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

D. Michael Lynn
U.S. Bankruptcy Judge

AUG 05 2009

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 365 OF THE BANKRUPTCY CODE (I) APPROVING THE AMENDMENT OF UNISYS MAINTENANCE AGREEMENT AND (II) APPROVING ASSUMPTION OF THE SAME, AS AMENDED
(Relates to Docket No. 2494)

Upon the motion, dated June 30, 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 365 of the Bankruptcy Code and Bankruptcy Rule 6006 for entry of an order (i) approving the amendment to the Master Agreement,[2] and (ii) approving the Debtors' assumption of the Master Agreement, as amended and proposed Cure Amounts, 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 that the legal and factual bases set forth in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest; the Debtors have provided due and proper notice of the Motion and Hearing and no further notice is necessary; the legal and factual bases set forth in the Motion establish just and sufficient cause to grant the requested relief herein; and therefore, it is.

ORDERED that the Motion is granted; and it is further

ORDERED that Debtors and Unisys are authorized to amend the Master Agreement; and it is further

ORDERED that, pursuant to section 365 of the Bankruptcy Code, the Debtors are authorized to assume the Master Agreement, as amended; 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 words used but not defined herein shall have the same meaning ascribed to them in the Motion

ORDERED that the Cure Amount of $401,963.24, representing all sums due through August 4, 2009 (including the reduced monthly payments for maintenance exclusive of any applicable taxes thereon, which taxes shall be borne by Debtors and paid directly to the relevant taxing authority), is hereby approved and that the Debtors shall not be required to make further payment in connection with any default under the Master Agreement in excess of the applicable Cure Amount; and it is further

ORDERED that the Debtors have provided adequate assurance of future performance of the Master Agreement, and that no further showing of adequate assurance is necessary; and it is further

ORDERED that the ten-day stay under Bankruptcy Rule 6006(d) 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.

End of Order # #