U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
ENTERED
TAWANA C. MARSHALL, CLERK
THE DATE OF ENTRY IS
ON THE COURT'S DOCKET

MAY 18 2009

D. Michael Lynn
U.S. Bankruptcy Judge

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 SECTION 105 OF THE BANKRUPTCY CODE APPROVING THE STIPULATION BETWEEN THE DEBTORS AND THE PLAINTIFFS IN THE FAIR LABOR STANDARDS ACT SOUTH CAROLINA LITIGATION
(Related to Docket No. 1629)

Upon the motion, dated April 29, 2009 (the "Motion"), of Pilgrim's Pride Corporation ("PPC") and its affiliated debtors in the above-referenced chapter 11 cases, as

debtors and debtors in possession (collectively, the "Debtors"),[1] pursuant to section 105(a) of the Bankruptcy Code[2] to approve the Stipulation with respect to filing a Master Proof of Claim, between the Debtors and the Plaintiffs in the FLSA South Carolina Litigation, which is attached hereto as Exhibit A (the "Stipulation"), all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein 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 due and proper notice of the Motion having been provided to the Notice Parties, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the "Hearing"); and the appearances of all interested parties having been noted in the record of the Hearing; and upon the record of the Hearing, and all of the proceedings had before the Court; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, and their creditors; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court 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 105 of the Bankruptcy Code, the Stipulation is authorized and approved; and it is further

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[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 and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

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

END OF ORDER

EXHIBIT A

Stipulation

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**
	§	

STIPULATION BETWEEN THE DEBTORS AND THE PLAINTIFFS IN THE FAIR LABOR STANDARDS ACT SOUTH CAROLINA LITIGATION

Recitals

WHEREAS Pilgrim's Pride Corporation ("PPC") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"), commenced voluntary chapter 11 cases on December 1, 2008 (the "Commencement Date");

WHEREAS more than two years ago, on or about October 2, 2006, Plaintiffs filed a collective action complaint on behalf of themselves and all other similarly situated employees alleging violations of the Fair Labor Standards Act of 1938 (the "FLSA"), 29 U.S.C. §§ 201, et seq., by Gold Kist, Inc. (n/k/a Pilgrim's Pride Corporation);[3]

WHEREAS the collective action is pending in the United States District Court for the District of South Carolina, Columbia Division (the "South Carolina District Court") styled *Janice Dubose, et al., Individually and on Behalf of Other Similarly Situated v.*

[3] Prior to the Commencement Date, on or about December 27, 2006, Pilgrim's Pride Corporation acquired Gold Kist, Inc.

Gold Kist Inc., Civil Action No. 3:06-cv-02751-MBS (the "FLSA South Carolina Litigation");[4]

WHEREAS on or about February 14, 2007, the named plaintiffs in the FLSA South Carolina Litigation (the "Plaintiffs") filed a motion seeking conditional certification of a putative class pursuant to the collective action provision of the FLSA, 29 U.S.C. § 216(b), and on or about April 16, 2007, the South Carolina District Court granted the Plaintiffs' motion and entered an Order conditionally certifying the class.

WHEREAS the Plaintiffs in the FLSA South Carolina Litigation are represented by Fibich Hampton & Leebron, L.L.P., The Cochran Firm, Morgan & Morgan, P.A. and Richardson, Patrick, Westbrook & Brickman, L.L.C. (collectively, the "Plaintiff Law Firms");

WHEREAS the Plaintiff Law Firms represent that each of the Plaintiffs has signed and executed a proxy form authorizing the Plaintiff Law Firms to act on his or her behalf;

WHEREAS Stutzman, Bromberg, Esserman & Plifka has authority, as bankruptcy counsel to the Plaintiff Law Firms, to sign this Stipulation on behalf of the Plaintiff Law Firms.

WHEREAS pursuant to the General Bar Date Order,[5] the deadline for all parties to file a proof of claim is June 1, 2009 at 5:00 p.m. (prevailing Pacific Time);

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[4] The FLSA South Carolina Litigation has not been consolidated with the FLSA multidistrict litigation pending in the United States District Court for the Western District of Arkansas, MDL No. 1:07-cv-1832, although both actions allege similar violations of the FLSA by the Debtor. The actions do involve different plaintiffs.

WHEREAS the General Bar Date Order requires each of the plaintiffs to file a separate proof of claim against the Debtors relating to the claims asserted in the FLSA South Carolina Litigation;

WHEREAS in order to avoid the administrative burden that would occur if each of the approximately 3,100 plaintiffs were required to file individual proofs of claim, the Plaintiff Law Firms have requested permission to file a master proof of claim (the "Master Proof of Claim") on behalf of all plaintiffs, setting forth the name of each individual plaintiff, including the name of the facility or plant where such individual was employed or continues to be employed by the Debtor(s), if known, and their claims against the Debtor(s); and

WHEREAS the Plaintiffs and the Debtors (collectively, the "Parties") have agreed to the filing of the Master Proof of Claim subject to the terms and conditions set forth below.

NOW, THEREFORE, in consideration of the foregoing, the Parties hereby agree as follows:

1. The Plaintiff Law Firms or the undersigned counsel for the Plaintiff Law Firms may file a Master Proof of Claim on behalf of the plaintiffs in the FLSA South Carolina Litigation.

2. The Master Proof of Claim shall include (i) a schedule identifying the name of each plaintiff and the name of the facility or plant where such individual was employed or continues to be employed by the Debtor(s), if known, and (ii) a certification

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[5] Order Pursuant to Section 502(b)(9) of the Bankruptcy Code and Bankruptcy Rule 3003(c)(3) Establishing the Deadline for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof, dated April 1, 2009 [Docket No. 1352] (the "General Bar Date Order").

that the Plaintiff Law Firms have authority, through power of attorney or otherwise, to file or authorize the filing of the Master Proof of Claim on behalf of the Plaintiffs.

3. This Stipulation shall be subject to approval of the United States Bankruptcy Court for the Northern District of Texas (the "Bankruptcy Court") in the above-captioned chapter 11 cases and shall be null and void if such approval is not received.

4. Neither this Stipulation nor Court approval thereof shall constitute an admission by the Debtors of any liability arising from, or related to, the claims described in the Master Proof of Claim in respect of any claims asserted by the plaintiffs in the FLSA South Carolina Litigation.

5. The Debtors reserve any and all rights, defenses, and objections to any claims contained in the Master Proof of Claim except any objection predicated on such claims having been evidenced by the Master Proof of Claim rather than individual proofs of claim.

6. Neither this Stipulation nor any of its terms may be modified, altered, amended or waived, except in writing signed by the parties hereto.

7. This Stipulation shall be binding upon and inure to the assigns, representatives and successors of the parties hereto.

8. This Stipulation may be executed in counterparts by facsimile, each of which shall be deemed an original, and all of which when taken together shall constitute one document.

Dated: April 29, 2009
Fort Worth, Texas

By: /s/ Stephen A. Youngman
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Attorneys for the Debtors
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Attorneys for Plaintiff Law Firms representing Plaintiffs in the
Fair Labor Standards Act South Carolina Litigation

CERTIFICATE OF NOTICE

District/off: 0539-4 User: jalexande Page 1 of 1 Date Rcvd: May 19, 2009
Case: 08-45664 Form ID: pdf019 Total Served: 1

The following entities were served by first class mail on May 21, 2009.
aty +Stephen A. Youngman, Weil, Gotshal & Manges, 200 Crescent Court, Suite 300, Dallas, TX 75201-6903

The following entities were served by electronic transmission.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****
NONE. TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: May 21, 2009 **Signature:** Joseph Speetjens