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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**

MOTION FOR DISTRIBUTION OF RETAINER

TO THE HONORABLE D. MICHAEL LYNN,
UNITED STATES BANKRUPTCY JUDGE:

Ernst & Young LLP ("E&Y LLP"), auditors and tax advisors to the Debtors and Debtors-in-Possession, files this Motion for Distribution of Retainer pursuant to Rule 2016(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Northern District of

Texas, and requests that the Court approve E&Y LLP's drawing down its retainer against approved fees and expenses pursuant to the Debtors' request to E&Y LLP for such use of the retainer. In support of this Motion E&Y LLP states as follows:

1. On December 1, 2008 (the "Commencement Date"), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

2. On December 31, 2008, this Court entered an Order authorizing the Debtors to employ E&Y LLP as auditors and tax advisors to the Debtors. (Docket No. 408).

3. E&Y LLP is holding the balance of a prepetition evergreen retainer in the amount of $18,474, (the "Audit Services Retainer") which, pursuant to agreement with the Debtors, E&Y LLP has been holding as a retainer to apply to postpetition Audit Services charges.

4. In addition, E&Y LLP is holding a retainer in the amount of $50,000 (the "Tax Services Retainer"), which, pursuant to agreement with the Debtors, E&Y LLP has been holding as a retainer to apply to postpetition Tax Services charges.

5. In accordance with the procedures established in this Court's Order Granting Motion for Appointment of Fee Review Committee and Amendment of the Interim Compensation Order (the "Fee Review Committee Order"), entered on April 28, 2009 (Docket No. 1624), E&Y LLP has been submitting its Monthly Statements to the Fee Review Committee for review. Each of E&Y LLP's Monthly Statements contains a detailed description of the services rendered, time spent, and the name of the accountant or paraprofessional performing the work. Each of E&Y LLP's Monthly Statements also contains a list of the accountants or paraprofessionals performing work and their respective hourly rates.

6. By this Motion, E&Y LLP seeks authorization to apply the Audit Services Retainer and the Tax Services Retainer to professional fees for Audit Services and Tax Services, respectively, requested by E&Y LLP on its Monthly Statements to the extent that such professional fees become payable pursuant to the Fee Review Committee Order, up to the full amount of each retainer.

7. All parties receiving a copy of this Motion are hereby notified that if no objection is filed and served on E&Y LLP within fifteen (15) days of the mailing of this Motion, then E&Y LLP may withdraw funds from its Audit Services Retainer in an amount up to $18,474 as an allowance on the Audit Services listed on Monthly Statements properly approved and payable pursuant to the Fee Review Committee Order, upon approval; and may also withdraw funds from its Tax Services Retainer in an amount up to $50,000 as an allowance on the Tax Services listed on Monthly Statements properly payable pursuant to the Fee Review Committee Order, upon approval.

8. If a timely objection is received to this Motion, E&Y LLP may request a hearing before the Court on such objection. In the event the objection is only to a portion of the amount requested in this Motion, E&Y LLP may withdraw the portion not objected to and seek a determination by the Court at a later time in a formal fee application as to that portion to which an objection was filed.

[THIS SPACE INTENTIONALLY LEFT BLANK]

WHEREFORE, PREMISES CONSIDERED, E&Y LLP prays for the relief requested herein and for such other and further relief as to which it may be justly entitled.

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify that on June 30, 2009, a true and correct copy of the foregoing Motion was served by first class United States mail, postage prepaid, or electronically, if available, on those parties listed on the Debtor's Master Service List, dated June 25, 2009, for the above-captioned cases, attached hereto.

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