IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION

	§	
	§	
In re	§	**Chapter 11**
	§	
PILGRIM'S PRIDE CORPORATION, *et al.*,	§	**Case No. 08-45664 (DML)**
	§	
	§	
Debtors.	§	
	§	
	§	**JOINTLY ADMINISTERED**

ORDER PURSUANT TO SECTIONS 363(b), (f) AND (m) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 2002 AND 6004 AUTHORIZING PRIVATE SALE OF PILGRIM'S PRIDE CORPORATION'S DISTRIBUTION CENTER IN WOODLAWN, OHIO FREE AND CLEAR OF ALL LIENS, CLAIMS AND ENCUMBRANCES

(Relates to Docket No. ___)

Upon the motion, dated March 20, 2009 (the "Motion"), of Pilgrim's Pride Corporation and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and

debtors in possession (collectively, the "Debtors"),[1] pursuant to section 363 of the Bankruptcy Code[2] and Bankruptcy Rules 2002 and 6004, for authorization to sell the distribution center in Woodlawn, Ohio free and clear of all liens, claims and encumbrances, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and grant the requested relief in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors having provided notice of the Motion and Hearing (as defined below) to the Notice Parties; and the Court having held a hearing to consider the requested relief (the "Hearing") with the appearances of all interested parties noted in the record of the Hearing; and the Court having determined, based upon the legal and factual bases set forth in the Motion, that the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and the Court having determined that the Debtors have provided due and proper notice of the Motion and Hearing and no further notice is necessary; and the Court having found that the legal and factual bases set forth in the Motion establish just and sufficient cause to grant the requested relief herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that, pursuant to section 363(b) of the Bankruptcy Code, the Debtors are authorized to sell PPC's distribution center located at 10419 Chester Road, Woodlawn, Ohio 45215, including approximately 4.613 acres of land, a 32,800 square foot industrial warehouse

[1] The Debtors in these cases are PPC; PFS Distribution Company; PPC Transportation Company; To-Ricos, Ltd.; To-Ricos Distribution, Ltd.; Pilgrim's Pride Corporation of West Virginia, Inc.; and PPC Marketing, Ltd.

[2] Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Motion.

building, all other improvements, and all office furniture and equipment located in the building (the "Property") to Ralph Winterhalter (the "Buyer") for a purchase price of $675,000.00 in accordance with the terms and conditions that are set forth in the Purchase Agreement attached to the Motion and hereby approved; and it is further

ORDERED that, pursuant to section 363(f) of the Bankruptcy Code, the sale of the Property to the Buyer (the "Sale") shall be free and clear of any and all liens, claims and encumbrances, with such liens, claims and encumbrances, if any, to attach to the proceeds of the Sale with the same force, effect, and priority as such liens, claims and encumbrances have on the Property, as appropriate; and it is further

ORDERED that the rights and defenses of the Debtors and any other party in interest with respect to any assertion that any liens, claims and encumbrances have attached to the proceeds of the Sale are hereby preserved; and it is further

ORDERED that the Buyer has acted in good faith and is granted the protections provided to a good faith purchaser under section 363(m) of the Bankruptcy Code; and it is further

ORDERED that the Debtors are authorized to execute and deliver such deeds, assignments, conveyances, and other documents, and instruments of transfer and to take such other actions as may be reasonably necessary to consummate the Sale; and it is further

ORDERED that the ten-day stay under Bankruptcy Rule 6004(h) is waived; and it is further

ORDERED that the Court hereby retains jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order or Purchase Agreement.

END OF ORDER # #