DOLE FOOD COMPANY INC
Form 424B3
July 25, 2003

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PROSPECTUS

This filing is made pursuant
to Rule 424(b)(3) under
the Securities Act of
1933 in connection with
Registration No. 333-106493

$475,000,000

Offer to Exchange

8 7/8% Senior Notes due March 15, 2011,
which have been registered under the Securities Act of 1933,
for any and all outstanding
8 7/8% Senior Notes due March 15, 2011,
which have not been registered under the Securities Act of 1933,
of

We will exchange all original notes that are validly tendered and not withdrawn for an equal principal amount of new notes that we have registered under the Securities Act of 1933.

This exchange offer expires at 5:00 p.m., New York City time, on August 25, 2003, unless extended.

No public market exists for the original notes or the new notes. We do not intend to list the new notes on any securities exchange or to seek approval for quotation through any automated quotation system.

The new notes will be unsecured and will rank equally with all of our existing and future senior unsecured indebtedness, including the original notes and our other existing senior notes and debentures, and will rank senior to any future subordinated debt. The new notes will be effectively subordinated to our secured debt, including obligations under our senior secured credit facility, to the extent of the value of the assets securing such debt and any obligations of our subsidiaries that are not guarantors. All of our domestic subsidiaries that guarantee the obligations under our senior secured credit facility will guarantee the new notes with unconditional guarantees that will be unsecured senior subordinated obligations of those subsidiaries and will rank pari passu with all of their existing and future senior subordinated debt and will be subordinated in right of payment to their existing and future senior debt, including their guarantees under our senior secured credit facility.

See Risk Factors beginning on page 17 for a discussion of the risks that holders should consider prior to making a decision to exchange original notes for new notes.

Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of the new notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act of 1933. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for original notes where such original notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 90 days after the expiration date of the exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus is July 25, 2003.

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You should rely only on the information contained in this prospectus or to which we have referred you. We have not authorized anyone to provide you with information that is different. This prospectus may only be used where it is legal to sell these securities. The information in this prospectus may not be accurate on dates other than the date of this prospectus.

No person is authorized in connection with this exchange offer to give any information or to make any representation not contained in this prospectus, and, if given or made, such other information or representation must not be relied upon as having been authorized by us or the initial purchasers. The information contained herein is as of the date hereof and is subject to change, completion or amendment without notice. Neither the delivery of this prospectus at any time nor the offer, sale or delivery of any note shall, under any circumstances, create any implication that there has been no change in the information set forth herein or in our affairs since the date hereof.

In making an investment decision regarding the notes, prospective investors must rely on their own examination of us and the terms of this exchange offer, including the merits and risks involved. No representation is made to any offeree or purchaser of the new notes regarding the legality of an investment therein by such offeree or purchaser under any applicable legal investment or similar laws or regulations. The contents of this prospectus are not to be construed as legal, business or tax advice. Each prospective investor should consult its own counsel, accountant and other advisors as to legal, tax, business, financial and related aspects of a purchase of the new notes.

This prospectus contains summaries of the terms of several documents. These summaries are qualified in their entirety by reference to the full text of the documents.

This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the notes to any person in any jurisdiction where it is unlawful to make such an offer or solicitation.

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MARKET SHARE, RANKING AND SIMILAR INFORMATION

The market share, ranking and other information contained in this prospectus is based either on our own estimates, independent industry publications, reports by market research firms or other published independent sources. In each case, we believe that they are reasonable estimates. Market share information is subject to changes, however, and cannot always be verified with complete certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data-gathering process and other limitations and uncertainties inherent in any statistical survey of market share. In addition, customer preferences can and do change. As a result, you should be aware that market share, ranking and other similar information set forth in this prospectus and estimates and beliefs based on such data, may not be reliable. In this prospectus when we use the term North America with respect to market share data, we are referring to the United States.

DOLE® is our principal registered trademark. Our other trademarks include FRUIT BOWLS®, FUN SHAPES®, FRUIT-N-GEL BOWLS and DOLE PREMIUM SELECT .

SUMMARY

This summary highlights selected information from this prospectus. The following summary information is qualified in its entirety by the information contained elsewhere in this prospectus. This summary is not complete and may not contain all of the information that you should consider prior to making a decision to exchange original notes for new notes. You should read the entire prospectus carefully, including the Risk Factors section beginning on page 17 of this prospectus and the financial statements and notes to these statements contained in this prospectus. Unless the context requires otherwise, references to the Company, we, us, our and Dole refer to Dole Food Company, Inc. and its subsidiaries as a combined entity, except where it is clear that the terms mean only Dole Food Company, Inc. As used in this prospectus, the terms FYE and fiscal year ended refer to our fiscal year, which ends on the Saturday closest to December 31.

Dole Food Company, Inc.

We are the world s largest producer of fresh fruit, fresh vegetables and fresh-cut flowers, and we market a growing line of value-added products. We are one of the world s largest producers of bananas and pineapples, a leading marketer of citrus and table grapes worldwide and an industry leader in packaged fruit products, ready-to-eat salads and vegetables. Our most significant products hold the number 1 or number 2 position in the respective markets in which we compete. For the fiscal year ended December 28, 2002 and the fiscal quarter ended March 22, 2003, we generated revenues of approximately $4.4 billion and $1.1 billion, respectively.

We provide wholesale, retail and institutional customers around the world with high quality food products that bear the DOLE trademarks. The DOLE brand was introduced in 1933 and we believe it is one of the most recognized brands for fresh and packaged produce in the United States, as evidenced by our 42% unaided consumer brand awareness, twice that of our nearest competitor, according to C.A. Walker and Associates. We utilize product quality, food safety, brand recognition, competitive pricing, customer service and consumer marketing programs to enhance our position within the food industry. Consumer and institutional recognition of the DOLE trademarks and related brands and the association of these brands with high quality food products contribute significantly to our leading positions in the markets that we serve.

We source or sell over 200 products in more than 90 countries. Our fully-integrated operations include sourcing, growing, processing, distributing and marketing our products. Our products are produced both directly on Dole-owned or leased land and through associated producer and independent grower arrangements under which we provide varying degrees of farming, harvesting, packing, storing, shipping, stevedoring and marketing services.

We operate through four business segments: fresh fruit, fresh vegetables, packaged foods and fresh-cut flowers.

Fresh Fruit: Our fresh fruit segment is a leading worldwide producer and distributor of fresh bananas, pineapples and other tropical and deciduous fruits with operations in approximately 90 countries.

Fresh Vegetables: Our fresh vegetables segment produces and markets fresh and fresh packaged vegetables, including ready-to-eat salads, to retail and foodservice customers in North America and Asia.

Packaged Foods: Our packaged foods segment produces and markets packaged foods, including canned fruit, juices and snack foods. Our primary packaged foods products are packaged pineapple products, in which we have the leading global market share, and packaged fruit products such as our FRUIT BOWLS and FRUIT-N-GEL BOWLS lines of individual serving fruit cups packaged in easy to open plastic containers.

Fresh-Cut Flowers: We believe that our fresh-cut flowers segment is the largest fully-integrated supplier of fresh-cut flowers and bouquets in North America. We market to an array of retail, mass market and wholesale customers.

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The following chart sets forth a list of key products and operating data for each of our business segments for the fiscal year ended December 28, 2002 and the fiscal quarter ended March 22, 2003:

	Fresh Fruit	Fresh Vegetables	Packaged Foods	Fresh-cut Flowers
		(Dollars in millions)		
Fiscal Year 2002				
Revenues(1)	$2,773	$826	$589	$174
% total(2)	64%	19%	14%	4%
Quarter Ended March 22, 2003				
Revenues(1)	$725	$177	$117	$49
% total(2)	68%	17%	11%	4%
Key products:	Bananas Pineapples Chilean fruit (grapes, apples, pears, stone fruit and kiwi)	Lettuce, celery, cauliflower, broccoli Value-added products such as ready-to-eat salads	Processed pineapple Other canned fruits FRUIT BOWLS FRUIT-N-GEL BOWLS	Roses, Carnations, Pompons, Alstroemeria, Bouquets
Market share(3):	# 1 global bananas # 1 exporter of winter fruits from Chile # 2 fresh pineapple	# 1 ready-to-eat salads # 1 iceberg lettuce, celery and cauliflower # 2 broccoli	# 1 canned pineapple # 1 canned pineapple juice # 1 plastic fruit cups # 1 canned tropical fruit cocktail	# 1 fresh-cut flowers

(1) Excludes other operating segments and corporate.

(2) Represents percentage of total revenues for the four segments presented herein.

(3) All market share information refers to North America unless otherwise indicated.

Competitive Strengths

The worldwide fresh produce industry is characterized by consistent underlying demand and favorable growth dynamics. In recent years, the market for fresh produce has grown at a rate above population growth, supported by ongoing trends such as:

- greater consumer demand for healthy, fresh and convenient foods;
- increased retail square footage devoted to produce; and
- increased emphasis by retailers on fresh produce as a differentiating factor in attracting customers.

Total wholesale fresh produce sales in the United States surpassed $80 billion in 2001, up from approximately $35 billion in 1987, representing a 6.1% compounded annual growth rate.

Health conscious consumers are driving much of the growth in demand for fresh produce. Over the past 20 years, the benefits of natural, preservative free foods have become an increasingly prominent element of the public dialogue on health and nutrition. As a result, consumption of fresh fruit and vegetables has increased markedly. According to the USDA, Americans consumed 54 more pounds of fresh fruit and vegetables per capita in 2000 than they did in 1986. Time-starved consumers are also demonstrating continued demand for convenient, ready-to-eat products. Food manufacturers have responded with new product introductions and packaging innovations in segments such as bagged baby carrots and ready-to-eat salads, contributing to industry growth.

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Retail consolidation and the growing importance of food sales to mass merchandisers are also major factors affecting the food manufacturing and fresh produce industries. As food retailers have grown and expanded, they have sought to increase profitability through value-added product offerings and in-store services. As fresh produce has become a strategic focus, retailers expanded square footage dedicated to produce departments by almost 7% per annum between 1994 and 1999. This development has led to an increase in produce sales as a percentage of total supermarket sales, from 8.8% in 1987 to 9.8% in 2001, according to the Food Marketing Institute. The fresh produce category is also attractive to retailers due to its higher margins. According to the U.S. Department of Agriculture s Agriculture Information Bulletin No. 758, gross margins for the produce department were 33% compared to a 26% average for the entire store in 1997. Fully-integrated produce companies, such as Dole, are well positioned to meet the needs of large retailers through the delivery of consistent, high quality produce, reliable service, competitive pricing and innovative products. Established produce companies have sought to strengthen relationships with leading retailers through value-added services such as banana ripening and distribution, category management, branding initiatives and establishment of long term supply agreements.

Competitive Strengths

Our competitive strengths have contributed to our strong historical operating performance and should enable us to capitalize on future growth opportunities:

Market Share Leader. Our most significant products hold the number 1 or number 2 position in the respective markets in which we compete. We maintain number 1 market share positions in global bananas, winter fruits exported from Chile and in North American iceberg lettuce, celery, cauliflower, ready-to-eat salads and packaged fruit products, including our line of fruit cups called FRUIT BOWLS and FRUIT-N-GEL BOWLS. In addition, we believe that we are the only fully-integrated fresh-cut flower and bouquet supplier of our size in North America.

Strong Global Brand. Consumer and institutional recognition of the DOLE trademark and related brands and the association of these brands with high quality food products contribute significantly to our leading positions in each of the markets that we serve. By implementing a global marketing program, we have made the distinctive red DOLE letters and sunburst a familiar symbol of freshness and quality recognized around the world. We believe that opportunities exist to leverage the DOLE brand through product extensions and new product introductions.

Low Cost Production Capabilities. We believe we are one of the lowest cost producers of many of our major product lines, including bananas, North American fresh vegetables and ready-to-eat salads and packaged fruit products. Over the last several years we have undertaken initiatives to achieve this low-cost position, including closing facilities, centralizing our raw material purchasing and leveraging our global logistics infrastructure more efficiently. We plan to maintain these low-cost positions through continued focus on operating efficiency.

State-of-the-Art Infrastructure. We have made significant investments in our production, processing, transportation and distribution infrastructure with the goal of efficiently delivering the highest quality and freshest product to our customers. We own or lease approximately 120,000 acres of land worldwide, over 50 processing, ripening and distribution centers, and the largest dedicated refrigerated containerized shipping fleet in the world, comprising 21 ships and approximately 10,800 refrigerated containers. The investments in our infrastructure should allow for continued growth without the need for sizable capital expenditures in the near term. In addition, our market-leading logistics and distribution capabilities allow us to act as a preferred fresh and packaged food provider to leading global supermarket and mass merchandisers.

Diversity of Sourcing Locations. We currently source our fresh fruits, vegetables and fresh-cut flowers in 20 countries and distribute products in more than 90 countries. We are not dependent on any one country for the sourcing of any of our products. The largest concentration of production is in Ecuador, where we sourced approximately one third of our Latin bananas in 2002. The diversity of our production sources reduces our risk from exposure to natural disasters and political disruptions in any one particular country.

Experienced Management Team. Our management team has a demonstrated history of delivering strong operating results through disciplined execution. The current management team has been instrumental in our continuing drive to transform Dole from a production driven company into a sales and marketing driven one. In addition, the management team has led our recent company-wide restructuring and improvement initiatives. Daily operations are led by Lawrence A. Kern, President and Chief Operating Officer.

Business Strategy Key

Key elements of our strategy include:

Leveraging our Strong Brand and Market Leadership Position. Our most significant products hold number 1 or number 2 market positions in the respective markets in which we compete. We intend to maintain those positions and continue to expand our leadership both in new product areas and with new customers. We have a history of leveraging our strong brand to successfully enter, and in many cases become the leading player in, value-added food categories. For example, we attained the number 1 market share in the plastic fruit cups category only 3 years after introducing FRUIT BOWLS and FRUIT-N-GEL BOWLS. We intend to continue to evaluate and to strategically introduce other branded products in the value-added sectors of our business.

Focusing on Value-Added Products. Over the last 10 years, we have successfully shifted our product mix toward value-added food categories and away from commodity fruits and vegetables. For example, we have found major success in our ready-to-eat salad lines, bagged baby carrots, and, most recently, FRUIT BOWLS and FRUIT-N-GEL BOWLS. These value-added food categories are growing at a faster rate than our traditional commodity businesses and are generating higher margins. Overall, we have significantly increased our percentage of revenue from value-added products. This shift has been most pronounced in our North American fresh vegetables and packaged foods businesses, where value-added products now account for approximately 58% and 25%, respectively, of those businesses revenues. We plan to continue to address the growing demand for convenient and innovative products by investing in our higher margin, value-added food businesses.

Further Improving Operating Efficiency and Cash Flow. While we have greatly improved our profitability and cash flow over the last few years, we intend to continue to focus on profit improvement initiatives and maximizing cash flow. We will continue to:

analyze our current customer base and focus on profitable relationships with strategically important customers;

leverage our purchasing power to reduce our costs of raw materials; and

make focused capital investments to improve productivity.

Recent Profit Improvement Initiatives

As a result of the oversupply situation affecting our banana business and market conditions affecting other areas of the fresh fruit segment, we embarked on a downsizing initiative in late 1999 and the first half of 2000. In Latin America, we ceased operations in Nicaragua and Venezuela and terminated certain ship charters and grower contracts. In Europe, we closed selected production and distribution sites, as well as sales offices. In North America, we exited our citrus business in Florida and our almond processing business in California. Additionally, we eliminated approximately 1,500 jobs. In connection with this initiative, we took a $48 million charge in the fourth quarter of 1999.

Based upon the positive results of the initiatives undertaken in late 1999 and the first half of 2000, we began another initiative to further downsize our fresh fruit operations and recorded an additional $46 million charge in the third quarter of 2000. In our Latin American banana operations, we closed production sites, eliminated approximately 4,750 jobs, terminated selected contracts with independent growers and divested our controlling interest in a production joint venture. Additionally, in Honduras, we closed our melon and citrus farming activities. In our Asian banana operations, we ceased production on certain agricultural lands, eliminated 80 jobs, exited certain contracts with independent growers and reduced administrative overhead. In Europe, we downsized our distribution network, sales force and administrative staff.

In the first quarter of 2001, we engaged Boston Consulting Group to assist us in our review of the strategy and operations of our fresh fruit and fresh-cut flowers segments with the goal of enhancing profitability and realizing cost savings through global strategic sourcing and logistics. Profit improvement initiatives developed in conjunction with Boston Consulting Group resulted in a charge of $133 million ($17 million in cash) and included:

- focusing on higher margin customer relationships;
- exiting costly fruit sourcing arrangements;
- consolidating our selling, general and administrative functions;
- eliminating certain outsourced shipping services; and
- eliminating approximately 1,400 jobs.

As a result of our cost reduction initiatives and by refocusing our businesses on higher margin products and customers, we have significantly improved the profitability of our fresh fruit segment. Indications of our success include:

- the elimination of one-third of our overhead in Europe;
- a reduction in our Latin American fruit cost per box; and
- a significant improvement in profitability in our European and Asian banana businesses, which both had negative earnings prior to the implementation of these initiatives.

The Going-Private Merger Transactions

On March 28, 2003, DHM Holding Company, Inc., or HoldCo, a corporation owned by David H. Murdock, acquired the approximately 76% of our common stock that he and his affiliates did not already own for approximately $1.44 billion in cash, which was effected through the merger of a wholly-owned subsidiary of HoldCo into Dole Food Company, Inc., which we refer to as the going-private merger. In connection with the going-private merger, we entered into other related transactions described below, which, collectively with the going-private merger, we refer to as the going-private merger transactions.

In connection with the going-private merger,

- we entered into a $1.125 billion senior secured credit facility,
- HoldCo invested $125 million in our equity,
- we issued $475 million in aggregate principal amount of our 8 7/8% senior notes due 2011,
- we repaid or redeemed approximately $509.8 million of existing debt securities that were due in 2003 and 2005 and
- we amended the terms of approximately $555.0 million of our senior notes and debentures.

We and Solvest Ltd., a wholly-owned subsidiary, are the borrowers under our senior secured credit facility and HoldCo and, subject to certain limitations, each of its direct and indirect subsidiaries became guarantors thereunder. The senior secured credit facility is secured by a first priority perfected security interest in all tangible and intangible assets owned by the borrowers and guarantors, subject to certain exceptions. We borrowed $935 million under the senior credit facility in connection with the going-private merger transactions. For a more detailed description of our senior credit facility, please see Description of Other Indebtedness Senior Secured Credit Facility.

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We modified the terms of the $400 million aggregate principal amount outstanding of our 7.25% senior notes due 2009 to provide for interest payments at a new rate of 8.625% per annum and for substantially the same provisions, other than maturity, interest rate and redemption provisions, and senior subordinated guarantees from our domestic subsidiaries that were provided under our 8 7/8% senior notes and that have been provided under the original notes and will be provided under the new notes. Also, the terms of the $155 million aggregate principal amount outstanding of our 7.875% debentures due 2013 were modified to provide for interest payments at a new rate of 8.75% per annum and for substantially the same provisions, other than maturity, interest rate and redemption provisions, and senior subordinated guarantees from our domestic subsidiaries that have been provided under the original notes and that will be provided under the new notes.

The Refinancing Transaction

On May 29, 2003, we issued and sold $400 million aggregate principal amount of our 7 1/4% Senior Notes due 2010 in an offering exempt from the registration requirements of the Securities Act of 1933, as amended, or the Securities Act. We used the net proceeds from this offering of approximately $392.7 million, together with $7.3 million of other available cash, to prepay $400.0 million of the term loans under our senior secured credit facility. In connection with the offering, we and the lenders under our senior secured credit facility effected certain amendments to our senior secured credit facility. See Description of Other Indebtedness Senior Secured Credit Facility. In this prospectus, we refer to the offering of our senior notes due 2010 and the use of the net proceeds therefrom as the refinancing transaction.

Principal Shareholder

Mr. Murdock acquired a controlling interest in Dole in 1985 when Dole (then called Castle & Cooke, Inc.) acquired Flexi-Van Leasing, Inc. Mr. Murdock was named Chairman and Chief Executive Officer of Dole in 1985. Castle & Cooke, Inc. changed its name to Dole Food Company, Inc. in 1991. In 1995, Dole divested most of its non-core real estate by spinning it out into a new company named Castle & Cooke, Inc. In 2000, Mr. Murdock took Castle & Cooke private. On March 28, 2003, Mr. Murdock took Dole private in the going-private merger. Mr. Murdock owns interests in a variety of other businesses and has been an active private investor for over 40 years, having owned over 150 companies and has completed, to date, eleven going private transactions for publicly traded companies.

Headquarters

Our principal executive offices are located at One Dole Drive, Westlake Village, California 91362, and our telephone number is (818) 874-4000. We maintain an internet site at *http://www.dole.com* which contains information concerning us and our subsidiaries. The information contained on our internet site and those of our subsidiaries is not incorporated by reference in this prospectus and should not be considered a part of this prospectus.

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The Exchange Offer

The Exchange Offer	We are offering to exchange up to $475,000,000 aggregate principal amount of our new 8 7/8% senior notes due March 15, 2011, or the new notes, for up to $475,000,000 aggregate principal amount of our original 8 7/8% senior notes due March 15, 2011, or the original notes, which are currently outstanding. Original notes may only be exchanged in $1,000 principal increments. In order to be exchanged, an original note must be properly tendered and accepted. All original notes that are validly tendered and not validly withdrawn prior to the expiration of the exchange offer will be exchanged.
Resales Without Further Registration	Based on an interpretation by the staff of the Securities and Exchange Commission, or the Commission, set forth in no-action letters issued to third parties, we believe that the new notes issued pursuant to the exchange offer may be offered for resale, resold or otherwise transferred by you without compliance with the registration and prospectus delivery provisions of the Securities Act, provided that: you are acquiring the new notes issued in the exchange offer in the ordinary course of your business; you have not engaged in, do not intend to engage in, and have no arrangement or understanding with any person to participate in, the distribution of the new notes issued to you in the exchange offer in violation of the provisions of the Securities Act, and; you are not our affiliate, as defined under Rule 405 of the Securities Act. In addition, each broker-dealer that receives new notes for its own account in exchange for original notes, where such original notes were acquired by such broker-dealer as a result of market-making activities or other trading activities, must acknowledge that it will deliver a prospectus in connection with any resale of such new notes. See Plan of Distribution. The letter of transmittal states that, by so acknowledging that it will deliver and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for original notes where such original notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed to use our reasonable best efforts to make this prospectus, as amended or supplemented, available to any broker-dealer for a period of 90 days after the consummation of the exchange offer, for use in connection with any such resale. See Plan of Distribution.
Expiration Date	5:00 p.m., New York City time, on August 25, 2003 unless we extend the exchange offer.

Accrued Interest on the New Notes and Original Notes	The new notes will bear interest from March 28, 2003 or the last interest payment date on which interest was paid on the original notes surrendered in exchange therefor. Holders of original notes that are accepted for exchange will be deemed to have waived the right to receive any payment in respect of interest on such original notes accrued to the date of issuance of the new notes.
Conditions to the Exchange Offer	If the exchange offer would not be permitted by applicable law or SEC policy, we will not be required to consummate the exchange offer. See The Exchange Offer Conditions.
Procedures for Tendering Original Notes	Each holder of original notes wishing to accept the exchange offer must:
	complete, sign and date the letter of transmittal, or a facsimile of the letter of transmittal; or
	if original notes are tendered in accordance with the book-entry procedures described in this prospectus, the tendering holder must transmit an agent s message to the exchange agent at the address listed in this prospectus.
	You must mail or otherwise deliver the required documentation together with the original notes to the exchange agent.
Special Procedures for Beneficial Holders	If you beneficially own original notes registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender your original notes in the exchange offer, you should contact such registered holder promptly and instruct them to tender on your behalf. If you wish to tender on your own behalf, you must, before completing and executing the letter of transmittal for the exchange offer and delivering your original notes, either arrange to have your original notes registered in your name or obtain a properly completed bond power from the registered holder. The transfer of registered ownership may take considerable time.
Guaranteed Delivery Procedures	You must comply with the applicable guaranteed delivery procedures for tendering if you wish to tender your original notes and:
	your original notes are not immediately available; or
	time will not permit your required documents to reach the exchange agent prior to 5:00 p.m., New York City time, on the expiration date of the exchange offer; or
	you cannot complete the procedures for delivery by book-entry transfer prior to 5:00 p.m., New York City time, on the expiration date of the exchange offer.
Withdrawal Rights	You may withdraw your tender of original notes at any time prior to 5:00 p.m., New York City time, on the expiration date of the exchange offer.

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Failure to Exchange Will Affect You Adversely	If you are eligible to participate in the exchange offer and you do not tender your original notes, you will not have further exchange or registration rights and your original notes will continue to be subject to restrictions on transfer under the Securities Act. Accordingly, the liquidity of the original notes will be adversely affected.
Material United States Federal Income Tax Consequences	The exchange of original notes for new notes pursuant to the exchange offer will not result in a taxable event. Accordingly, we believe that: no gain or loss will be realized by a United States holder upon receipt of a new note; a holder s holding period for new notes will include the holding period for original notes; and the adjusted tax basis of the new notes will be the same as the adjusted tax basis of the original notes exchanged at the time of such exchange. See Material United States Federal Income Tax Considerations.
Exchange Agent	Wells Fargo Bank, National Association, is serving as exchange agent. Wells Fargo Bank, National Association also serves as the trustee under the indenture governing the notes.
Use of Proceeds	We will not receive any cash proceeds from the issuance of the new notes in the exchange offer. See Use of Proceeds.

The Exchange Agent

We have appointed Wells Fargo Bank, National Association, as exchange agent for the exchange offer. Please direct questions and requests for assistance, requests for additional copies of this prospectus or of the letter of transmittal and requests for the notice of guaranteed delivery to the exchange agent. If you are not tendering under The Depository Trust Company s automated tender offer program, you should send the letter of transmittal and any other required documents to the exchange agent as follows:

By Registered or Certified Mail, Hand Delivery and Air Courier:

Wells Fargo Bank, National Association

45 Broadway, 12th Floor
New York, New York 10006

Attention: Corporate Trust Department

Reference: Dole Food Company, Inc. Exchange

By Facsimile:

(213) 614-3355

Attention: Corporate Trust Department
Confirm by Telephone: (213) 614-3349
Reference: Dole Food Company, Inc. Exchange

To Confirm by Telephone or for Information:

(213) 614-3349

Reference: Dole Food Company, Inc. Exchange

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Summary of Terms of New Notes

The exchange offer constitutes an offer to exchange up to $475 million aggregate principal amount of the new notes for up to an equal aggregate principal amount of the original notes. The new notes will be obligations of Dole evidencing the same indebtedness as the original notes, and will be entitled to the benefit of the same indenture. The form and terms of the new notes are substantially the same as the form and terms of the original notes except that the new notes have been registered under the Securities Act. Certain of the terms and conditions described below are subject to important limitations and exceptions. The Description of the Notes section of this prospectus contains a more detailed description of the terms and conditions of the new notes.

Comparison with Original Notes

Freely Transferable

The new notes will be freely transferable under the Securities Act by holders who are not restricted holders. Restricted holders are restricted from transferring the new notes without compliance with the registration and prospectus delivery requirements of the Securities Act.

Registration Rights

The holders of the original notes currently are entitled to certain registration rights pursuant to the Registration Rights Agreement dated as of March 17, 2003, by and among Dole, the subsidiary guarantors named therein and the initial purchasers named therein, including the right to cause Dole to register the original notes under the Securities Act if the exchange offer is not consummated on or prior to the date which is 210 days after March 28, 2003. However, pursuant to the registration rights agreement, such registration rights will expire upon consummation of the exchange offer. Accordingly, holders of original notes who do not exchange their original notes for new notes in the exchange offer will not be able to reoffer, resell or otherwise dispose of their original notes unless such original notes are subsequently registered under the Securities Act or unless an exemption from the registration requirements of the Securities Act is available. Additional interest with respect to the original notes will be assessed as described below if any of the following events occur (a registration default):

- on or prior to 90 days after March 28, 2003, the exchange offer registration statement has not been filed with the Commission;
- on or prior to 180 days after March 28, 2003, the Commission has not declared the exchange offer registration effective; or
- on or prior to 210 days after March 28, 2003, the exchange offer has not been completed.

If a registration default occurs, the annual interest rate on the original notes will increase by 0.5%. The annual interest rate on the original notes will increase by an additional 0.5% for each subsequent 90 day period during which the registration default continues, up to a maximum additional interest rate of 1.0% per year over the interest rate shown on the title of the original notes. If we correct the registration default, the interest rate on the original notes will revert to the original level. See The Exchange Offer Terms of the Exchange Offer.

Terms of New Notes

Securities Offered	$475,000,000 aggregate principal amount of 8 7/8% Senior Notes due 2011. The form and terms of the new notes will be the same as the form and term of the original notes, including interest rate, maturity and restrictive covenants, except that: the new notes will bear a different CUSIP number than the original notes; the new notes have been registered under the Securities Act and, therefore, will not bear legends restricting their transfer; the liquidated damages provisions of the registration rights agreement will not be applicable to the new notes; and you will not be entitled to any exchange or registration rights with respect to the new notes. The new notes will evidence the same debt as the original notes. They will be entitled to the benefits of the indenture governing the original notes and will be treated under the indenture as a single class with the original notes. We refer to the new notes and the original notes collectively as the notes in this prospectus.
Issuer	Dole Food Company, Inc.
Maturity	The new notes will mature on March 15, 2011.
Interest Payment	Interest on the new notes will accrue from March 28, 2003, or the last interest payment date on which interest was paid on the original notes surrendered in exchange therefore, and is payable semi-annually on each March 15 and September 15, commencing September 15, 2003. The new notes will bear interest at a rate of 8 7/8% per annum, calculated using a 360-day year.
Ranking	The original notes are, and the new notes will be, our senior unsecured obligations and rank, and will rank, equally with all of our existing and future senior unsecured debt, including our existing senior notes (as defined) outstanding and senior to any future senior subordinated debt. As of March 22, 2003, after giving pro forma effect to the going-private merger transactions and the refinancing transaction, we would have had approximately $1,430.0 million of senior unsecured debt. The original notes are, and the new notes will be, effectively subordinated to our secured debt, including obligations under our senior secured credit facility, to the extent of the value of the assets securing such debt up to the then existing amount of such secured indebtedness, and any obligations of our subsidiaries that are not guarantors. As of March 22, 2003, after giving pro forma effect to the going-private merger transactions and the refinancing transaction, we would have had approximately $556.3 million of senior secured debt and other structurally senior debt outstanding, excluding $154.5 million of availability under the $300.0 million revolving credit portion of our senior secured credit facility, which is net of outstanding letters of credit and bank guarantee obligations of $35.5 million. All of our domestic subsidiaries that guarantee the obligations under our senior secured credit facility guarantee the original notes, and will

	guarantee the new notes, with unconditional senior subordinated guarantees, which are, and will be, unsecured obligations of those domestic subsidiaries and rank, and will rank, pari passu with all of their existing and future senior subordinated debt and are subordinated, and will be subordinated, to their existing and future senior debt, including obligations under our senior secured credit facility.
Guarantees	All of our domestic subsidiaries that guarantee the obligations under our senior secured credit facility will jointly and severally and unconditionally guarantee the new notes on an unsecured senior subordinated basis.
Optional Redemption	Except as described below, we cannot redeem the notes before March 15, 2007. Thereafter, we may redeem some or all of the new notes at the redemption prices listed in the Description of the Notes section under the heading Redemption Optional Redemption, plus accrued and unpaid interest to the date of redemption.
Optional Redemption After Equity Offerings	At any time (which may be more than once) before March 15, 2006, we may redeem up to 35% of the aggregate principal amount of notes issued with the net proceeds that we raise in one or more equity offerings, as long as: we pay 108.875% of the face amount of the notes, plus accrued interest to the date of redemption; we redeem the notes within 90 days of completing the equity offering; and at least 65% of the aggregate principal amount of notes issued remains outstanding afterwards.
Change of Control Offer	If a change of control of Dole occurs, we must give holders of the new notes the opportunity to sell us their new notes at 101% of their face amount, plus accrued and unpaid interest. We might not be able to pay you the required price for the new notes you present to us at the time of a change of control, because: we might not have enough funds at that time; or the terms of our other indebtedness (including our senior secured credit facility) may prevent us from paying you these amounts.
Asset Sale Proceeds	If we or our subsidiaries engage in asset sales, we generally must either invest the net cash proceeds from such sales in our business within a specific period of time, prepay our secured debt or senior debt of the guarantors or make an offer to purchase a principal amount of the notes and our other outstanding senior notes and debentures equal to the net cash proceeds. The purchase price of the notes will be 100% of their principal amount, plus accrued and unpaid interest.

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Restrictive Covenants	The indenture governing the notes will contain restrictive covenants limiting our, and most or all of our subsidiaries , ability to: incur additional debt; pay dividends or distributions on our capital stock or repurchase our capital stock; repurchase subordinated indebtedness; issue preferred stock of subsidiaries; make certain investments; create liens on our assets to secure debt; engage in transactions with affiliates; merge or consolidate with another company; or transfer or sell all or substantially all of our assets. These covenants are subject to a number of important limitations and exceptions.
Absence of a Public Market for the Notes	The new notes are a new issue of securities for which there is currently no established trading market. Although the initial purchasers of the original notes have informed us that they currently intend to make a market in the new notes, they are not obligated to do so and any such market making may be discontinued at any time without notice. Accordingly, there can be no assurance as to the development or liquidity of any market for the new notes. Dole does not intend to apply for listing of the new notes on any securities exchange or for quotation through the National Association of Securities Dealers Automated Quotation System. See Risk Factors An active trading market may not develop for the new notes.

For additional information regarding the new notes, see the Description of the Notes section of this prospectus.

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Summary Unaudited Pro Forma and Historical Consolidated Financial Data

The following table contains summary historical financial data derived from our audited consolidated financial statements as of December 28, 2002 and December 29, 2001 and for the years ended December 28, 2002, December 29, 2001, and December 30, 2000 included elsewhere in this prospectus. We derived the following summary historical financial information for the fiscal quarters ended March 22, 2003 and March 23, 2002 from the unaudited condensed consolidated financial statements contained elsewhere herein, which, in the opinion of our management, have been prepared on the same basis as the audited financial statements and reflect all adjustments, which are of a normal, recurring nature, necessary for a fair presentation of our results of operations and financial position for such periods. Results for the fiscal quarters ended March 22, 2003 and March 23, 2002 are not necessarily indicative of results that may be expected for the entire year.

The table also contains summary unaudited pro forma financial information derived from the financial information set forth under Unaudited Pro Forma Condensed Consolidated Financial Statements included elsewhere in this prospectus. The unaudited pro forma condensed financial data do not purport to present our actual financial position or results of operations had the going-private merger transactions and the refinancing transaction actually occurred on the dates specified. The summary financial data set forth in the following table should be read in conjunction with our audited and unaudited consolidated financial statements, Management s Discussion and Analysis of Financial Condition and Results of Operations, Selected Historical Consolidated Financial Data and Unaudited Pro Forma Condensed Consolidated Financial Statements and, in each case, the related notes included elsewhere in this prospectus.

	Fiscal Year Ended(1)			Fiscal Quarter Ended(2)		Pro Forma for the Going-Private Merger Transactions and the Refinancing Transaction	
	2000(3)	2001(3)	2002	March 23, 2002	March 22, 2003	Fiscal Year 2002	Fiscal Quarter Ended March 22, 2003
				(Dollars in thousands)			
Income Statement Data:							
Revenues, net(4):							
Fresh Fruit	$2,756,256	$2,701,422	$2,772,758	$ 650,743	$ 725,115	$2,772,758	$ 725,115
Fresh Vegetables	845,776	827,528	825,559	223,977	176,865	825,559	176,865
Packaged Foods	560,365	556,143	588,991	127,889	116,712	588,991	116,712
Fresh-Cut Flowers	200,473	196,430	173,927	52,802	48,506	173,927	48,506
Other	37,243	33,298	30,838	4,004	5,972	30,838	5,972
Total revenues, net	$4,400,113	$4,314,821	$4,392,073	$1,059,415	$1,073,170	$4,392,073	$1,073,170
Gross margin	476,156	433,040	704,335	178,423	178,131	617,142	171,400
Operating income	130,849	49,781	283,445	93,922	88,790	196,252	82,059
Income (loss) from continuing operations, net of tax	36,090	(37,078)	156,198	56,279	60,788	31,521	39,359
Net income (loss)(5)	67,655	150,404	36,281	(63,638)	60,788	(5)	39,359
Other Financial Data:							