



December 10, 2009

**TRADING SYMBOL: The Toronto Stock Exchange:
Village Farms Income Fund – VFF.UN**

Village Farms Income Fund Unitholders Approve Conversion to a Corporation

Vancouver, B.C., December 10, 2009 – Village Farms Income Fund (the “Fund”) (TSX: VFF.UN) announced today that at its special meeting of unitholders held yesterday in Delta, British Columbia, unitholders of the Fund approved the Fund’s proposed conversion from an income trust to a public corporation (the “Conversion”), to be named Village Farms International, Inc. (“ParentCo”).

Subject to the approval of the Ontario Superior Court of Justice at a hearing to be held on December 15, 2009, and regulatory approvals, the Conversion is expected to become effective on December 31, 2009.

Subject to, and conditional upon the closing of the Conversion, it is also expected that the common shares of ParentCo will commence trading on the Toronto Stock Exchange under the symbol “VFF” on or around January 5, 2010, at which time the units of the Fund will be delisted from the Toronto Stock Exchange. The CUSIP for the common shares will be 92707Y108.

Michael DeGiglio, Chief Executive Officer of the Fund’s operating subsidiaries, stated, “The conversion from an income trust structure to a public corporation is an integral structural component to better position Village Farms in its execution of its ongoing growth strategy.”

Share-Based Compensation Plan

In addition, at the special meeting of unitholders, unitholders approved a share-based compensation plan for ParentCo, the details of which are described in the Fund’s management information circular dated November 10, 2009 (the “Circular”).

Post-Conversion Governance Arrangements

As described in the Circular, the post-conversion governance arrangements relating to ParentCo will be substantially the same as the current governance arrangements applicable to the Fund (except that the holder of the Special Shares of ParentCo will not have the right to unilaterally appoint any members to ParentCo's board of directors). Securityholders should refer to "Appendix E – Information Concerning ParentCo – Description of Capital Structure" of the Circular for details relating to the rights, privileges, restrictions and conditions attaching to the securities of ParentCo. More specifically, as set out in "Appendix E", each Special Share of ParentCo will carry one vote at meetings of shareholders, provided that in no event shall such votes of the holder of the Special Shares exceed 45% of the votes that would otherwise attach to all of the outstanding shares of ParentCo (the "Voting Cap").

In two instances in the Circular, the Voting Cap is incorrectly described in relation to the outstanding "Shares" of ParentCo (which only includes the common shares), when it should be described in relation to the outstanding "shares" of ParentCo (which includes both the common shares and the Special Shares). Consistent with the current governance arrangements and the "Appendix E" disclosure, the Voting Cap is to be applied with reference to all outstanding shares of ParentCo. Securityholders having any questions about the current or post-conversion governance arrangements or the December 15, 2009 court hearing to obtain a final order approving the arrangement, may contact Stephen C. Ruffini, Senior Vice President and Chief Financial Officer of the Fund's operating subsidiaries. Unitholders may also attend the court hearing in person.

About Village Farms

Village Farms is one of the largest producer, marketer and distributor of premium-quality, greenhouse grown tomatoes, bell peppers, and cucumbers in North America. This premium product as well as premium product produced under exclusive arrangements with other greenhouse producers is grown in sophisticated, highly efficient and intensive agricultural greenhouse facilities located in British Columbia and Texas. Product is marketed and distributed under the Village Farms® brand primarily to retail grocers and dedicated fresh food distributors throughout the United States, Canada and Japan. Village Farms currently operates distribution centers located in key markets in the United States and Canada. Since its inception, Village Farms has been guided by sustainable agricultural principles which integrate three main goals; environmental health, economic profitability, and social & economic equality.

Forward Looking Statements

This press release contains certain "forward looking statements". These statements relate to future events or future performance and reflect our expectations regarding our growth, results of operations, performance, business prospects, opportunities or industry performance and trends. These forward looking statements reflect our current internal projections, expectations or beliefs and are based on information currently available to us. In some cases, forward looking statements can be identified by terminology such as "may", "will", "should", "expect", "plan",

"anticipate", "believe", "estimate", "predict", "potential", "continue" or the negative of these terms or other comparable terminology. A number of factors could cause actual events or results to differ materially from the results discussed in the forward looking statements. In evaluating these statements, you should specifically consider various factors, including, but not limited to, such risks and uncertainties as availability of resource, competitive pressures and changes in market activity, risks associated with U.S. and international sales and foreign exchange, regulatory requirements and all of the other "Risk Factors" set out in the Fund's management information circular dated November 10, 2009, which is available electronically at www.sedar.com. Actual results may differ materially from any forward looking statement. Although we believe that the forward looking statements contained in this press release are based upon reasonable assumptions, you cannot be assured that actual results will be consistent with these forward looking statements. These forward looking statements are made as of the date of this press release, and other than as specifically required by applicable law, we assume no obligation to update or revise them to reflect new events or circumstances.

For further information

Stephen C. Ruffini, Senior Vice President and Chief Financial Officer, Village Farms Canada Limited Partnership, (732) 676-3008.