements of Income – Quarters and Half Years Ended<br/>June 17, 2006 and June 18, 2005</u> | 3                      |
| <u>Condensed Consolidated Balance Sheets – June 17, 2006 and December 31, 2005</u>                                     | 4                      |
| <u>Condensed Consolidated Statements of Cash Flows – Half Years Ended June 17, 2006<br/>and June 18, 2005</u>          | 5                      |
| <u>Notes to Condensed Consolidated Financial Statements</u>  | 6                      |
| <u>Item 2.</u>   |                        |
| <u>Management’s Discussion and Analysis of Financial Condition and Results of<br/>Operations</u>                       | 25                     |
| <u>Item 3.</u>   |                        |
| <u>Quantitative and Qualitative Disclosures About Market Risk</u>  | 34                     |
| <u>Item 4.</u>   |                        |
| <u>Controls and Procedures</u>   | 35                     |
| <b><u>PART II</u></b>  |                        |
| <b><u>Other Information</u></b>  |                        |
| <u>Item 1.</u>   |                        |
| <u>Legal Proceedings</u>   | 35                     |
| <u>Item 6.</u>   |                        |
| <u>Exhibits and Reports on Form 8-K</u>  | 38                     |
| <u>Signatures</u>  | 39                     |
| <u>Exhibit Index</u>   | 40                     |
| Certification by the Chairman and Chief Executive Officer pursuant to Section 302 of<br>the Sarbanes-Oxley Act         |                        |
| Certification by the Vice President and Chief Financial Officer pursuant to Section 302<br>of the Sarbanes-Oxley Act   |                        |
| Certification by the Chairman and Chief Executive Office pursuant to Section 906 of<br>the Sarbanes-Oxley Act          |                        |
| Certification by the Vice President and Chief Financial Officer pursuant to Section 906<br>of the Sarbanes-Oxley Act   |                        |
| <u>EXHIBIT 31.1</u>  |                        |
| <u>EXHIBIT 31.2</u>  |                        |
| <u>EXHIBIT 32.1</u>  |                        |
| <u>EXHIBIT 32.2</u>  |                        |

Table of Contents

**PART I.**  
**FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

**DOLE FOOD COMPANY, INC.**

**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**

(Unaudited)

(In thousands)

|  | Quarter Ended    |                  | Half Year Ended  |                  |
|--|------------------|------------------|------------------|------------------|
|  | June 17,<br>2006 | June 18,<br>2005 | June 17,<br>2006 | June 18,<br>2005 |
| Revenues, net  | \$ 1,589,037     | \$ 1,526,351     | \$ 2,989,043     | \$ 2,968,484     |
| Cost of products sold  | 1,407,448        | 1,305,559        | 2,676,993        | 2,531,745        |
| Gross margin   | 181,589          | 220,792          | 312,050          | 436,739          |
| Selling, marketing and general and administrative expenses             | 108,909          | 107,382          | 216,375          | 222,200          |
| Operating income   | 72,680           | 113,410          | 95,675           | 214,539          |
| Other income (expense), net  | (4,029)          | (40,933)         | (5,115)          | (37,983)         |
| Interest income  | 1,705            | 970              | 3,179            | 2,045            |
| Interest expense   | 40,007           | 32,398           | 74,432           | 68,457           |
| Income before income taxes, minority interests and equity earnings     | 30,349           | 41,049           | 19,307           | 110,144          |
| Income taxes   | 13,071           | 9,689            | 8,853            | 63,110           |
| Minority interests, net of income taxes                                | 101              | 647              | 718              | 1,146            |
| Equity in earnings of unconsolidated subsidiaries, net of income taxes | (1,323)          | (1,615)          | (2,845)          | (3,594)          |
| Net income   | \$ 18,500        | \$ 32,328        | \$ 12,581        | \$ 49,482        |

*See Accompanying Notes to Condensed Consolidated Financial Statements*

**Table of Contents****DOLE FOOD COMPANY, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS**

(Unaudited)

(In thousands, except share data)

|   | <b>June 17,<br/>2006</b> | <b>December 31,<br/>2005</b> |
|---|--------------------------|------------------------------|
| <b>ASSETS</b>   |                          |                              |
| Cash and cash equivalents   | \$ 51,303                | \$ 48,812                    |
| Receivables, net of allowances of \$57,366 and \$58,585, respectively                                   | 806,231                  | 637,636                      |
| Inventories   | 632,613                  | 623,497                      |
| Prepaid expenses  | 67,938                   | 58,864                       |
| Deferred income tax assets  | 37,595                   | 34,756                       |
| <br>  |                          |                              |
| Total current assets  | 1,595,680                | 1,403,565                    |
| Investments   | 82,853                   | 76,753                       |
| Property, plant and equipment, net of accumulated depreciation of \$782,190 and \$705,115, respectively | 1,505,254                | 1,508,597                    |
| Goodwill  | 540,280                  | 540,280                      |
| Intangible assets, net  | 724,680                  | 726,700                      |
| Other assets, net   | 148,826                  | 153,832                      |
| <br>  |                          |                              |
| <b>Total assets</b>   | <b>\$ 4,597,573</b>      | <b>\$ 4,409,727</b>          |
| <br>  |                          |                              |
| <b>LIABILITIES AND SHAREHOLDERS EQUITY</b>  |                          |                              |
| Accounts payable  | \$ 461,552               | \$ 411,451                   |
| Accrued liabilities   | 447,812                  | 431,037                      |
| Current portion of long-term debt   | 14,643                   | 25,020                       |
| Notes payable   | 34,819                   | 1,394                        |
| <br>  |                          |                              |
| Total current liabilities   | 958,826                  | 868,902                      |
| Long-term debt  | 2,205,767                | 2,000,843                    |
| Deferred income tax liabilities   | 355,634                  | 355,647                      |
| Other long-term liabilities   | 556,541                  | 546,305                      |
| Minority interests  | 20,947                   | 21,487                       |
| Contingencies (Note 10)   |                          |                              |
| Shareholders' equity  |                          |                              |
| Common stock \$0.001 par value; 1,000 shares authorized, issued and outstanding                         |                          |                              |
| Additional paid-in capital  | 468,422                  | 440,032                      |
| Retained earnings   | 41,881                   | 192,991                      |
| Accumulated other comprehensive loss  | (10,445)                 | (16,480)                     |
| <br>  |                          |                              |
| Total shareholders' equity  | 499,858                  | 616,543                      |

|  |              |              |
|--|--------------|--------------|
| <b>Total liabilities and shareholders equity</b> | \$ 4,597,573 | \$ 4,409,727 |
|--|--------------|--------------|

*See Accompanying Notes to Condensed Consolidated Financial Statements*

**Table of Contents****DOLE FOOD COMPANY, INC.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Unaudited)

(In thousands)

|  | <b>Half Year Ended</b>   |                          |
|--|--------------------------|--------------------------|
|  | <b>June 17,<br/>2006</b> | <b>June 18,<br/>2005</b> |
| <b>Operating activities</b>  |                          |                          |
| Net income   | \$ 12,581                | \$ 49,482                |
| Adjustments to reconcile net income to cash flow provided by (used in) operating activities: |                          |                          |
| Depreciation and amortization  | 66,656                   | 67,779                   |
| Foreign currency exchange loss (gain)  | 3,051                    | (3,648)                  |
| Asset write-offs and gain on sale of assets, net   | (215)                    | (3,041)                  |
| Minority interests and equity earnings, net  | (2,127)                  | (2,448)                  |
| Deferred income taxes  | (3,447)                  | (750)                    |
| Premiums paid on early retirement of debt  |                          | 33,047                   |
| Pension and other post-retirement benefit plan expense                                       | 6,688                    | 6,790                    |
| Write-off of debt issuance costs   | 8,133                    | 10,722                   |
| Amortization of debt issuance costs  | 2,174                    | 3,289                    |
| Other  | 1,741                    | 2,647                    |
| Changes in operating assets and liabilities:   |                          |                          |
| Receivables  | (174,637)                | (154,887)                |
| Inventories  | (6,416)                  | (24,703)                 |
| Prepaid expenses and other assets  | (7,982)                  | (7,682)                  |
| Accounts payable   | 31,675                   | 123,167                  |
| Accrued liabilities  | 13,415                   | (22,451)                 |
| Other long-term liabilities  | 5,539                    | (3,627)                  |
| Cash flow provided by (used in) operating activities   | (43,171)                 | 73,686                   |
| <b>Investing activities</b>  |                          |                          |
| Proceeds from sales of assets  | 2,285                    | 7,006                    |
| Acquisitions and investments   |                          | (51,010)                 |
| Capital additions  | (44,724)                 | (44,478)                 |
| Repurchase of common stock in the going-private merger transaction                           | (100)                    | (349)                    |
| Cash flow used in investing activities   | (42,539)                 | (88,831)                 |
| <b>Financing activities</b>  |                          |                          |
| Short-term debt borrowings   | 51,360                   | 6,971                    |
| Short-term debt repayments   | (18,421)                 | (21,621)                 |
| Long-term debt borrowings, net of debt issuance costs  | 1,562,061                | 1,190,649                |
| Long-term debt repayments  | (1,378,558)              | (1,155,052)              |
| Capital contributions  | 28,390                   |                          |
| Dividends paid to minority shareholders  | (1,296)                  | (2,382)                  |



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|   |           |           |
|---|-----------|-----------|
| Dividends paid to parent  | (163,691) | (12,300)  |
| Cash flow provided by financing activities                                    | 79,845    | 6,265     |
| Effect of foreign currency exchange rate changes on cash and cash equivalents | 8,356     | (1,761)   |
| Increase (decrease) in cash and cash equivalents                              | 2,491     | (10,641)  |
| Cash and cash equivalents at beginning of period                              | 48,812    | 79,217    |
| Cash and cash equivalents at end of period                                    | \$ 51,303 | \$ 68,576 |

*See Accompanying Notes to Condensed Consolidated Financial Statements*

**Table of Contents**

**DOLE FOOD COMPANY, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited)

**1. BASIS OF PRESENTATION**

In the opinion of management, the accompanying unaudited condensed consolidated financial statements of Dole Food Company, Inc. and its consolidated subsidiaries ( Dole or the Company ) include all adjustments necessary, which are of a normal recurring nature, to present fairly the Company's financial position, results of operations and cash flows. The Company operates under a 52/53-week year. The quarters ended June 17, 2006 and June 18, 2005 are twelve weeks in duration. For a summary of significant accounting policies and additional information relating to the Company's financial statements, refer to the Notes to Consolidated Financial Statements in Item 8 of the Company's Annual Report on Form 10-K ( Form 10-K ) for the year ended December 31, 2005.

Interim results are subject to seasonal variations and are not necessarily indicative of the results of operations for a full year. The Company's operations are sensitive to a number of factors including weather-related phenomena and their effects on industry volumes, prices, product quality and costs. Operations are also sensitive to fluctuations in foreign currency exchange rates in both sourcing and selling locations as well as economic crises and security risks in developing countries.

Certain amounts in the prior year financial statements and related footnotes have been reclassified to conform with the 2006 presentation.

**2. RECENT ACCOUNTING PRONOUNCEMENTS**

During June 2006, the Financial Accounting Standards Board ( FASB ) issued FASB Interpretation No. 48 *Accounting for Uncertainty in Income Taxes (an interpretation of FASB Statement No. 109)* which is effective for fiscal years beginning after December 15, 2006 with earlier adoption encouraged. This interpretation was issued to clarify the accounting for uncertainty in income taxes recognized in the financial statements by prescribing a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Company is in the process of evaluating the impact of this interpretation.

**3. INCOME TAXES**

Income tax expense for the half year ended June 17, 2006 of \$8.9 million reflects the Company's expected effective income tax rate of approximately 45.9% for the full fiscal year ending December 30, 2006. Income tax expense for the half year ended June 18, 2005 of approximately \$24 million, which excludes the \$39.1 million impact of the repatriation of certain foreign earnings, reflects the Company's then expected effective income tax rate of approximately 21% for the full fiscal year ended December 31, 2005.

For 2005, the Company's effective income tax rate differs from the U.S. federal statutory rate primarily due to earnings from operations being taxed in foreign jurisdictions at a net effective rate lower than the U.S. rate. For 2006, the Company's effective income tax rate is higher than the U.S. federal statutory rate primarily due to the accrual of tax related contingencies partially offset by earnings from foreign jurisdictions that are taxed at a rate lower than the U.S. federal statutory rate. Other than the taxes provided on the \$570 million of repatriated foreign earnings, no U.S. taxes have been provided on foreign earnings because such earnings are intended to be indefinitely invested outside the U.S.

*Section 965 Repatriation:* During October 2004, the American Jobs Creation Act of 2004 was signed into law, adding Section 965 to the Internal Revenue Code. Section 965 provided a special one-time deduction of 85% of certain foreign earnings that are repatriated under a domestic reinvestment plan, as defined therein. The effective federal tax rate on any qualified foreign earnings repatriated under Section 965 equals 5.25%. Taxpayers could elect to apply this provision to a qualified earnings repatriation made during calendar year 2005.

**Table of Contents****DOLE FOOD COMPANY, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Unaudited)

During the second quarter of fiscal 2005, the Company repatriated \$570 million of earnings from its foreign subsidiaries, of which approximately \$489 million qualified for the 85% dividends received deduction under Section 965.

*Income Tax Audits:* The Company believes its tax positions comply with the applicable tax laws and that it is adequately provided for all tax-related matters. The Company is subject to examination by taxing authorities in the various jurisdictions in which it files tax returns. Specifically, the Company is routinely under examination by the Internal Revenue Service. The current examination includes the years 1995 through 2001. Matters raised upon audit may involve substantial amounts and could result in material cash payments if resolved unfavorably; however, the Company does not believe that any material payments will be made related to these matters within the next twelve months. In addition, the Company considers it unlikely that the resolution of these matters will have a material adverse effect on its results of operations.

*Internal Revenue Service Audit:* On June 29, 2006, the IRS completed an examination of the Company's federal income tax returns for the years 1995 to 2001 and issued a Revenue Agent's Report (RAR) that includes various proposed adjustments. The net tax deficiency associated with the RAR is \$175 million, plus interest and penalties. The Company timely filed a protest letter contesting the proposed adjustments contained in the RAR on July 6, 2006 and will pursue resolution of these issues with the Appeals Division of the IRS. The Company believes that its U.S. federal income tax returns were completed in accordance with applicable laws and regulations and disagrees with the proposed adjustments. The Company also believes that it is adequately reserved with respect to this matter. Management does not believe that any material payments will be made related to these matters within the next twelve months. In addition, management considers it unlikely that the resolution of these matters will have a material adverse effect on its results of operations.

*Honduran Tax Case:* In 2005, the Company received a tax assessment from Honduras of approximately \$137 million (including the claimed tax, penalty, and interest through the date of assessment) relating to the disposition of all of the Company's interest in Cervecería Hondureña, S.A in 2001. The Company believes the assessment is without merit and filed an appeal with the Honduran tax authorities, which was denied. As a result of the denial in the administrative process, in order to negate the tax assessment, on August 5, 2005, the Company proceeded to the next stage of the appellate process by filing a lawsuit against the Honduran government, in the Honduran Administrative Tax Trial Court. The Honduran government is seeking dismissal of the lawsuit and attachment of assets, which the Company is challenging. No reserve has been provided for this assessment.

**4. INVENTORIES**

The major classes of inventories were as follows (in thousands):

|                   | <b>June 17,<br/>2006</b> | <b>December 31,<br/>2005</b> |
|-------------------|--------------------------|------------------------------|
| Finished products | \$ 314,931               | \$ 290,593                   |

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|                                    |            |            |
|------------------------------------|------------|------------|
| Raw materials and work in progress | 155,208    | 145,146    |
| Crop-growing costs                 | 109,301    | 139,271    |
| Operating supplies and other       | 53,173     | 48,487     |
|                                    | \$ 632,613 | \$ 623,497 |

Table of Contents**DOLE FOOD COMPANY, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Unaudited)**5. GOODWILL AND INTANGIBLE ASSETS**

Goodwill has been allocated to the Company's reporting segments as follows (in thousands):

|  | <b>Fresh<br/>Fruit</b> | <b>Fresh<br/>Vegetables</b> | <b>Packaged<br/>Foods</b> | <b>Fresh-cut<br/>Flowers</b> | <b>Other</b> | <b>Total</b> |
|--|------------------------|-----------------------------|---------------------------|------------------------------|--------------|--------------|
| Balance as of June 17, 2006 and<br>December 31, 2005 | \$ 376,355             | \$ 97,868                   | \$ 66,057                 | \$                           | \$           | \$ 540,280   |

Details of the Company's intangible assets were as follows (in thousands):

|  | <b>June 17,<br/>2006</b> | <b>December 31,<br/>2005</b> |
|--|--------------------------|------------------------------|
| Amortized intangible assets:                         |                          |                              |
| Customer relationships                               | \$ 38,501                | \$ 38,501                    |
| Other amortized intangible assets                    | 9,174                    | 9,064                        |
|  | 47,675                   | 47,565                       |
| Accumulated amortization - customer relationships    | (10,914)                 | (9,219)                      |
| Other accumulated amortization                       | (6,599)                  | (6,164)                      |
| Accumulated amortization - intangible assets         | (17,513)                 | (15,383)                     |
| Intangible assets, net                               | 30,162                   | 32,182                       |
| Unamortized intangible assets:                       |                          |                              |
| Trademark, trade names and other related intangibles | 694,518                  | 694,518                      |
| Total intangible assets, net                         | \$ 724,680               | \$ 726,700                   |

Amortization expense of intangible assets for the quarter and half year ended June 17, 2006 was \$1 million and \$2 million, respectively. Amortization expense of intangible assets for the quarter and half year ended June 18, 2005 was \$2.7 million and \$5.5 million, respectively. As of June 17, 2006, the estimated remaining amortization expense associated with the Company's intangible assets for the remainder of 2006 and in each of the next four fiscal years is as follows (in thousands):

| <b>Fiscal Year</b> | <b>Amount</b> |
|--------------------|---------------|
| 2006               | \$ 2,328      |
| 2007               | \$ 3,677      |
| 2008               | \$ 3,677      |
| 2009               | \$ 3,677      |
| 2010               | \$ 3,677      |

The Company performed its annual impairment review of goodwill and indefinite-lived intangible assets pursuant to Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets*, during the second quarter of fiscal 2006. This review indicated no impairment to goodwill or any of the Company's indefinite-lived intangible assets.

Table of Contents**DOLE FOOD COMPANY, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Unaudited)**6. NOTES PAYABLE AND LONG-TERM DEBT**

Notes payable and long-term debt consisted of the following amounts (in thousands):

|  | <b>June 17,<br/>2006</b> | <b>December 31,<br/>2005</b> |
|--|--------------------------|------------------------------|
| Unsecured debt:  |                          |                              |
| 8.625% notes due 2009  | \$ 350,000               | \$ 350,000                   |
| 7.25% notes due 2010   | 400,000                  | 400,000                      |
| 8.875% notes due 2011  | 200,000                  | 200,000                      |
| 8.75% debentures due 2013  | 155,000                  | 155,000                      |
| Secured debt:  |                          |                              |
| Revolving credit facilities  | 51,200                   | 137,000                      |
| Term loan facilities   | 975,000                  | 698,149                      |
| Contracts and notes due 2006 2010, at a weighted-average interest rate of 6.85%<br>(6.86% in 2005) | 5,975                    | 5,952                        |
| Capital lease obligations  | 84,305                   | 80,971                       |
| Unamortized debt discount  | (1,070)                  | (1,209)                      |
| Notes payable  | 34,819                   | 1,394                        |
|  | 2,255,229                | 2,027,257                    |
| Current maturities   | (49,462)                 | (26,414)                     |
|  | <b>\$ 2,205,767</b>      | <b>\$ 2,000,843</b>          |

The Company amortized deferred debt issuance costs of \$1.1 million and \$2.2 million during the quarter and half year ended June 17, 2006, respectively. The Company amortized deferred debt issuance costs of \$1.4 million and \$3.3 million during the quarter and half year ended June 18, 2005, respectively.

On April 12, 2006, the Company completed an amendment and restatement of its senior secured credit facilities. The Company obtained \$975 million of term loan facilities (consisting of \$225 million related to Term Loan B and \$750 million related to Term Loan C) and \$100 million in a pre-funded letter of credit facility. The proceeds of the term loans were used to repay the outstanding term loans under the Company's then existing senior secured credit facilities which consisted of Term Loan A (denominated in Japanese yen) and Term Loan B. In addition, the Company paid a dividend of \$160 million during the second quarter of 2006 to its immediate parent, Dole Holding Company, LLC, which proceeds were used to repay its Second Lien Senior Credit Facility. The weighted average variable interest rate at June 17, 2006 for the term loan facilities was 7.1%.



In addition, the Company entered into a new asset based revolving credit facility ( ABL revolver ) of \$350 million. The facility is secured and is subject to a borrowing base consisting of up to 85% of eligible accounts receivable plus a predetermined percentage of eligible inventory, as defined in the credit facility. As of June 17, 2006, the ABL revolver balance outstanding was \$51.2 million. The weighted average variable interest rate at June 17, 2006, for the asset based revolving credit facility was 8%.

In connection with the April 2006 refinancing transaction, the Company wrote-off deferred debt issuance costs of \$8.1 million. The Company also recognized a gain of \$6.5 million related to the settlement of its interest rate swap associated with Term Loan A. These amounts were recorded to other income (expense) in the condensed consolidated statements of income.

After taking into account approximately \$3.2 million of outstanding letters of credit issued under the ABL revolver, the Company had approximately \$273 million available for borrowings as of June 17, 2006. In addition,

Table of Contents**DOLE FOOD COMPANY, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Unaudited)

the Company has approximately \$83.7 million of letters of credit and bond guarantees outstanding under its pre-funded letter of credit facility.

The terms and covenants under the new senior secured credit facilities are similar to those under the Company's previous senior secured credit facilities except that the new facilities do not contain certain financial maintenance or maximum capital expenditure covenants. The Company was in compliance with all applicable covenants at June 17, 2006.

During June 2006, the Company entered into an interest rate swap agreement in order to hedge future changes in interest rates. This agreement effectively converted \$320 million of borrowings under Term Loan C, which is variable-rate debt, to a fixed rate basis through June 2011. The interest rate swap fixed the interest rate at 7.24%. The fair value of the swap was \$0.6 million at June 17, 2006. Simultaneously, the Company executed a cross currency swap to synthetically convert \$320 million of Term Loan C into Japanese yen denominated debt in order to effectively lower the U.S. dollar fixed interest rate of 7.24% to a Japanese yen interest rate of 3.60%. Since the cross currency swap does not qualify for hedge accounting, all gains and losses are recorded through other income (expense) in the condensed consolidated statements of income.

**7. SHAREHOLDERS' EQUITY***Comprehensive Income*

The components of comprehensive income were as follows in each period (in thousands):

|  | <b>Quarter Ended</b>     |                          |
|--|--------------------------|--------------------------|
|  | <b>June 17,<br/>2006</b> | <b>June 18,<br/>2005</b> |
| Net income   | \$ 18,500                | \$ 32,328                |
| Unrealized foreign currency exchange translation gain (loss)       | 9,986                    | (11,813)                 |
| Reclassification of realized cash flow hedging gains to net income | (5,307)                  | (532)                    |
| Unrealized net gain (loss) on cash flow hedging instruments        | (8,049)                  | 3,521                    |
| Comprehensive income   | \$ 15,130                | \$ 23,504                |

|  | <b>Half Year Ended</b>   |                          |
|--|--------------------------|--------------------------|
|  | <b>June 17,<br/>2006</b> | <b>June 18,<br/>2005</b> |
| Net income   | \$ 12,581                | \$ 49,482                |
| Unrealized foreign currency exchange translation gain (loss) | 12,264                   | (19,459)                 |

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|  |           |           |
|--|-----------|-----------|
| Reclassification of realized cash flow hedging gains to net income | (6,578)   | (638)     |
| Unrealized net gain on cash flow hedging instruments               | 349       | 2,875     |
| Comprehensive income   | \$ 18,616 | \$ 32,260 |

*Capital Contribution*

On March 3, 2006, DHM Holding Company, Inc. ( HoldCo ) executed a \$150 million senior secured term loan agreement. In March 2006, HoldCo contributed \$28.4 million to its wholly-owned subsidiary, Dole Holding Company, LLC, the Company's immediate parent, which contributed the funds to the Company. The Company intends to return this entire amount back to Dole Holding Company, LLC by the end of 2006 for further return to HoldCo.

**Table of Contents****DOLE FOOD COMPANY, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Unaudited)*Dividends*

During the half year ended June 17, 2006, the Company declared and paid dividends of \$163.7 million to Dole Holding Company, LLC. For the quarter ended June 17, 2006, dividends declared and paid were \$160.3 million.

During the quarter and half year ended June 18, 2005, the Company declared dividends of \$74 million to its parent company, Dole Holding Company, LLC, of which \$12.3 million was paid. The dividends were a return of the capital contribution made to the Company by Dole Holding Company, LLC, in 2004. The remaining balance of \$61.7 million was paid during the third quarter of 2005.

The Company's ability to declare future dividends is limited under the terms of its senior secured credit facilities and bond indentures.

**8. EMPLOYEE BENEFIT PLANS**

The components of net periodic benefit cost for the Company's U.S. and international pension plans and other postretirement benefit (OPRB) plans were as follows (in thousands):

|   | U.S. Pension Plans                |                                   | Foreign Pension Plans             |                                   | OPRB Plans                        |                                   |
|---|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|   | Quarter Ended<br>June 17,<br>2006 | Quarter Ended<br>June 18,<br>2005 | Quarter Ended<br>June 17,<br>2006 | Quarter Ended<br>June 18,<br>2005 | Quarter Ended<br>June 17,<br>2006 | Quarter Ended<br>June 18,<br>2005 |
| <b>Components of net periodic benefit cost:</b> |                                   |                                   |                                   |                                   |                                   |                                   |
| Service cost                                    | \$ 408                            | \$ 438                            | \$ 853                            | \$ 734                            | \$ 65                             | \$ 32                             |
| Interest cost                                   | 3,918                             | 4,063                             | 1,428                             | 1,179                             | 900                               | 758                               |
| Expected return on plan assets                  | (4,159)                           | (4,172)                           | (83)                              | (76)                              |                                   |                                   |
| Amortization of:                                |                                   |                                   |                                   |                                   |                                   |                                   |
| Unrecognized net loss (gain)                    | 145                               | 199                               | 50                                | 41                                | (26)                              | 5                                 |
| Unrecognized prior service cost (benefit)       |                                   | 1                                 | 16                                | 14                                | (211)                             | (320)                             |
| Unrecognized net transition obligation          |                                   |                                   | 10                                | 11                                |                                   |                                   |
|   | \$ 312                            | \$ 529                            | \$ 2,274                          | \$ 1,903                          | \$ 728                            | \$ 475                            |

**Table of Contents****DOLE FOOD COMPANY, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Unaudited)

|   | <b>U.S. Pension Plans</b> |                 | <b>Foreign Pension Plans</b> |                 | <b>OPRB Plans</b>      |                 |
|---|---------------------------|-----------------|------------------------------|-----------------|------------------------|-----------------|
|   | <b>Half Year Ended</b>    |                 | <b>Half Year Ended</b>       |                 | <b>Half Year Ended</b> |                 |
|   | <b>June 17,</b>           | <b>June 18,</b> | <b>June 17,</b>              | <b>June 18,</b> | <b>June 17,</b>        | <b>June 18,</b> |
|   | <b>2006</b>               | <b>2005</b>     | <b>2006</b>                  | <b>2005</b>     | <b>2006</b>            | <b>2005</b>     |
| <b>Components of net periodic benefit cost:</b> |                           |                 |                              |                 |                        |                 |
| Service cost                                    | \$ 816                    | \$ 876          | \$ 1,731                     | \$ 1,624        | \$ 130                 | \$ 51           |
| Interest cost                                   | 7,836                     | 8,126           | 2,889                        | 2,491           | 1,800                  | 1,927           |
| Expected return on plan assets                  | (8,318)                   | (8,343)         | (168)                        | (154)           |                        |                 |
| Amortization of:                                |                           |                 |                              |                 |                        |                 |
| Unrecognized net loss (gain)                    | 290                       | 397             | 103                          | 76              | (52)                   | 10              |
| Unrecognized prior service cost (benefit)       |                           | 2               | 27                           | 29              | (422)                  | (345)           |
| Unrecognized net transition obligation          |                           |                 | 26                           | 23              |                        |                 |
|   | \$ 624                    | \$ 1,058        | \$ 4,608                     | \$ 4,089        | \$ 1,456               | \$ 1,643        |

Under the Internal Revenue Service funding requirements, no contribution will be required for 2006. However, the Company may make contributions to its U.S. qualified plan in 2006 at its election. Contributions to the qualified U.S. pension plan in excess of the minimum funding requirements are voluntary and may change depending on the Company's operating performance or at management's discretion. During the first half of 2006, the Company did not make any voluntary pension contributions to its qualified U.S. pension plan.

**9. SEGMENT INFORMATION**

The Company has four primary reportable operating segments: fresh fruit, fresh vegetables, packaged foods and fresh-cut flowers. These reportable segments are managed separately due to differences in their products, production processes, distribution channels and customer bases.

Management evaluates and monitors segment performance primarily through earnings before interest expense and income taxes ( EBIT ). EBIT is calculated by adding income taxes and interest expense to net income. Management believes that segment EBIT provides useful information for analyzing the underlying business results as well as allowing investors a means to evaluate the financial results of each segment in relation to the Company as a whole. EBIT is not defined under accounting principles generally accepted in the United States ( GAAP ) and should not be considered in isolation or as a substitute for net income measures prepared in accordance with GAAP or as a measure of the Company's profitability. Additionally, the Company's computation of EBIT may not be comparable to other similarly titled measures computed by other companies, because not all companies calculate EBIT in the same fashion.



**Table of Contents****DOLE FOOD COMPANY, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Unaudited)

Revenues from external customers and EBIT for the reportable operating segments and corporate were as follows (in thousands):

|                                   | <b>Quarter Ended</b>     |                          | <b>Half Year Ended</b>   |                          |
|-----------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
|                                   | <b>June 17,<br/>2006</b> | <b>June 18,<br/>2005</b> | <b>June 17,<br/>2006</b> | <b>June 18,<br/>2005</b> |
| Revenues from external customers: |                          |                          |                          |                          |
| Fresh fruit                       | \$ 1,003,909             | \$ 984,077               | \$ 1,900,933             | \$ 1,923,604             |
| Fresh vegetables                  | 304,403                  | 290,223                  | 547,606                  | 543,829                  |
| Packaged foods                    | 221,723                  | 195,363                  | 417,670                  | 385,653                  |
| Fresh-cut flowers                 | 44,869                   | 44,360                   | 103,033                  | 97,079                   |
| Other operating segments          | 14,133                   | 12,328                   | 19,801                   | 18,319                   |
|                                   | \$ 1,589,037             | \$ 1,526,351             | \$ 2,989,043             | \$ 2,968,484             |
| EBIT:                             |                          |                          |                          |                          |
| Fresh fruit                       | \$ 52,470                | \$ 94,957                | \$ 72,693                | \$ 171,466               |
| Fresh vegetables                  | 11,791                   | 10,670                   | 16,351                   | 29,874                   |
| Packaged foods                    | 22,002                   | 20,792                   | 36,883                   | 38,719                   |
| Fresh-cut flowers                 | (5,083)                  | (666)                    | (5,478)                  | 3,892                    |
| Other operating segments          | 423                      | 438                      | 573                      | 513                      |
| Total operating segments          | 81,603                   | 126,191                  | 121,022                  | 244,464                  |
| Corporate                         | (10,025)                 | (51,776)                 | (25,156)                 | (63,415)                 |
| Interest expense                  | 40,007                   | 32,398                   | 74,432                   | 68,457                   |
| Income before income taxes        | \$ 31,571                | \$ 42,017                | \$ 21,434                | \$ 112,592               |

A majority of the Company's equity earnings in unconsolidated subsidiaries, which have been included in EBIT in the table above, relate to the fresh fruit operating segment.

Total assets for the reportable operating segments and corporate were as follows (in thousands):

|                  | <b>June 17,<br/>2006</b> | <b>December 31,<br/>2005</b> |
|------------------|--------------------------|------------------------------|
| Fresh fruit      | \$ 2,446,082             | \$ 2,301,090                 |
| Fresh vegetables | 473,448                  | 451,490                      |

|                          |              |              |
|--------------------------|--------------|--------------|
| Packaged foods           | 668,134      | 639,999      |
| Fresh-cut flowers        | 151,790      | 153,565      |
| Other operating segments | 21,214       | 12,478       |
| Total operating segments | 3,760,668    | 3,558,622    |
| Corporate                | 836,905      | 851,105      |
|                          | \$ 4,597,573 | \$ 4,409,727 |

## 10. CONTINGENCIES

The Company is a guarantor of indebtedness of some of its key fruit suppliers and other entities integral to the Company's operations. At June 17, 2006, guarantees of \$1.9 million consisted primarily of amounts advanced under



**Table of Contents**

**DOLE FOOD COMPANY, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Unaudited)

third party bank agreements to independent growers that supply the Company with product. The Company has not historically experienced any significant losses associated with these guarantees.

In connection with the April 2006 refinancing transaction, the Company obtained a \$100 million pre-funded letter of credit facility. As of June 17, 2006, letters of credit and bank guarantees outstanding under this facility totaled \$83.7 million. In addition, the Company issues letters of credit and bonds through major banking institutions, insurance companies and its ABL revolver as required by certain regulatory authorities, vendor and other operating agreements. As of June 17, 2006, total letters of credit and bonds outstanding under these arrangements were \$29.2 million.

As part of its normal business activities, the Company and its subsidiaries also provide guarantees to various regulatory authorities, primarily in Europe, in order to comply with foreign regulations when operating businesses overseas. These guarantees relate to customs duties and banana import license fees that were granted to the European Union member states agricultural authority. These guarantees are obtained from commercial banks in the form of letters of credit or bank guarantees, primarily issued under the Company's pre-funded letter of credit facility.

The Company also provides various guarantees, mostly to foreign banks, in the course of its normal business operations to support the borrowings, leases and other obligations of its subsidiaries. The Company guaranteed \$150.4 million of its subsidiaries' obligations to their suppliers and other third parties as of June 17, 2006.

The Company has change of control agreements with certain key executives, under which severance payments and benefits would become payable in the event of specified terminations of employment following a change of control (as defined) of the Company. These agreements are more fully described in Item 11 of the Company's annual report on Form 10-K for the fiscal year ended December 31, 2005.

The Company is involved from time to time in claims and legal actions incidental to its operations, both as plaintiff and defendant. The Company has established what management currently believes to be adequate reserves for pending legal matters. These reserves are established as part of an ongoing worldwide assessment of claims and legal actions that takes into consideration such items as changes in the pending case load (including resolved and new matters), opinions of legal counsel, individual developments in court proceedings, changes in the law, changes in business focus, changes in the litigation environment, changes in opponent strategy and tactics, new developments as a result of ongoing discovery, and past experience in defending and settling similar claims. In the opinion of management, after consultation with outside counsel, the claims or actions to which the Company is a party are not expected to have a material adverse effect, individually or in the aggregate, on the Company's financial condition or results of operations.

A significant portion of the Company's legal exposure relates to lawsuits pending in the United States and in several foreign countries, alleging injury as a result of exposure to the agricultural chemical DBCP (1,2-dibromo-3-chloropropane). DBCP was manufactured by several chemical companies including Dow and Shell and registered by the U.S. government for use on food crops. The Company and other growers applied DBCP on banana farms in Latin America and the Philippines and on pineapple farms in Hawaii. Specific periods of use varied among the different locations. The Company halted all purchases of DBCP, including for use in foreign countries, when the U.S. EPA cancelled the registration of DBCP for use in the United States in 1979. That cancellation was based in part on a 1977 study by a manufacturer which indicated an apparent link between male sterility and exposure to DBCP among factory workers producing the product, as well as early product testing done by the manufacturers

showing testicular effects on animals exposed to DBCP. To date, there is no reliable evidence demonstrating that field application of DBCP led to sterility among farm workers, although that claim is made in the pending lawsuits. Nor is there any reliable scientific evidence that DBCP causes any other injuries in humans, although plaintiffs in the various actions assert claims based on cancer, birth defects and other general illnesses.

**Table of Contents**

**DOLE FOOD COMPANY, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Unaudited)

Currently there are 570 lawsuits, in various stages of proceedings, alleging injury as a result of exposure to DBCP or seeking enforcement of Nicaraguan judgments. Twenty-five of these lawsuits (increased from 17 as of March 25, 2006) are currently pending in various jurisdictions in the United States; the increase results from a redistribution of claimants by plaintiffs' counsel. One case pending in Los Angeles Superior Court with 13 Nicaraguan plaintiffs has a trial date of January 24, 2007. Another case in Galveston, Texas with 439 claimants from Costa Rica has a trial planned for January 2007. The remaining cases are pending in Latin America and the Philippines, including 347 labor cases pending in Costa Rica under that country's national insurance program. Claimed damages in DBCP cases worldwide total approximately \$37.5 billion, with lawsuits in Nicaragua representing approximately 85% of this amount. In almost all of the non-labor cases, the Company is a joint defendant with the major DBCP manufacturers and, typically, other banana growers. Except as described below, none of these lawsuits has resulted in a verdict or judgment against the Company.

In Nicaragua, 175 cases are currently filed in various courts throughout the country, with all but one of the lawsuits brought pursuant to Law 364, an October 2000 Nicaraguan statute that contains substantive and procedural provisions that Nicaragua's Attorney General formally opined are unconstitutional. In October 2003, the Supreme Court of Nicaragua issued an advisory opinion, not connected with any litigation, that Law 364 is constitutional.

Seventeen cases have resulted in judgments in Nicaragua: \$489.4 million (nine cases consolidated with 468 claimants) on December 11, 2002; \$82.9 million (one case with 58 claimants) on February 25, 2004; \$15.7 million (one case with 20 claimants) on May 25, 2004; \$4 million (one case with four claimants) on May 25, 2004; \$56.5 million (one case with 72 claimants) on June 14, 2004; \$64.8 million (one case with 86 claimants) on June 15, 2004; \$27.7 million (one case with 39 claimants) on March 17, 2005; \$98.5 million (one case with 150 claimants) on August 8, 2005; and \$46.4 million (one case with 62 claimants) on August 20, 2005. The Company has appealed all judgments to the Nicaragua Courts of Appeal, with the Company's appeal of the August 8, 2005 \$98.5 million judgment now activated by the court.

There are 32 active cases currently pending in civil courts in Managua (14), Chinandega (16) and Puerto Cabezas (2), all of which have been brought under Law 364 except for one of the cases pending in Chinandega. Six of the active cases pending before the court in Chinandega have been consolidated for trial, which seeks \$3.4 billion on behalf of 1,708 claimants. Trial in this consolidated case commenced November 25, 2005. In the 31 active cases under Law 364, except for six cases in Chinandega and four cases in Managua where the Company has not yet been ordered to answer, the Company has sought to have the cases returned to the United States pursuant to Law 364.

Notwithstanding, the Chinandega courts have denied the Company's request in seven cases (six of which are consolidated) pending there; the Managua court denied the Company's request in one of the cases pending there; and the court in Puerto Cabezas denied the Company's request in the two cases there. The Company's requests in nine of the cases in Managua are still pending; and the Company expects to make similar requests in the remaining four cases at the appropriate time. The Company has appealed the two decisions of the court in Puerto Cabezas, the decision of the court in Managua and the seven decisions of the courts in Chinandega.

The claimants' attempted enforcement of the December 11, 2002 judgment for \$489.4 million in the United States resulted in a dismissal with prejudice of that action by the United States District Court for the Central District of California on October 20, 2003. The claimants have voluntarily dismissed their appeal of that decision which was pending before the United States Court of Appeals for the Ninth Circuit. Defendants' motion for sanctions against

Plaintiffs' counsel is still pending before the Court of Appeals in that case.

Claimants have also indicated their intent to seek enforcement of the Nicaraguan judgments in Colombia, Ecuador, Venezuela and other countries in Latin America and elsewhere, including the United States. In Venezuela, the claimants are attempting to enforce five of the Nicaraguan judgments in that country's Supreme Court: \$489.4 million (December 11, 2002); \$82.9 million (February 25, 2004); \$15.7 million (May 25, 2004); \$56.5 million (June 14, 2004); and \$64.8 million (June 15, 2004). An action filed to enforce the \$27.7 million Nicaraguan judgment (March 17, 2005) in the Colombian Supreme Court was dismissed. In Ecuador, the claimants

**Table of Contents**

**DOLE FOOD COMPANY, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Unaudited)

attempted to enforce the five Nicaraguan judgments issued between February 25, 2004 through June 15, 2004 in the Ecuador Supreme Court. The First, Second and Third Chambers of the Ecuador Supreme Court issued rulings refusing to consider those enforcement actions on the ground that the Supreme Court was not a court of competent jurisdiction for enforcement of a foreign judgment. The plaintiffs subsequently refiled those five enforcement actions in the civil court in Guayaquil, Ecuador. Two of these subsequently filed enforcement actions have been dismissed by the 3rd Civil Court \$15.7 million (May 25, 2004) and the 12th Civil Court \$56.5 million (June 14, 2004) in Guayaquil; plaintiffs have sought reconsideration of those dismissals. The remaining three enforcement actions are still pending.

The Company believes that none of the Nicaraguan civil trial courts' judgments will be enforceable against any Dole entity in the U.S. or in any other country, because Nicaragua's Law 364 is unconstitutional and violates international principles of due process. Among other things, Law 364 is an improper special law directed at particular parties; it requires defendants to pay large, non-refundable deposits in order to even participate in the litigation; it provides a severely truncated procedural process; it establishes an irrebuttable presumption of causation that is contrary to the evidence and scientific data; and it sets unreasonable minimum damages that must be awarded in every case.

As to all the DBCP matters, the Company has denied liability and asserted substantial defenses. The Company has also engaged in efforts to resolve pending litigation and claims in the U.S. and Latin America. Although no assurance can be given concerning the outcome of these cases, in the opinion of management, after consultation with legal counsel and based on past experience defending and settling DBCP claims, the pending lawsuits are not expected to have a material adverse effect on the Company's financial condition or results of operations.

*European Union Antitrust Inquiry and U.S. Class Action Lawsuits:* The European Commission (EC) is investigating alleged violations of European Union competition (antitrust) laws by banana and pineapple importers and distributors operating within the European Economic Area. On June 2 and 3, 2005, the EC conducted a search of certain of the Company's offices in Europe. During this same period, the EC also conducted similar unannounced searches of other companies' offices located in the European Union. The Company is cooperating with the EC and has responded to the EC's information requests. Although no assurances can be given concerning the course or outcome of that EC investigation, the Company believes that it has not violated the European Union competition laws.

Following the public announcement of the EC searches, a number of class action lawsuits were filed against the Company and three competitors in the U.S. District Court for the Southern District of Florida. The lawsuits were filed on behalf of entities that directly or indirectly purchased bananas from the defendants and have now been consolidated into two separate class action lawsuits: one by direct purchasers (customers); and another by indirect purchasers (those who purchased bananas from customers). Both consolidated class action lawsuits allege that the defendants conspired to artificially raise or maintain prices and control or restrict output of bananas. The Company believes these lawsuits are without merit.

*Honduran Tax Case:* In 2005, the Company received a tax assessment from Honduras of approximately \$137 million (including the claimed tax, penalty, and interest through the date of assessment) relating to the disposition of all of the Company's interest in Cervecería Hondureña, S.A in 2001. The Company believes the assessment is without merit and filed an appeal with the Honduran tax authorities, which was denied. As a result of the denial in the administrative process, in order to negate the tax assessment, on August 5, 2005, the Company proceeded to the next stage of the appellate process by filing a lawsuit against the Honduran government, in the Honduran Administrative Tax Trial Court. The Honduran government is seeking dismissal of the lawsuit and attachment of assets, which the Company is

challenging. No reserve has been provided for this assessment.

**Table of Contents**

**DOLE FOOD COMPANY, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Unaudited)

**11. IMPACT OF HURRICANE KATRINA**

During the third quarter of 2005, the Company's operations in the Gulf Coast area of the United States were impacted by Hurricane Katrina. The Company's fresh fruit division utilizes the Gulfport, Mississippi port facility to receive and store product from its Latin American operations. The Gulfport facility, which is leased from the Mississippi Port Authority, incurred significant damage from Hurricane Katrina. As a result of the damage sustained at the Gulfport terminal, the Company diverted shipments to other Dole port facilities including Freeport, Texas; Port Everglades, Florida; and Wilmington, Delaware. The Company resumed discharging shipments of fruit and other cargo in Gulfport at the beginning of the fourth quarter of 2005. However, the facility has not yet been fully rebuilt. The financial impact to the Company's fresh fruit operations includes the loss of cargo and equipment, property damage and additional costs associated with re-routing product to other ports in the region. Equipment that was destroyed or damaged includes refrigerated and dry shipping containers, as well as chassis and generator-sets used for land transportation of the shipping containers.

During the first half of 2006, the Company incurred direct incremental expenses of \$1.2 million related to Hurricane Katrina, bringing the total charge to \$11.3 million. The total charge includes direct incremental expenses of \$5.1 million, write-offs of owned assets with a net book value of \$4.1 million and leased assets of \$2.1 million representing amounts due to lessors. The Company maintains customary insurance for its property, including shipping containers, as well as for business interruption. During the first half of 2006, the Company collected \$5.8 million from insurance carriers related to cargo and property damage bringing the total cash collected to \$11.8 million. The Company is continuing to work with its insurers to evaluate the extent of the costs incurred as a result of the hurricane damage and to determine the extent of the insurance coverage for that damage.

**12. BUSINESS RESTRUCTURING**

During the first quarter of 2006, the commercial relationship substantially ended between Dole's wholly owned subsidiary, Saba Trading AB (Saba), and Saba's largest customer. Saba is a leading importer and distributor of fruit, vegetables and flowers in Scandinavia. Saba's financial results are included in Dole's fresh fruit reporting segment. Other than the expected charges described below, the loss of this customer's business is not expected to be material to Dole's ongoing earnings. In connection with this recent event, Dole plans on restructuring certain lines of Saba's business and expects to incur approximately \$15 million of total related costs. Total costs incurred as of June 17, 2006, amounted to approximately \$8.9 million, of which \$6.4 million is included in cost of products sold and \$2.5 million is included in selling, marketing, and general and administrative expenses in the Condensed Consolidated Statement of Income. The costs incurred consist of \$7.3 million of employee severance costs, \$1.3 million of contractual lease obligations and \$0.3 million of fixed asset write-offs. The \$7.3 million of employee severance costs relate to 225 employees. As of June 17, 2006, the remaining amounts of accrued employee severance costs and contractual lease obligations were \$5.4 million and \$0.7 million, respectively. The Company expects to pay these remaining balances by the end of 2006. The Company currently estimates that the remaining \$6 million of restructuring costs, primarily related to employee severance and contractual lease obligations, will be incurred during the third quarter of 2006 and paid by the end of 2006. In addition, Dole's potential contractual claims against this customer are pending the results of current discussions.

### **13. GUARANTOR FINANCIAL INFORMATION**

In connection with the issuance of the 2011 Notes in March 2003 and the 2010 Notes in May 2003, all of the Company's wholly-owned domestic subsidiaries (Guarantors) have fully and unconditionally guaranteed, on a joint and several basis, the Company's obligations under the indentures related to such Notes and to the Company's 2009 Notes and 2013 Debentures (the Guarantees). Each Guarantee is subordinated in right of payment to the Guarantors existing and future senior debt, including obligations under the senior secured credit facilities, and will rank pari passu with all senior subordinated indebtedness of the applicable Guarantor.



**Table of Contents**

**DOLE FOOD COMPANY, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Unaudited)

The accompanying guarantor consolidating financial information is presented on the equity method of accounting for all periods presented. Under this method, investments in subsidiaries are recorded at cost and adjusted for the Company's share in the subsidiaries' cumulative results of operations, capital contributions and distributions and other changes in equity. Elimination entries relate primarily to the elimination of investments in subsidiaries and associated intercompany balances and transactions.

As of January 1, 2006, Dole Packaged Frozen Foods, Inc. was converted to a limited liability company. In addition, the assets and liabilities of the Dole Packaged Foods division were contributed to Dole Packaged Frozen Foods, Inc., and the combined entity was renamed Dole Packaged Foods, LLC. Prior to January 1, 2006, Dole Packaged Foods was included as a division of Dole Food Company, Inc. for all guarantor financial statements presented. Subsequent to the change in structure effective January 1, 2006, Dole Packaged Foods, LLC is presented as a Guarantor for disclosure purposes in the accompanying condensed consolidated financial statements for the quarter and half year ended June 17, 2006.

The following are condensed consolidating statements of income of the Company for the quarters and half years ended June 17, 2006 and June 18, 2005; condensed consolidating balance sheets as of June 17, 2006 and December 31, 2005; and condensed consolidating statements of cash flows for the half years ended June 17, 2006 and June 18, 2005.

**Table of Contents****DOLE FOOD COMPANY, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Unaudited)**CONDENSED CONSOLIDATING STATEMENT OF INCOME**  
**For the Quarter Ended June 17, 2006**

|   | <b>Dole Food<br/>Company,<br/>Inc.</b> | <b>Guarantors</b> | <b>Non<br/>Guarantors</b> | <b>Eliminations</b> | <b>Total</b> |
|---|--|-------------------|---------------------------|---------------------|--------------|
| (In thousands)  |  |                   |                           |                     |              |
| Revenues, net   | \$ 15,405                              | \$ 762,337        | \$ 1,109,081              | \$ (297,786)        | \$ 1,589,037 |
| Cost of products sold   | 13,323                                 | 679,665           | 1,006,561                 | (292,101)           | 1,407,448    |
| Gross margin  | 2,082                                  | 82,672            | 102,520                   | (5,685)             | 181,589      |
| Selling, marketing and general<br>and administrative expenses                   | 11,742                                 | 48,335            | 54,517                    | (5,685)             | 108,909      |
| Operating income  | (9,660)                                | 34,337            | 48,003                    |                     | 72,680       |
| Equity in subsidiary income   | 37,191                                 | 29,928            |                           | (67,119)            |              |
| Other income (expense), net   | (3,205)                                |                   | (824)                     |                     | (4,029)      |
| Interest income   | 558                                    | 116               | 1,031                     |                     | 1,705        |
| Interest expense  | 26,558                                 | 83                | 13,366                    |                     | 40,007       |
| Income (loss) before income<br>taxes, minority interests and<br>equity earnings | (1,674)                                | 64,298            | 34,844                    | (67,119)            | 30,349       |
| Income taxes  | (20,210)                               | 27,610            | 5,671                     |                     | 13,071       |
| Minority interests, net of income<br>taxes                                      | 36                                     | (142)             | 207                       |                     | 101          |
| Equity in earnings of<br>unconsolidated subsidiaries, net<br>of income taxes    |  | 47                | (1,370)                   |                     | (1,323)      |
| Net income  | \$ 18,500                              | \$ 36,783         | \$ 30,336                 | \$ (67,119)         | \$ 18,500    |

**For the Quarter Ended June 18, 2005**

|  | <b>Dole Food<br/>Company,<br/>Inc.</b> | <b>Guarantors</b> | <b>Non<br/>Guarantors</b> | <b>Eliminations</b> | <b>Total</b> |
|--|--|-------------------|---------------------------|---------------------|--------------|
|--|--|-------------------|---------------------------|---------------------|--------------|

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| (In thousands)   |    |          |    |         |    |           |    |           |    |           |
|--|----|----------|----|---------|----|-----------|----|-----------|----|-----------|
| Revenues, net  | \$ | 125,896  | \$ | 597,623 | \$ | 1,081,659 | \$ | (278,827) | \$ | 1,526,351 |
| Cost of products sold  |    | 93,115   |    | 554,183 |    | 932,777   |    | (274,516) |    | 1,305,559 |
| Gross margin   |    | 32,781   |    | 43,440  |    | 148,882   |    | (4,311)   |    | 220,792   |
| Selling, marketing and general<br>and administrative expenses                |    | 28,037   |    | 31,331  |    | 52,325    |    | (4,311)   |    | 107,382   |
| Operating income   |    | 4,744    |    | 12,109  |    | 96,557    |    |           |    | 113,410   |
| Equity in subsidiary income  |    | 97,586   |    | 87,213  |    |           |    | (184,799) |    |           |
| Other income (expense), net  |    | (43,699) |    | 549     |    | 2,217     |    |           |    | (40,933)  |
| Interest income  |    | 119      |    | 17      |    | 834       |    |           |    | 970       |
| Interest expense   |    | 25,112   |    | 70      |    | 7,216     |    |           |    | 32,398    |
| Income before income taxes,<br>minority interests and equity<br>earnings     |    | 33,638   |    | 99,818  |    | 92,392    |    | (184,799) |    | 41,049    |
| Income taxes   |    | 1,016    |    | 2,411   |    | 6,262     |    |           |    | 9,689     |
| Minority interests, net of<br>income taxes                                   |    | 294      |    | 186     |    | 167       |    |           |    | 647       |
| Equity in earnings of<br>unconsolidated subsidiaries,<br>net of income taxes |    |          |    | (70)    |    | (1,545)   |    |           |    | (1,615)   |
| Net income   | \$ | 32,328   | \$ | 97,291  | \$ | 87,508    | \$ | (184,799) | \$ | 32,328    |

**Table of Contents****DOLE FOOD COMPANY, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Unaudited)**CONDENSED CONSOLIDATING STATEMENT OF INCOME**  
**For the Half Year Ended June 17, 2006**

|   | <b>Dole Food<br/>Company,<br/>Inc.</b> | <b>Guarantors</b> | <b>Non<br/>Guarantors</b> | <b>Eliminations</b> | <b>Total</b> |
|---|--|-------------------|---------------------------|---------------------|--------------|
| (In thousands)  |  |                   |                           |                     |              |
| Revenues, net   | \$ 26,734                              | \$ 1,464,989      | \$ 2,110,002              | \$ (612,682)        | \$ 2,989,043 |
| Cost of products sold   | 23,019                                 | 1,311,843         | 1,945,989                 | (603,858)           | 2,676,993    |
| Gross margin  | 3,715                                  | 153,146           | 164,013                   | (8,824)             | 312,050      |
| Selling, marketing and<br>general and administrative<br>expenses                | 27,240                                 | 93,398            | 104,561                   | (8,824)             | 216,375      |
| Operating income  | (23,525)                               | 59,748            | 59,452                    |                     | 95,675       |
| Equity in subsidiary income   | 54,516                                 | 25,198            |                           | (79,714)            |              |
| Other income (expense), net   | (3,206)                                |                   | (1,909)                   |                     | (5,115)      |
| Interest income   | 744                                    | 195               | 2,240                     |                     | 3,179        |
| Interest expense  | 50,676                                 | 157               | 23,599                    |                     | 74,432       |
| Income (loss) before income<br>taxes, minority interests and<br>equity earnings | (22,147)                               | 84,984            | 36,184                    | (79,714)            | 19,307       |
| Income taxes  | (34,800)                               | 31,507            | 12,146                    |                     | 8,853        |
| Minority interests, net of<br>income taxes                                      | 72                                     | 112               | 534                       |                     | 718          |
| Equity in earnings of<br>unconsolidated subsidiaries,<br>net of income taxes    |  | (403)             | (2,442)                   |                     | (2,845)      |
| Net income  | \$ 12,581                              | \$ 53,768         | \$ 25,946                 | \$ (79,714)         | \$ 12,581    |

**For the Half Year Ended June 18, 2005**

|  | <b>Dole Food<br/>Company,<br/>Inc.</b> | <b>Guarantors</b> | <b>Non<br/>Guarantors</b> | <b>Eliminations</b> | <b>Total</b> |
|--|--|-------------------|---------------------------|---------------------|--------------|
|--|--|-------------------|---------------------------|---------------------|--------------|

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| (In thousands)   |    |          |    |           |    |           |    |           |    |           |
|--|----|----------|----|-----------|----|-----------|----|-----------|----|-----------|
| Revenues, net  | \$ | 253,155  | \$ | 1,181,056 | \$ | 2,118,658 | \$ | (584,385) | \$ | 2,968,484 |
| Cost of products sold  |    | 188,610  |    | 1,073,820 |    | 1,846,933 |    | (577,618) |    | 2,531,745 |
| Gross margin   |    | 64,545   |    | 107,236   |    | 271,725   |    | (6,767)   |    | 436,739   |
| Selling, marketing and general and administrative expenses             |    | 60,324   |    | 59,255    |    | 109,388   |    | (6,767)   |    | 222,200   |
| Operating income   |    | 4,221    |    | 47,981    |    | 162,337   |    |           |    | 214,539   |
| Equity in subsidiary income  |    | 183,943  |    | 152,248   |    |           |    | (336,191) |    |           |
| Other income (expense), net  |    | (43,700) |    | 550       |    | 5,167     |    |           |    | (37,983)  |
| Interest income  |    | 145      |    | 75        |    | 1,825     |    |           |    | 2,045     |
| Interest expense   |    | 57,057   |    | 112       |    | 11,288    |    |           |    | 68,457    |
| Income before income taxes, minority interests and equity earnings     |    | 87,552   |    | 200,742   |    | 158,041   |    | (336,191) |    | 110,144   |
| Income taxes   |    | 37,482   |    | 17,447    |    | 8,181     |    |           |    | 63,110    |
| Minority interests, net of income taxes                                |    | 588      |    | 212       |    | 346       |    |           |    | 1,146     |
| Equity in earnings of unconsolidated subsidiaries, net of income taxes |    |          |    | (297)     |    | (3,297)   |    |           |    | (3,594)   |
| Net income   | \$ | 49,482   | \$ | 183,380   | \$ | 152,811   | \$ | (336,191) | \$ | 49,482    |

**Table of Contents****DOLE FOOD COMPANY, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Unaudited)**CONDENSED CONSOLIDATING BALANCE SHEET**  
**As of June 17, 2006**

|  | <b>Dole Food<br/>Company,<br/>Inc.</b> | <b>Guarantors</b>   | <b>Non<br/>Guarantors</b> | <b>Eliminations</b>   | <b>Total</b>        |
|--|--|---------------------|---------------------------|-----------------------|---------------------|
| (In thousands)                             |  |                     |                           |                       |                     |
| <b>ASSETS</b>                              |  |                     |                           |                       |                     |
| Cash and cash equivalents                  | \$ 13,558                              | \$ (9,448)          | \$ 47,193                 | \$                    | \$ 51,303           |
| Receivables, net of<br>allowances          | 84,574                                 | 179,420             | 542,237                   |                       | 806,231             |
| Inventories                                | 6,564                                  | 246,348             | 379,701                   |                       | 632,613             |
| Prepaid expenses                           | 3,241                                  | 12,648              | 52,049                    |                       | 67,938              |
| Deferred income tax assets                 | 9,185                                  | 24,778              | 3,632                     |                       | 37,595              |
| Total current assets                       | 117,122                                | 453,746             | 1,024,812                 |                       | 1,595,680           |
| Investments                                | 2,472,295                              | 1,746,068           | 81,192                    | (4,216,702)           | 82,853              |
| Property, plant and<br>equipment, net      | 297,193                                | 382,848             | 825,213                   |                       | 1,505,254           |
| Goodwill                                   |  | 163,925             | 376,355                   |                       | 540,280             |
| Intangible assets, net                     | 690,242                                | 32,490              | 1,948                     |                       | 724,680             |
| Other assets, net                          | 30,282                                 | 9,075               | 109,469                   |                       | 148,826             |
| <b>Total assets</b>                        | <b>\$ 3,607,134</b>                    | <b>\$ 2,788,152</b> | <b>\$ 2,418,989</b>       | <b>\$ (4,216,702)</b> | <b>\$ 4,597,573</b> |
| <b>LIABILITIES AND SHAREHOLDERS EQUITY</b> |  |                     |                           |                       |                     |
| Accounts payable                           | \$ 2,817                               | \$ 141,917          | \$ 316,818                | \$                    | \$ 461,552          |
| Accrued liabilities                        | 70,330                                 | 187,670             | 189,812                   |                       | 447,812             |
| Current portion of long-term<br>debt       | 1,950                                  | 1,005               | 11,688                    |                       | 14,643              |
| Notes payable                              |  | 1,395               | 33,424                    |                       | 34,819              |
| Total current liabilities                  | 75,097                                 | 331,987             | 551,742                   |                       | 958,826             |
| Intercompany payables<br>(receivables)     | 946,232                                | (96,661)            | (849,571)                 |                       |                     |
| Long-term debt                             | 1,378,180                              | 2,483               | 825,104                   |                       | 2,205,767           |
| Deferred income tax<br>liabilities         | 284,587                                | 40,283              | 30,764                    |                       | 355,634             |
| Other long-term liabilities                | 423,180                                | 40,029              | 93,332                    |                       | 556,541             |

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|  |                     |                     |                     |                       |                     |         |
|--|---------------------|---------------------|---------------------|-----------------------|---------------------|---------|
| Minority interests                               |                     | 5,400               |                     | 15,547                |                     | 20,947  |
| Total shareholders equity                        | 499,858             | 2,464,631           |                     | 1,752,071             | (4,216,702)         | 499,858 |
| <b>Total liabilities and shareholders equity</b> | <b>\$ 3,607,134</b> | <b>\$ 2,788,152</b> | <b>\$ 2,418,989</b> | <b>\$ (4,216,702)</b> | <b>\$ 4,597,573</b> |         |

**Table of Contents****DOLE FOOD COMPANY, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Unaudited)**CONDENSED CONSOLIDATING BALANCE SHEET**  
**As of December 31, 2005**

|  | <b>Dole Food<br/>Company,<br/>Inc.</b> | <b>Guarantors</b>   | <b>Non<br/>Guarantors</b> | <b>Eliminations</b>   | <b>Total</b>        |
|--|--|---------------------|---------------------------|-----------------------|---------------------|
| (In thousands)                             |  |                     |                           |                       |                     |
| <b>ASSETS</b>                              |  |                     |                           |                       |                     |
| Cash and cash equivalents                  | \$ 12,698                              | \$ (5,453)          | \$ 41,567                 | \$                    | \$ 48,812           |
| Receivables, net of<br>allowances          | 121,316                                | 116,226             | 400,094                   |                       | 637,636             |
| Inventories                                | 101,935                                | 171,601             | 349,961                   |                       | 623,497             |
| Prepaid expenses                           | 5,663                                  | 10,071              | 43,130                    |                       | 58,864              |
| Deferred income tax assets                 | 15,946                                 | 15,282              | 3,528                     |                       | 34,756              |
| <b>Total current assets</b>                | <b>257,558</b>                         | <b>307,727</b>      | <b>838,280</b>            |                       | <b>1,403,565</b>    |
| Investments                                | 2,271,031                              | 1,708,078           | 75,200                    | (3,977,556)           | 76,753              |
| Property, plant and<br>equipment, net      | 299,100                                | 360,886             | 848,611                   |                       | 1,508,597           |
| Goodwill                                   | 18,224                                 | 145,702             | 376,354                   |                       | 540,280             |
| Intangible assets, net                     | 710,743                                | 13,687              | 2,270                     |                       | 726,700             |
| Other assets, net                          | 34,679                                 | 9,643               | 109,510                   |                       | 153,832             |
| <b>Total assets</b>                        | <b>\$ 3,591,335</b>                    | <b>\$ 2,545,723</b> | <b>\$ 2,250,225</b>       | <b>\$ (3,977,556)</b> | <b>\$ 4,409,727</b> |
| <b>LIABILITIES AND SHAREHOLDERS EQUITY</b> |  |                     |                           |                       |                     |
| Accounts payable                           | \$ (121,890)                           | \$ 249,560          | \$ 283,781                | \$                    | \$ 411,451          |
| Accrued liabilities                        | 97,397                                 | 178,582             | 155,058                   |                       | 431,037             |
| Current portion of long-term<br>debt       | (300)                                  | 885                 | 24,435                    |                       | 25,020              |
| Notes payable                              |  | 1,119               | 275                       |                       | 1,394               |
| <b>Total current liabilities</b>           | <b>(24,793)</b>                        | <b>430,146</b>      | <b>463,549</b>            |                       | <b>868,902</b>      |
| Intercompany payables<br>(receivables)     | 1,072,418                              | (229,126)           | (843,292)                 |                       |                     |
| Long-term debt                             | 1,216,090                              | 2,451               | 782,302                   |                       | 2,000,843           |
| Deferred income tax<br>liabilities         | 294,420                                | 32,128              | 29,099                    |                       | 355,647             |
| Other long-term liabilities                | 416,657                                | 39,684              | 89,964                    |                       | 546,305             |



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|  |                     |                     |                     |                       |                     |
|--|---------------------|---------------------|---------------------|-----------------------|---------------------|
| Minority interests                               |                     | 6,325               | 15,162              |                       | 21,487              |
| Total shareholders equity                        | 616,543             | 2,264,115           | 1,713,441           | (3,977,556)           | 616,543             |
| <b>Total liabilities and shareholders equity</b> | <b>\$ 3,591,335</b> | <b>\$ 2,545,723</b> | <b>\$ 2,250,225</b> | <b>\$ (3,977,556)</b> | <b>\$ 4,409,727</b> |

**Table of Contents****DOLE FOOD COMPANY, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Unaudited)**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**  
**For the Half Year Ended June 17, 2006**

|  | <b>Dole Food<br/>Company,<br/>Inc.</b> | <b>Guarantors</b> | <b>Non<br/>Guarantors</b> | <b>Eliminations</b> | <b>Total</b> |
|--|--|-------------------|---------------------------|---------------------|--------------|
| (In thousands)   |  |                   |                           |                     |              |
| <b>Operating activities</b>  |  |                   |                           |                     |              |
| Cash flow provided by (used in) operating activities                 | \$ (20,921)                            | \$ 17,898         | \$ (40,148)               | \$                  | \$ (43,171)  |
| <b>Investing activities</b>  |  |                   |                           |                     |              |
| Proceeds from sales of assets  | 168                                    | 97                | 2,020                     |                     | 2,285        |
| Capital additions  | (680)                                  | (20,948)          | (23,096)                  |                     | (44,724)     |
| Repurchase of common stock in the going-private merger transaction   | (100)                                  |                   |                           |                     | (100)        |
| Cash flow used in investing activities                               | (612)                                  | (20,851)          | (21,076)                  |                     | (42,539)     |
| <b>Financing activities</b>  |  |                   |                           |                     |              |
| Short-term debt borrowings   |  | (6)               | 51,366                    |                     | 51,360       |
| Short-term debt repayments   |  | (752)             | (17,669)                  |                     | (18,421)     |
| Long-term debt borrowings  | 654,383                                | 565               | 907,113                   |                     | 1,562,061    |
| Long-term debt repayments  | (496,689)                              | (412)             | (881,457)                 |                     | (1,378,558)  |
| Capital contributions  | 28,390                                 |                   |                           |                     | 28,390       |
| Dividends paid to minority shareholders                              |  | (437)             | (859)                     |                     | (1,296)      |
| Dividends paid   | (163,691)                              |                   |                           |                     | (163,691)    |
| Cash flow provided by (used in) financing activities                 | 22,393                                 | (1,042)           | 58,494                    |                     | 79,845       |
| Effect of foreign exchange rate changes on cash and cash equivalents |  |                   | 8,356                     |                     | 8,356        |
| Increase (decrease) in cash and cash equivalents                     | 860                                    | (3,995)           | 5,626                     |                     | 2,491        |

|  |           |            |           |           |
|--|-----------|------------|-----------|-----------|
| Cash and cash equivalents at beginning of period | 12,698    | (5,453)    | 41,567    | 48,812    |
| Cash and cash equivalents at end of period       | \$ 13,558 | \$ (9,448) | \$ 47,193 | \$ 51,303 |

**Table of Contents****DOLE FOOD COMPANY, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Unaudited)**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**  
**For the Half Year Ended June 18, 2005**

|  | <b>Dole Food<br/>Company,<br/>Inc.</b> | <b>Guarantors</b> | <b>Non<br/>Guarantors</b> | <b>Eliminations</b> | <b>Total</b> |
|--|--|-------------------|---------------------------|---------------------|--------------|
| (In thousands)   |  |                   |                           |                     |              |
| <b>Operating activities</b>  |  |                   |                           |                     |              |
| Cash flow provided by operating activities                           | \$ 550,925                             | \$ 587,892        | \$ 71,582                 | \$ (1,136,713)      | \$ 73,686    |
| <b>Investing activities</b>  |  |                   |                           |                     |              |
| Proceeds from sales of assets  | 1,651                                  | 80                | 5,275                     |                     | 7,006        |
| Investments and acquisitions   |  |                   | (51,010)                  |                     | (51,010)     |
| Capital additions  | (1,916)                                | (14,033)          | (28,529)                  |                     | (44,478)     |
| Repurchase of common stock in the going-private merger transaction   | (349)                                  |                   |                           |                     | (349)        |
| Cash flow used in investing activities                               | (614)                                  | (13,953)          | (74,264)                  |                     | (88,831)     |
| <b>Financing activities</b>  |  |                   |                           |                     |              |
| Short-term debt borrowings   |  | 663               | 6,308                     |                     | 6,971        |
| Short-term debt repayments   |  | (15,313)          | (6,308)                   |                     | (21,621)     |
| Long-term debt borrowings  | 287,400                                | 434               | 902,815                   |                     | 1,190,649    |
| Long-term debt repayments  | (815,447)                              | (349)             | (339,256)                 |                     | (1,155,052)  |
| Intercompany dividends   |  | (566,713)         | (570,000)                 | 1,136,713           |              |
| Dividends paid to minority shareholders                              |  | (1,545)           | (837)                     |                     | (2,382)      |
| Dividends paid   | (12,300)                               |                   |                           |                     | (12,300)     |
| Cash flow used in financing activities                               | (540,347)                              | (582,823)         | (7,278)                   | 1,136,713           | 6,265        |
| Effect of foreign exchange rate changes on cash and cash equivalents |  |                   | (1,761)                   |                     | (1,761)      |
|  | 9,964                                  | (8,884)           | (11,721)                  |                     | (10,641)     |

Increase (decrease) in cash and cash equivalents

Cash and cash equivalents at beginning of period

|       |       |        |        |
|-------|-------|--------|--------|
| 9,236 | 3,279 | 66,702 | 79,217 |
|-------|-------|--------|--------|

Cash and cash equivalents at end of period

|           |            |           |           |
|-----------|------------|-----------|-----------|
| \$ 19,200 | \$ (5,605) | \$ 54,981 | \$ 68,576 |
|-----------|------------|-----------|-----------|

**Table of Contents****DOLE FOOD COMPANY, INC.****ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****Overview**

For the second quarter of 2006, Dole Food Company, Inc. and its consolidated subsidiaries ( Dole or the Company ) generated revenues of \$1.59 billion, reflecting a 4% increase compared to the prior year. Higher revenues were reported in all four of the Company's operating segments. The Company earned operating income of \$72.7 million compared to \$113.4 million earned in the prior year. Operating income decreased due to lower earnings in the Company's fresh fruit and fresh-cut flowers operating segments as a result of higher production, shipping and distribution costs and the impact of unfavorable foreign currency exchange movements. Net income was \$18.5 million for the second quarter of 2006 compared to \$32.3 million in the second quarter of 2005.

For the first half of 2006, the Company generated revenues of \$2.99 billion, reflecting a 1% increase compared to the prior year. Higher revenues were due to sales growth in the Company's fresh vegetables, packaged foods and fresh-cut flowers operating segments. The Company earned operating income of \$95.7 million compared to \$214.5 million earned in the prior year. Lower operating income was reported by all four of the Company's operating segments. The decrease in operating income was primarily due to similar factors that impacted the second quarter operating results. Net income was \$12.6 million for the first half of 2006 compared to \$49.5 million in the first half of 2005.

**Results of Operations**

Selected results of operations for the quarters ended and half years ended June 17, 2006 and June 18, 2005 were as follows (in thousands):

|   | <b>Quarter Ended</b>     |                          |
|---|--------------------------|--------------------------|
|   | <b>June 17,<br/>2006</b> | <b>June 18,<br/>2005</b> |
| Revenues, net   | \$ 1,589,037             | \$ 1,526,351             |
| Operating income  | 72,680                   | 113,410                  |
| Interest income and other income (expense), net   | (2,324)                  | (39,963)                 |
| Interest expense  | 40,007                   | 32,398                   |
| Minority interests and equity in earnings of unconsolidated subsidiaries, net of income taxes | (1,222)                  | (968)                    |
| Income taxes  | 13,071                   | 9,689                    |
| Net income  | 18,500                   | 32,328                   |

|   | <b>Half Year Ended</b>   |                          |
|---|--------------------------|--------------------------|
|   | <b>June 17,<br/>2006</b> | <b>June 18,<br/>2005</b> |
| Revenues, net                                   | \$ 2,989,043             | \$ 2,968,484             |
| Operating income                                | 95,675                   | 214,539                  |
| Interest income and other income (expense), net | (1,936)                  | (35,938)                 |

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|   |         |         |
|---|---------|---------|
| Interest expense  | 74,432  | 68,457  |
| Minority interests and equity in earnings of unconsolidated subsidiaries, net of income taxes | (2,127) | (2,448) |
| Income taxes  | 8,853   | 63,110  |
| Net income  | 12,581  | 49,482  |

**Table of Contents*****Revenues***

For the quarter ended June 17, 2006, revenues increased 4% to \$1.59 billion from \$1.53 billion in the quarter ended June 18, 2005. The increase is due to higher sales in all four of the Company's operating segments. Fresh fruit sales increased primarily due to higher sales of bananas in North America and Europe, higher pineapple volumes sold worldwide and higher deciduous fruit sold in North America. In addition, revenues benefited from higher sales of commodity vegetables and packaged foods products, primarily for fruit parfaits, FRUIT BOWLS® and canned products. These increases were partially offset by lower sales in the Company's European ripening and distribution operations. During the first quarter of 2006, Dole ended its commercial relationship with a significant customer of Saba Trading AB ( Saba ), which is part of the European ripening and distribution operations. In addition, unfavorable foreign currency exchange movements in the Company's foreign selling locations impacted revenues. If foreign currency exchange rates in the Company's significant foreign operations during the second quarter of 2006 had remained unchanged from those experienced in the second quarter of 2005, the Company estimates that its revenues would have been higher by approximately \$13 million.

For the half year ended June 17, 2006, revenues increased 1% to \$2.99 billion from \$2.97 billion in the half year ended June 18, 2005. Revenues benefited from higher volumes of bananas and pineapples sold in North America and Europe, higher sales of commodity vegetables and packaged foods products in North America and higher volumes in the fresh-cut flowers operations. These increases were partially offset by lower sales in the Company's European ripening and distribution operations and lower banana pricing in Asia and lower volumes of pineapples sold in Asia. In addition, unfavorable foreign currency exchange movements in the Company's foreign selling locations impacted revenues. If foreign currency exchange rates in the Company's significant foreign operations during the first half year of 2006 had remained unchanged from those experienced in the first half year of 2005, the Company estimates that its revenues would have been higher by approximately \$65 million.

***Operating Income***

For the quarter ended June 17, 2006, operating income decreased to \$72.7 million from \$113.4 million in the quarter ended June 18, 2005. The decrease was primarily attributable to lower operating results from the Company's fresh fruit and fresh-cut flowers segments partially offset by improved operating results in the fresh vegetables and packaged foods segments. Higher product, distribution and shipping costs, which resulted primarily from higher commodity costs (including fuel and tinplate) continued to affect the Company's operations. Operating income was also impacted by restructuring costs of \$3.6 million incurred at Saba. Unfavorable foreign currency exchange movements also contributed to lower operating results. If foreign currency exchange rates in the Company's significant foreign operations during the second quarter of 2006 had remained unchanged from those experienced in the second quarter of 2005, the Company estimates that its operating income would have been higher by approximately \$7 million.

For the half year ended June 17, 2006, operating income decreased to \$95.7 million from \$214.5 million in the half year ended June 18, 2005. Lower operating income was reported by all four of the Company's operating segments due primarily to higher production, shipping and distribution costs. In addition, operating income includes restructuring costs of approximately \$8.9 million incurred at Saba. Unfavorable foreign currency exchange movements also contributed to lower operating results. If foreign currency exchange rates in the Company's significant foreign operations during the first half of 2006 had remained unchanged from those experienced in the first half of 2005, the Company estimates that its operating income would have been higher by approximately \$24 million.

***Interest Income and Other Income (Expense), Net***

For the quarter ended June 17, 2006, interest income and other income (expense), net improved to an expense of \$2.3 million from an expense of \$40 million in the prior year. The improvement was primarily due to the write-off of



deferred debt issuance costs of \$8.1 million associated with the Company's April 2006 debt refinancing transaction compared to \$43.8 million of expenses related to the early extinguishment of debt in connection with Company's April 2005 refinancing and bond tender transactions. In addition, in the quarter ended June 17, 2006, the Company recorded a gain of \$6.5 million on the settlement of the Company's interest rate swap and a \$2.2 million

## **Table of Contents**

foreign currency exchange gain related to repayment of the Japanese yen denominated term loan. These improvements were partially offset by a \$5.2 million foreign currency exchange loss on the British pound sterling denominated vessel lease obligation in 2006 compared to a foreign currency exchange gain of \$2.2 million in the prior year.

For the half year ended June 17, 2006, interest income and other income (expense), net improved to an expense of \$1.9 million from an expense of \$35.9 million in the half year ended June 18, 2005. The improvement was primarily attributable to the same factors that impacted the quarter. The Company's Japanese yen denominated term loan generated a foreign currency exchange gain of \$1.5 million in 2006 compared to a foreign currency exchange gain of \$0.6 million in 2005. The Company's British pound sterling denominated vessel lease obligation generated a foreign currency exchange loss of \$5.7 million in 2006 compared to a foreign currency exchange gain of \$4.9 million in 2005.

### ***Interest Expense***

Interest expense for the quarter ended June 17, 2006 was \$40 million compared to \$32.4 million in the quarter ended June 18, 2005. Interest expense increased primarily as a result of additional borrowings and higher effective borrowing rates on the Company's debt facilities.

Interest expense for the half year ended June 17, 2006 was \$74.4 million compared to \$68.5 million in the half year ended June 18, 2005. The increase in interest expense was primarily attributable to the same factors that impacted the quarter.

### ***Income Tax Expense***

Income tax expense for the quarter and half year ended June 17, 2006 of \$13.1 million and \$8.9 million, respectively, reflects the Company's expected effective income tax rate of approximately 45.9% for the full fiscal year ending December 30, 2006. Income tax expense of approximately \$9.2 million and \$24 million for the quarter and half year ended June 18, 2005, respectively, which excludes the \$0.5 million and \$39.1 million impact of the repatriation of certain foreign earnings, reflects the Company's then expected effective income tax rate of approximately 21% for the full fiscal year ending December 31, 2005. The increase in the effective tax rate for the full year of 2006 compared to the expected tax rate for the full year of 2005 is principally due to earnings from operations decreasing by a larger relative percentage than the associated taxes required to be provided on such earnings.

For 2005, the Company's effective income tax rate differs from the U.S. federal statutory rate primarily due to earnings from operations being taxed in foreign jurisdictions at a net effective rate lower than the U.S. rate. For 2006, the Company's effective income tax rate is higher than the U.S. federal statutory rate primarily due to the accrual of tax related contingencies partially offset by earnings from foreign jurisdictions that are taxed at a rate lower than the U.S. federal statutory rate. Other than the taxes provided on the \$570 million of repatriated foreign earnings, no U.S. taxes have been provided on foreign earnings because such earnings are intended to be indefinitely invested outside the U.S.

### **Segment Results of Operations**

The Company has four primary reportable operating segments: fresh fruit, fresh vegetables, packaged foods and fresh-cut flowers. These reportable segments are managed separately due to differences in their products, production processes, distribution channels and customer bases.

The Company's management evaluates and monitors segment performance primarily through earnings before interest expense and income taxes ( EBIT ). EBIT is calculated by adding income taxes and interest expense to net income. Management believes that segment EBIT provides useful information for analyzing the underlying business results as well as allowing investors a means to evaluate the financial results of each segment in relation to the Company as a

whole. EBIT is not defined under accounting principles generally accepted in the United States of America ( GAAP ) and should not be considered in isolation or as a substitute for net income measures prepared in accordance with GAAP or as a measure of the Company s profitability. Additionally, the Company s computation

**Table of Contents**

of EBIT may not be comparable to other similarly titled measures computed by other companies, because not all companies calculate EBIT in the same fashion.

Revenues from external customers and EBIT for the reportable operating segments and corporate were as follows:

|                                   | <b>Quarter Ended</b>     |                          |
|-----------------------------------|--------------------------|--------------------------|
|                                   | <b>June 17,<br/>2006</b> | <b>June 18,<br/>2005</b> |
| (In thousands)                    |                          |                          |
| Revenues from external customers: |                          |                          |
| Fresh fruit                       | \$ 1,003,909             | \$ 984,077               |
| Fresh vegetables                  | 304,403                  | 290,223                  |
| Packaged foods                    | 221,723                  | 195,363                  |
| Fresh-cut flowers                 | 44,869                   | 44,360                   |
| Other operating segments          | 14,133                   | 12,328                   |
|                                   | <b>\$ 1,589,037</b>      | <b>\$ 1,526,351</b>      |
| EBIT:                             |                          |                          |
| Fresh fruit                       | \$ 52,470                | \$ 94,957                |
| Fresh vegetables                  | 11,791                   | 10,670                   |
| Packaged foods                    | 22,002                   | 20,792                   |
| Fresh-cut flowers                 | (5,083)                  | (666)                    |
| Other operating segments          | 423                      | 438                      |
| Total operating segments          | 81,603                   | 126,191                  |
| Corporate                         | (10,025)                 | (51,776)                 |
| Interest expense                  | 40,007                   | 32,398                   |
| Income before income taxes        | <b>\$ 31,571</b>         | <b>\$ 42,017</b>         |

|                                   | <b>Half Year Ended</b>   |                          |
|-----------------------------------|--------------------------|--------------------------|
|                                   | <b>June 17,<br/>2006</b> | <b>June 18,<br/>2005</b> |
| (In thousands)                    |                          |                          |
| Revenues from external customers: |                          |                          |
| Fresh fruit                       | \$ 1,900,933             | \$ 1,923,604             |
| Fresh vegetables                  | 547,606                  | 543,829                  |
| Packaged foods                    | 417,670                  | 385,653                  |
| Fresh-cut flowers                 | 103,033                  | 97,079                   |
| Other operating segments          | 19,801                   | 18,319                   |
|                                   | <b>\$ 2,989,043</b>      | <b>\$ 2,968,484</b>      |

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|                            |  |           |            |
|----------------------------|--|-----------|------------|
| EBIT:                      |  |           |            |
| Fresh fruit                |  | \$ 72,693 | \$ 171,466 |
| Fresh vegetables           |  | 16,351    | 29,874     |
| Packaged foods             |  | 36,883    | 38,719     |
| Fresh-cut flowers          |  | (5,478)   | 3,892      |
| Other operating segments   |  | 573       | 513        |
| <br>                       |  |           |            |
| Total operating segments   |  | 121,022   | 244,464    |
| Corporate                  |  | (25,156)  | (63,415)   |
| Interest expense           |  | 74,432    | 68,457     |
| <br>                       |  |           |            |
| Income before income taxes |  | \$ 21,434 | \$ 112,592 |

**Table of Contents*****Fresh Fruit***

Fresh fruit revenues in the quarter ended June 17, 2006 increased 2% to \$1,004 million from \$984 million in the quarter ended June 18, 2005. The increase in fresh fruit revenues was primarily due to the following: higher banana volumes sold in Europe, higher pricing and surcharges for bananas sold in North America, higher pricing and volumes of deciduous fruit sold in North America and higher volumes of pineapples sold worldwide. The increase in volumes of European bananas was related to the implementation by the European Union ( EU ) of a new tariff only import fee on bananas effective January 1, 2006 which ended volume restrictions applicable to Latin American imported bananas. These factors were partially offset by lower sales in the European ripening and distribution operations due mainly to the substantial end of a customer relationship at Saba, lower banana pricing in Asia, and lower navel orange pricing in North America. Fresh fruit revenues in the half year ended June 17, 2006 decreased 1.2% to \$1.9 billion from \$1.92 billion in the half year ended June 18, 2005. Revenues for the half year were impacted mainly by the same factors affecting sales in the second quarter, except for lower pineapple sales in Asia during the half year. Unfavorable foreign currency exchange movements in the Company's foreign selling locations impacted revenues during the second quarter and half year. If foreign currency exchange rates in the Company's significant fresh fruit foreign operations during the second quarter and half year of 2006 had remained unchanged from those experienced in the second quarter and half year of 2005, the Company estimates that its fresh fruit revenues would have been higher by approximately \$13 million and \$65 million, respectively.

Fresh fruit EBIT in the quarter ended June 17, 2006 decreased to \$52.5 million from \$95 million in the quarter ended June 18, 2005. EBIT decreased primarily as a result of higher product costs that impacted worldwide banana operations and deciduous fruit sold in North America. There were also higher costs in the European banana business related to the new tariff fees imposed by the EU in connection with the new import regime. EBIT also decreased due to higher shipping and distribution costs across most businesses due to significantly higher fuel costs. In addition, the Company incurred restructuring costs of approximately \$3.6 million at Saba. Fresh fruit EBIT in the half year ended June 17, 2006 decreased to \$72.7 million from \$171.5 million in the half year ended June 18, 2005. EBIT decreased primarily as a result of the same factors that decreased EBIT in the second quarter. If foreign currency exchange rates in the Company's significant fresh fruit foreign operations during the second quarter and half year of 2006 had remained unchanged from those experienced in the second quarter and half year of 2005, the Company estimates that fresh fruit EBIT would have been higher by approximately \$7 million and \$23 million, respectively. In addition, EBIT included unrealized foreign currency exchange losses related to the Company's British pound sterling vessel capital lease obligation of \$5.2 million and \$5.7 million for the second quarter and half year ended June 17, 2006, respectively.

***Fresh Vegetables***

Fresh vegetables revenues for the quarter ended June 17, 2006 increased 5% to \$304.4 million from \$290.2 million in the quarter ended June 18, 2005. The increase was mainly due to higher pricing in the North America commodity vegetables business, primarily for celery, lettuce, berries, broccoli, and cauliflower. Sales in the North America commodity vegetables and packaged salads businesses also benefited from surcharges. Fresh vegetables revenues in the half year ended June 17, 2006 increased 1% to \$547.6 million from \$543.8 million in the half year ended June 18, 2005. Revenues for the half year were impacted by higher surcharges and higher berry sales partially offset by lower packaged salads volumes and lower pricing in commodity vegetables.

Fresh vegetables EBIT for the quarter ended June 17, 2006 increased 11% to \$11.8 million from \$10.7 million in the quarter ended June 18, 2005. The increase in EBIT was mainly attributable to the same factors that drove the increase in sales as well as lower selling, marketing and general administrative expenses, partially offset by higher distribution costs for packaged salads and higher product costs in North America commodity vegetables. Fresh vegetables EBIT for the half year ended June 17, 2006 decreased to \$16.4 million from \$29.9 million in the half year ended June 18,

2005. EBIT decreased primarily as a result of higher growing, harvesting and packing costs in the commodity vegetables business and lower sales and higher distribution and product costs for packaged salads.

## **Table of Contents**

### ***Packaged Foods***

Packaged foods revenues for the quarter ended June 17, 2006 increased 13% to \$221.7 million from \$195.4 million in the quarter ended June 18, 2005. The increase in revenues was primarily due to higher volumes of canned products sold as a result of the timing of Easter sales activity, which occurred during the second quarter of 2006, and higher volumes of fruit parfaits and FRUIT BOWLS sold in North America. These increases were partially offset by lower pricing and volume of canned fruit sold in Japan. Packaged foods revenues for the half year ended June 17, 2006 increased 8% to \$417.7 million from \$385.7 million in the half year ended June 18, 2005. The increase in revenues was primarily due to higher volume and pricing for FRUIT BOWLS, higher volume of fruit parfaits due to its national retail rollout, higher volume of fruit in plastic jars and higher pricing for canned solid pineapple and pineapple juice in North America. These increases were partially offset by lower volume of canned solid pineapple sold in Europe and lower pricing of canned fruit in Japan.

EBIT in the packaged foods segment for the quarter ended June 17, 2006 increased 6% to \$22 million from \$20.8 million in the quarter ended June 18, 2005. EBIT for the quarter increased primarily as a result of the same factors that drove the increase in sales, partially offset by higher product, shipping and distribution costs and higher marketing costs. EBIT for the half year ended June 17, 2006 decreased to \$36.9 million from \$38.7 million in the half year ended June 18, 2005. The decrease in EBIT was primarily due to higher product, shipping and distribution costs.

### ***Fresh-Cut Flowers***

Fresh-cut flowers revenues for the quarter ended June 17, 2006 increased to \$44.9 million from \$44.4 million in the quarter ended June 18, 2005. The increase in revenues was due primarily to higher volumes as a result of the timing of Easter sales activity, which occurred in the second quarter of 2006. Revenues for the half year ended June 17, 2006 increased 6% to \$103 million from \$97.1 million in the half year ended June 18, 2005. The increase in revenues was due to higher sales in the retail market.

EBIT in the fresh-cut flowers segment for the quarter ended June 17, 2006 decreased to a loss of \$5.1 million from a loss of \$0.7 million in the quarter ended June 18, 2005. The decrease in EBIT was primarily due to higher product costs as a result of poor weather conditions in Colombia which resulted in higher third party flower purchases and higher shipping and distribution costs. Fresh-cut flowers EBIT for the half year ended June 17, 2006 decreased to a loss of \$5.5 million from earnings of \$3.9 million in the half year ended June 18, 2005. The decrease in EBIT was attributable to the same factors that drove the decrease in the second quarter.

### ***Corporate***

Corporate EBIT was a loss of \$10 million in the quarter ended June 17, 2006 compared to a loss of \$51.8 million in the quarter ended June 18, 2005. The change in EBIT for the quarter was primarily due to the absence of \$43.8 million of expenses related to the early extinguishment of debt in connection with the Company's April 2005 refinancing and bond tender transactions. In addition, Corporate EBIT for the quarter ended June 17, 2006, included a \$6.5 million gain related to the settlement of an interest rate swap, a \$2.2 million gain related to the settlement of the Japanese yen denominated term loan, and \$8.1 million of expenses incurred in connection with the April 2006 debt refinancing transaction. These costs were offset by lower Corporate general and administrative expenses compared to the prior year. Corporate EBIT was a loss of \$25.2 million for the half year ended June 17, 2006 compared to a loss of \$63.4 million in the half year ended June 18, 2005. The change in EBIT for the half year is primarily due to the same factors that impacted EBIT for the quarter ended June 17, 2006.

### **Recent Accounting Pronouncements**



During June 2006, the Financial Accounting Standards Board ( FASB ) issued FASB Interpretation No. 48

*Accounting for Uncertainty in Income Taxes (an interpretation of FASB Statement No. 109)* which is effective for fiscal years beginning after December 15, 2006 with earlier adoption encouraged. This interpretation was issued to clarify the accounting for uncertainty in income taxes recognized in the financial statements by prescribing a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax

## **Table of Contents**

position taken or expected to be taken in a tax return. The Company is in the process of evaluating the impact of this interpretation.

### **Liquidity and Capital Resources**

In the half year ended June 17, 2006, cash flows used in operating activities were \$43.2 million compared to cash flows provided by operating activities of \$73.7 million in the half year ended June 18, 2005. Cash flows used in operating activities were \$116.9 higher, primarily due to lower earnings, lower payables and accrued liabilities, due in part to the 2005 accrual of income taxes payable related to the provision on repatriated foreign earnings, as well as the timing of payments, and higher receivables.

Cash flows used in investing activities were approximately \$43 million in the half year ended June 17, 2006, compared to cash flows used in investing activities of \$88.8 million in the half year ended June 18, 2005. The decrease in cash outflow during 2006 was primarily due to the first quarter 2005 payment of \$47.1 million to Saba shareholders in connection with the Company's purchase of the remaining 40% minority interest.

Cash flows provided by financing activities increased to \$79.8 million in the half year ended June 17, 2006 compared to cash flows provided by financing activities of \$6.3 million in the half year ended June 18, 2005. The increase of \$73.5 million is due to higher current year debt borrowings of \$195.5 million, net of repayments and an equity contribution of \$28.4 million made by Dole Holding Company, LLC, the Company's immediate parent during 2006. These items were offset by an increase in dividends of \$151.4 million paid to Dole Holding Company, LLC, the Company's immediate parent, during the first half of 2006 compared to the first half of 2005.

On April 12, 2006, the Company completed an amendment and restatement of its senior secured credit facilities. The Company obtained \$975 million of term loan facilities and \$100 million in a pre-funded letter of credit facility. The proceeds of the term loans were used to repay the outstanding term loans under the Company's existing senior secured credit facilities. In addition, the Company paid a dividend of \$160 million to its immediate parent, Dole Holding Company, LLC, which proceeds were used to repay in full its Second Lien Senior Credit Facility. The terms and covenants under the new senior secured credit facilities are similar to those under the Company's existing senior secured credit facilities except that the new facilities do not contain financial maintenance or maximum capital expenditure covenants. At June 17, 2006, the Company was in compliance with all applicable covenants.

Additionally, the Company entered into a new asset based revolving credit facility ( ABL revolver ) of \$350 million. The ABL revolver is secured and is subject to a borrowing base consisting of up to 85% of eligible accounts receivable plus a predetermined percentage of eligible inventory, as defined in the credit facility.

The purpose of the refinancing was to increase the size of the Company's revolving credit and letter of credit facilities and eliminate certain financial maintenance covenants, realize currency gains arising out of the Company's existing senior secured credit facilities, and refinance the higher-cost bank indebtedness of Dole Holding Company, LLC, at the lower-cost Dole Food Company, Inc. level.

As of June 17, 2006, the Company had outstanding balances under its senior secured term loan facilities of \$975 million. The Company had \$51.2 million of outstanding borrowings under the \$350 million ABL revolver, and after taking into account approximately \$3.2 million of outstanding letters of credit issued under the ABL facility, had approximately \$273 million available for borrowings.

The Company had a cash balance and available borrowings under the ABL revolver of \$51.3 million and \$273 million, respectively, at June 17, 2006. The Company believes that its existing cash balance and available borrowing capacity under the ABL revolver together with its future cash flow from operations and access to capital

markets will enable it to meet its working capital, capital expenditure, debt maturity and other commitments and funding requirements. Factors impacting the Company's cash flow from operations include such items as commodity prices, interest rates and foreign currency exchange rates, among other things, as set forth in the Company's Form 10-K for the fiscal year ended December 31, 2005 and in subsequent SEC filings.

**Table of Contents**

**Other Matters**

*European Union Banana Import Regime:* On January 1, 2006, the EU implemented a new tariff only import regime for bananas. The 2001 EC/US Understanding on Bananas required the EU to implement a tariff only banana import system on or before January 1, 2006, and the EU's banana regime change was therefore expected by that date.

Banana imports from Latin America are now subject to import license requirements only and a tariff of 176 euro per metric ton for entry into the EU market. Under the EU's previous banana regime, banana imports from Latin America were subject to a tariff of 75 euro per metric ton and were also subject to both import license requirements and volume quotas. License requirements and volume quotas had the effect of limiting access to the EU banana market.

Although all Latin bananas are now subject to a tariff of 176 euro per metric ton, up to 775,000 metric tons of bananas from African, Caribbean, and Pacific (ACP) countries may be imported to the EU duty-free. This preferential treatment of a zero tariff on up to 775,000 tons of ACP banana imports, as well as the 176 euro per metric ton tariff applied to Latin banana imports, are currently being challenged by Panama, Honduras and Nicaragua at the World Trade Organization (WTO). The current tariff applied to Latin banana imports may be lowered and the ACP preference of a zero tariff may be affected depending on the outcome of these WTO proceedings, but the WTO proceedings are only in their initial stage and may take several years to conclude. The Company encourages efforts to lower the tariff through negotiations with the EU and is working actively to help achieve this result.

*Income Tax Audits:* The Company believes its tax positions comply with the applicable tax laws and that it is adequately provided for all tax-related matters. The Company is subject to examination by taxing authorities in the various jurisdictions in which it files tax returns. Specifically, the Company is routinely under examination by the Internal Revenue Service. The current examination includes the years 1995 through 2001. Matters raised upon audit may involve substantial amounts and could result in material cash payments if resolved unfavorably; however, the Company does not believe that any material payments will be made related to these matters within the next twelve months. In addition, The Company considers it unlikely that the resolution of these matters will have a material adverse effect on its results of operations.

*Internal Revenue Service Audit:* On June 29, 2006, the IRS completed an examination of the Company's federal income tax returns for the years 1995 to 2001 and issued a Revenue Agent's Report (RAR) that includes various proposed adjustments. The net tax deficiency associated with the RAR is \$175 million, plus interest and penalties. The Company timely filed a protest letter contesting the proposed adjustments contained in the RAR on July 6, 2006 and will pursue resolution of these issues with the Appeals Division of the IRS. The Company believes that its U.S. federal income tax returns were completed in accordance with applicable laws and regulations and disagrees with the proposed adjustments. The Company also believes that it is adequately reserved with respect to this matter. Management does not believe that any material payments will be made related to these matters within the next twelve months. In addition, management considers it unlikely that the resolution of these matters will have a material adverse effect on its results of operations.

*Honduran Tax Case:* In 2005, the Company received a tax assessment from Honduras of approximately \$137 million (including the claimed tax, penalty, and interest through the date of assessment) relating to the disposition of all of the Company's interest in Cervecería Hondureña, S.A in 2001. The Company believes the assessment is without merit and filed an appeal with the Honduran tax authorities, which was denied. As a result of the denial in the administrative process, in order to negate the tax assessment, on August 5, 2005, the Company proceeded to the next stage of the appellate process by filing a lawsuit against the Honduran government, in the Honduran Administrative Tax Trial Court. The Honduran government is seeking dismissal of the lawsuit and attachment of assets, which the Company is challenging. No reserve has been provided for this assessment.

*Hurricane Katrina:* During the third quarter of 2005, the Company's operations in the Gulf Coast area of the United States were impacted by Hurricane Katrina. The Company's fresh fruit division utilizes the Gulfport, Mississippi port facility to receive and store product from its Latin American operations. The Gulfport facility, which is leased from the Mississippi Port Authority, incurred significant damage from Hurricane Katrina. As a

**Table of Contents**

result of the damage sustained at the Gulfport terminal, the Company diverted shipments to other Dole port facilities including Freeport, Texas; Port Everglades, Florida; and Wilmington, Delaware. The Company resumed discharging shipments of fruit and other cargo in Gulfport at the beginning of the fourth quarter of 2005. However, the facility has not yet been fully rebuilt. The financial impact to the Company's fresh fruit operations includes the loss of cargo and equipment, property damage and additional costs associated with re-routing product to other ports in the region. Equipment that was destroyed or damaged includes refrigerated and dry shipping containers, as well as chassis and generator-sets used for land transportation of the shipping containers.

During the half year ended June 17, 2006, the Company incurred direct incremental expenses of \$1.2 million related to Hurricane Katrina, bringing the total charge to \$11.3 million. The total charge includes direct incremental expenses of \$5.1 million, write-offs of owned assets with a net book value of \$4.1 million and leased assets of \$2.1 million representing amounts due to lessors. The Company maintains customary insurance for its property, including shipping containers, as well as for business interruption. During the half year of 2006, the Company collected \$5.8 million from insurance carriers related to cargo and property damage bringing the total cash collected to \$11.8 million. The Company is continuing to work with its insurers to evaluate the extent of the costs incurred as a result of the hurricane damage and to determine the extent of the insurance coverage for that damage.

*Business Restructuring:* During the first quarter of 2006, the commercial relationship substantially ended between Dole's wholly-owned subsidiary, Saba, and Saba's largest customer. Saba is a leading importer and distributor of fruit, vegetables and flowers in Scandinavia. Saba's financial results are included in Dole's fresh fruit reporting segment. Other than the expected charges described below, the loss of this customer's business is not expected to be material to Dole's ongoing earnings. In connection with this recent event, Dole plans on restructuring certain lines of Saba's business and expects to incur approximately \$15 million of total related costs. Total costs incurred as of June 17, 2006, amounted to approximately \$8.9 million, of which \$6.4 million is in cost of products sold and \$2.5 million is in selling, marketing, and general and administrative expenses in the Condensed Consolidated Statement of Income. The costs incurred consist of \$7.3 million of employee severance costs, \$1.3 million of contractual lease obligations and \$0.3 million of fixed asset write-offs. The \$7.3 million of employee severance costs relate to 225 employees. As of June 17, 2006, the remaining amounts of accrued employee severance costs and contractual lease obligations were \$5.4 million and \$0.7 million, respectively. The Company expects to pay these remaining balances by the end of 2006. The Company currently estimates that the remaining \$6 million of restructuring costs, primarily related to employee severance and contractual lease obligations, will be incurred during the third quarter of 2006 and paid by the end of 2006. In addition, Dole's potential contractual claims against this customer are pending the results of current discussions.

**Supplemental Financial Information**

The following financial information has been presented, as management believes that it is useful information to some readers of the Company's condensed consolidated financial statements (in thousands):

|   | <b>June 17,<br/>2006</b> | <b>December 31,<br/>2005</b> |
|---|--------------------------|------------------------------|
| <b>Balance Sheet Data:</b>                                      |                          |                              |
| Total working capital (current assets less current liabilities) | \$ 636,854               | \$ 534,663                   |
| Total assets  | \$ 4,597,573             | \$ 4,409,727                 |
| Total debt  | \$ 2,255,229             | \$ 2,027,257                 |
| Total shareholders' equity                                      | \$ 499,858               | \$ 616,543                   |



**Table of Contents**

|                               | Quarter Ended    |                  | Half Year Ended  |                  |
|-------------------------------|------------------|------------------|------------------|------------------|
|                               | June 17,<br>2006 | June 18,<br>2005 | June 17,<br>2006 | June 18,<br>2005 |
| <b>Other Financial Data:</b>  |                  |                  |                  |                  |
| Net income                    | \$ 18,500        | \$ 32,328        | \$ 12,581        | \$ 49,482        |
| Interest expense              | 40,007           | 32,398           | 74,432           | 68,457           |
| Income taxes                  | 13,071           | 9,689            | 8,853            | 63,110           |
| Depreciation and amortization | 33,694           | 34,313           | 66,656           | 67,779           |
| EBITDA                        | \$ 105,272       | \$ 108,728       | \$ 162,522       | \$ 248,828       |
| EBITDA margin                 | 6.6%             | 7.1%             | 5.4%             | 8.4%             |
| Capital expenditures          | \$ 36,332        | \$ 29,120        | \$ 58,684        | \$ 44,478        |

EBITDA is defined as earnings before interest expense, income taxes, and depreciation and amortization. EBITDA margin is defined as the ratio of EBITDA, as defined, relative to net revenues. EBITDA is reconciled to net income in the condensed consolidated financial statements in the tables above. EBITDA and EBITDA margin fluctuated primarily due to the same factors that impacted the changes in operating income and segment EBIT discussed earlier.

The Company presents EBITDA and EBITDA margin because management believes, similar to EBIT, EBITDA is a useful performance measure for the Company. In addition, EBITDA is presented because management believes it is frequently used by securities analysts, investors and others in the evaluation of companies, and because certain debt covenants on the Company's Senior Notes are tied to EBITDA. EBITDA and EBITDA margin should not be considered in isolation from or as a substitute for net income and other consolidated income statement data prepared in accordance with GAAP or as a measure of profitability. Additionally, the Company's computation of EBITDA and EBITDA margin may not be comparable to other similarly titled measures computed by other companies, because all companies do not calculate EBITDA and EBITDA margin in the same manner.

This Management's Discussion and Analysis contains forward-looking statements that involve a number of risks and uncertainties. Forward-looking statements, which are based on management's assumptions and describe the Company's future plans, strategies and expectations, are generally identifiable by the use of terms such as anticipate, will, expect, believe, should or similar expressions. The potential risks and uncertainties that could cause the Company's actual results to differ materially from those expressed or implied herein are set forth in Item 1A and Item 7A of the Company's Annual Report on Form 10-K for the year ended December 31, 2005 and include: weather-related phenomena; market responses to industry volume pressures; product and raw materials supplies and pricing; changes in interest and currency exchange rates; economic crises in developing countries; quotas, tariffs and other governmental actions and international conflict.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

During the second quarter of 2006, the Company entered into additional foreign currency exchange forward contracts to reduce its risk related to anticipated dollar equivalent foreign currency cash flows. The Company also entered into bunker fuel hedges to reduce its risk related to anticipated bunker fuel purchases. These hedges have been designated as effective hedges of cash flows as defined by Statement of Financial Accounting Standards No. 133 (FAS 133), *Accounting for Derivative Instruments and Hedging Activities*, as amended. Refer to Note 15 in the Company's Annual Report on Form 10-K for the year ended December 31, 2005 for a summary of the Company's derivative financial instruments outstanding at December 31, 2005.



At June 17, 2006, the outstanding notional amount of the Company's euro participating forwards, Japanese yen forwards and participating forwards, Chilean peso participating forwards, Colombian peso forwards, Thai baht forwards and Canadian dollar participating forwards totaled \$92.6 million, \$46.7 million, \$13.2 million, \$28.5 million, \$26.8 million and \$10.3 million, respectively. The average strike prices of the Company's euro participating forwards, Japanese yen forwards and participating forwards, Chilean peso participating forwards, Colombian peso

**Table of Contents**

forwards, Thai baht forwards and Canadian dollar participating forwards were 1.20, ¥112.5, CLP 522, COP 2,285, THB 41.4 and CAD 1.11, respectively. At June 17, 2006, bunker fuel hedges had an aggregate outstanding notional amount of \$24.6 million. The fair value of the bunker fuel hedges at June 17, 2006 was (\$0.2) million.

During June 2006, the Company entered into an interest rate swap in order to hedge future changes in interest rates. This agreement effectively converted \$320 million of borrowings under Term Loan C, which was variable-rate debt, to a fixed-rate basis through June 2011. The interest rate swap fixed the interest rate at 7.24%. The paying and receiving rates under the interest rate swap were 5.49% and 5.19% as of June 17, 2006, with an outstanding notional amount of \$320 million. The critical terms of the interest rate swap were substantially the same as those of Term Loan C, including quarterly principal and interest settlements. The fair value of the swap at June 17, 2006 was \$0.6 million. The interest rate swap hedge has been designated as an effective hedge of cash flows as defined by FAS 133.

During June 2006, the Company executed a cross currency swap to synthetically convert \$320 million of Term Loan C into Japanese yen denominated debt in order to effectively lower the U.S. dollar fixed interest rate of 7.24% to a Japanese yen interest rate of 3.60%. Payments under the cross currency swap were converted from U.S. dollars to Japanese yen at an exchange rate of ¥111.92 Japanese yen to U.S. dollars. The cross currency swap does not qualify for hedge accounting and as a result all gains and losses are recorded through other income (expense) in the condensed consolidated statements of income.

For the quarter ended June 17, 2006, there have been no material changes in the market risk disclosure presented in the Company's Annual Report on Form 10-K for the year ended December 31, 2005, other than the transactions described above.

**ITEM 4. CONTROLS AND PROCEDURES**

An evaluation was carried out as of June 17, 2006 under the supervision and with the participation of Dole's management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures, as defined in Rule 15d-15(e) under the Securities Exchange Act. Based upon this evaluation, Dole's Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of June 17, 2006. No change in our internal control over financial reporting identified in connection with this evaluation that occurred during our second quarter of 2006 has materially affected, or is reasonably likely to materially affect, Dole's internal control over financial reporting.

In connection with the evaluation that was carried out as of December 31, 2005, we reported in Item 9A of our annual report on Form 10-K for the fiscal year ended December 31, 2005 that there existed a material weakness in internal control with respect to certain aspects of accounting for income taxes as of December 31, 2005. The matter principally concerns controls and procedures related to the identification and recording of deferred taxes on the US GAAP vs. income tax basis difference of Dole's foreign equity-method investments. Such material weakness was first identified during our second fiscal quarter of 2006, and during the second fiscal quarter we instituted changes in our internal controls and procedures relative to the identification and recording of deferred taxes on the US GAAP vs. income tax basis difference of Dole's foreign equity-method investments. The revised procedures require the comparison of the book balance sheet recorded amounts with the tax basis amounts for our minority investments, so as to identify and record appropriate deferred tax assets or deferred tax liabilities. We believe that these changes in our internal control over financial reporting have materially affected, or are reasonably likely to materially affect, Dole's internal control over financial reporting.

**PART II.  
OTHER INFORMATION**

**DOLE FOOD COMPANY, INC.**

**Item 1. Legal Proceedings**

Dole is involved from time to time in claims and legal actions incidental to its operations, both as plaintiff and defendant. The Company has established what management currently believes to be adequate reserves for pending

**Table of Contents**

legal matters. These reserves are established as part of an ongoing worldwide assessment of claims and legal actions that takes into consideration such items as changes in the pending case load (including resolved and new matters), opinions of legal counsel, individual developments in court proceedings, changes in the law, changes in business focus, changes in the litigation environment, changes in opponent strategy and tactics, new developments as a result of ongoing discovery, and past experience in defending and settling similar claims. In the opinion of management, after consultation with outside counsel, the claims or actions to which the Company is a party are not expected to have a material adverse effect, individually or in the aggregate, on the Company's financial condition or results of operations.

A significant portion of the Company's legal exposure relates to lawsuits pending in the United States and in several foreign countries, alleging injury as a result of exposure to the agricultural chemical DBCP (1,2-dibromo-3-chloropropane). DBCP was manufactured by several chemical companies including Dow and Shell and registered by the U.S. government for use on food crops. The Company and other growers applied DBCP on banana farms in Latin America and the Philippines and on pineapple farms in Hawaii. Specific periods of use varied among the different locations. The Company halted all purchases of DBCP, including for use in foreign countries, when the U.S. EPA cancelled the registration of DBCP for use in the United States in 1979. That cancellation was based in part on a 1977 study by a manufacturer which indicated an apparent link between male sterility and exposure to DBCP among factory workers producing the product, as well as early product testing done by the manufacturers showing testicular effects on animals exposed to DBCP. To date, there is no reliable evidence demonstrating that field application of DBCP led to sterility among farm workers, although that claim is made in the pending lawsuits. Nor is there any reliable scientific evidence that DBCP causes any other injuries in humans, although plaintiffs in the various actions assert claims based on cancer, birth defects and other general illnesses.

Currently there are 570 lawsuits, in various stages of proceedings, alleging injury as a result of exposure to DBCP or seeking enforcement of Nicaraguan judgments. Twenty-five of these lawsuits (increased from 17 as of March 25, 2006) are currently pending in various jurisdictions in the United States; the increase results from a redistribution of claimants by plaintiffs' counsel. One case pending in Los Angeles Superior Court with 13 Nicaraguan plaintiffs has a trial date of January 24, 2007. Another case in Galveston, Texas with 439 claimants from Costa Rica has a trial planned for January 2007. The remaining cases are pending in Latin America and the Philippines, including 347 labor cases pending in Costa Rica under that country's national insurance program. Claimed damages in DBCP cases worldwide total approximately \$37.5 billion, with the lawsuits in Nicaragua representing approximately 85% of this amount. In almost all of the non-labor cases, the Company is a joint defendant with the major DBCP manufacturers and, typically, other banana growers. Except as described below, none of these lawsuits has resulted in a verdict or judgment against the Company.

In Nicaragua, 175 cases are currently filed in various courts throughout the country, with all but one of the lawsuits brought pursuant to Law 364, an October 2000 Nicaraguan statute that contains substantive and procedural provisions that Nicaragua's Attorney General formally opined are unconstitutional. In October 2003, the Supreme Court of Nicaragua issued an advisory opinion, not connected with any litigation, that Law 364 is constitutional.

Seventeen cases have resulted in judgments in Nicaragua: \$489.4 million (nine cases consolidated with 468 claimants) on December 11, 2002; \$82.9 million (one case with 58 claimants) on February 25, 2004; \$15.7 million (one case with 20 claimants) on May 25, 2004; \$4 million (one case with four claimants) on May 25, 2004; \$56.5 million (one case with 72 claimants) on June 14, 2004; \$64.8 million (one case with 86 claimants) on June 15, 2004; \$27.7 million (one case with 39 claimants) on March 17, 2005; \$98.5 million (one case with 150 claimants) on August 8, 2005; and \$46.4 million (one case with 62 claimants) on August 20, 2005. The Company has appealed all judgments to the Nicaragua Courts of Appeal, with the Company's appeal of the August 8, 2005 \$98.5 million judgment now activated by the court.

There are 32 active cases currently pending in civil courts in Managua (14), Chinandega (16) and Puerto Cabezas (2), all of which have been brought under Law 364 except for one of the cases pending in Chinandega. Six of the active cases pending before the court in Chinandega have been consolidated for trial, which seeks \$3.4 billion on behalf of 1,708 claimants. Trial in this consolidated case commenced November 25, 2005. In the 31 active cases under Law 364, except for six cases in Chinandega and four cases in Managua where the Company has not yet been ordered to answer, the Company has sought to have the cases returned to the United States pursuant to Law

**Table of Contents**

364. Notwithstanding, the Chinandega courts have denied the Company's request in the seven cases (six of which are consolidated) pending there; the Managua court denied the Company's request in one of the cases pending there; and the court in Puerto Cabezas denied the Company's request in the two cases there. The Company's requests in nine of the cases in Managua are still pending; and the Company expects to make similar requests in the remaining four cases at the appropriate time. The Company has appealed the two decisions of the court in Puerto Cabezas, the decision of the court in Managua and the seven decisions of the court in Chinandega.

The claimants' attempted enforcement of the December 11, 2002 judgment for \$489.4 million in the United States resulted in a dismissal with prejudice of that action by the United States District Court for the Central District of California on October 20, 2003. The claimants have voluntarily dismissed their appeal of that decision which was pending before the United States Court of Appeals for the Ninth Circuit. Defendants' motion for sanctions against Plaintiffs' counsel is still pending before the Court of Appeals in that case.

Claimants have also indicated their intent to seek enforcement of the Nicaraguan judgments in Colombia, Ecuador, Venezuela and other countries in Latin America and elsewhere, including the United States. In Venezuela, the claimants are attempting to enforce five of the Nicaraguan judgments in that country's Supreme Court: \$489.4 million (December 11, 2002); \$82.9 million (February 25, 2004); \$15.7 million (May 25, 2004); \$56.5 million (June 14, 2004); and \$64.8 million (June 15, 2004). An action filed to enforce the \$27.7 million Nicaraguan judgment (March 17, 2005) in the Colombian Supreme Court was dismissed. In Ecuador, the claimants attempted to enforce the five Nicaraguan judgments issued between February 25, 2004 through June 15, 2004 in the Ecuador Supreme Court. The First, Second and Third Chambers of the Ecuador Supreme Court issued rulings refusing to consider those enforcement actions on the ground that the Supreme Court was not a court of competent jurisdiction for enforcement of a foreign judgment. The plaintiffs subsequently refiled those five enforcement actions in the civil court in Guayaquil, Ecuador. Two of these subsequently filed enforcement actions have been dismissed by the 3rd Civil Court \$15.7 million (May 25, 2004) and the 12th Civil Court \$56.5 million (June 14, 2004) in Guayaquil; plaintiffs have sought reconsideration of those dismissals. The remaining three enforcement actions are still pending.

The Company believes that none of the Nicaraguan civil trial courts' judgments will be enforceable against any Dole entity in the U.S. or in any other country, because Nicaragua's Law 364 is unconstitutional and violates international principles of due process. Among other things, Law 364 is an improper special law directed at particular parties; it requires defendants to pay large, non-refundable deposits in order to even participate in the litigation; it provides a severely truncated procedural process; it establishes an irrebuttable presumption of causation that is contrary to the evidence and scientific data; and it sets unreasonable minimum damages that must be awarded in every case.

As to all the DBCP matters, the Company has denied liability and asserted substantial defenses. The Company has also engaged in efforts to resolve pending litigation and claims in the U.S. and Latin America. Although no assurance can be given concerning the outcome of these cases, in the opinion of management, after consultation with legal counsel and based on past experience defending and settling DBCP claims, the pending lawsuits are not expected to have a material adverse effect on the Company's financial condition or results of operations.

*European Union Antitrust Inquiry and U.S. Class Action Lawsuits:* The European Commission (EC) is investigating alleged violations of European Union competition (antitrust) laws by banana and pineapple importers and distributors operating within the European Economic Area. On June 2 and 3, 2005, the EC conducted a search of certain of the Company's offices in Europe. During this same period, the EC also conducted similar unannounced searches of other companies' offices located in the European Union. The Company is cooperating with the EC and has responded to the EC's information requests. Although no assurances can be given concerning the course or outcome of that EC investigation, the Company believes that it has not violated the European Union competition laws.

Following the public announcement of the EC searches, a number of class action lawsuits were filed against the Company and three competitors in the U.S. District Court for the Southern District of Florida. The lawsuits were filed on behalf of entities that directly or indirectly purchased bananas from the defendants and have now been consolidated into two separate class action lawsuits: one by direct purchasers (customers); and another by indirect purchasers (those who purchased bananas from customers). Both consolidated class action lawsuits allege that the

**Table of Contents**

defendants conspired to artificially raise or maintain prices and control or restrict output of bananas. The Company believes these lawsuits are without merit.

*Honduran Tax Case:* In 2005, the Company received a tax assessment from Honduras of approximately \$137 million (including the claimed tax, penalty, and interest through the date of assessment) relating to the disposition of all of the Company's interest in Cervecería Hondureña, S.A in 2001. The Company believes the assessment is without merit and filed an appeal with the Honduran tax authorities, which was denied. As a result of the denial in the administrative process, in order to negate the tax assessment, on August 5, 2005, the Company proceeded to the next stage of the appellate process by filing a lawsuit against the Honduran government, in the Honduran Administrative Tax Trial Court. The Honduran government is seeking dismissal of the lawsuit and attachment of assets, which the Company is challenging. No reserve has been provided for this assessment.

**Item 6. Exhibits and Reports on Form 8-K**

**(a) Exhibits:**

**Exhibit  
Number**

- 31.1\* Certification by the Chairman and Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act.
- 31.2\* Certification by the Vice President and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act.
- 32.1 Certification by the Chairman and Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act.
- 32.2 Certification by the Vice President and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act.

\* Filed herewith

Furnished herewith

**(b) Reports on Form 8-K:**

No reports on Form 8-K were filed during the quarter ended June 17, 2006.



**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

August 1, 2006

DOLE FOOD COMPANY, INC.  
REGISTRANT

By: /s/ Joseph S. Tesoriero  
Joseph S. Tesoriero  
*Vice President and  
Chief Financial Officer*

By: /s/ Yoon J. Hugh  
Yoon J. Hugh  
*Vice President, Controller and  
Chief Accounting Officer  
(Principal Accounting Officer)*

**Table of Contents**

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