#### **SCHEDULE 1.34**

#### **Compensation and Benefit Programs**

The Debtors have the following compensation and employee benefit programs and agreements that either are in effect or are expected to be in effect prior to the Effective Date. The Plan contemplates assumption of each such program and agreement. The Debtors plan to continue to meet the minimum funding requirements under the Pilgrim's Pride Pension Plan for Legacy GoldKist Employees, the Pilgrim's Pride Retirement Plan for Union Employees and the Pilgrim's Pride Retirement Plan for El Dorado Union Employees.

# 1. <u>Gold Kist former directors paid medical agreements</u>

There are 12 participants in this plan. The benefits are funded from current operations and the participants are included in a medical benefits plan.

#### 2. Gold Kist former directors lifetime retainer benefit agreements

There are 11 participants in this plan. The benefits are funded in part with the proceeds of a Rabbi trust maintained at SunTrust Bank, and in part from current operations.

## 3. Gold Kist former employees deferred compensation plan agreements

There are five participants in this plan. The benefits are funded in part with the proceeds of a Rabbi trust maintained at SunTrust Bank, and in part from current operations.

#### 4. <u>Gold Kist SERP for former GoldKist employees</u>

There are 56 participants in this plan. The benefits are funded in part with the proceeds of a Rabbi trust maintained at SunTrust Bank, and in part from current operations.

# 5. Gold Kist Executive Savings Plan

As a result of the acquisition of Gold Kist in 2006, the Debtors assumed administration of a plan whereby employees could defer earnings to be paid later. The assets of this plan were merged into the Pilgrims Pride Deferred Compensation Plan but plan provisions remain separate. The funds are in a Rabbi trust with Wells Fargo.

#### 6. Gold Kist Directors Savings Plan

As a result of the acquisition of Gold Kist in 2006, the Debtors assumed administration of a plan whereby Gold Kist directors could defer earnings to be paid later. The assets of this plan were merged into the Pilgrims Pride Deferred Compensation Plan but plan provisions remain separate. The funds are in a Rabbi trust with Wells Fargo.

## 7. Gold Kist Enhanced Defined Contribution Plan

As a result of the acquisition of Gold Kist in 2006, the Debtors assumed administration of this frozen defined contribution tax qualified retirement plan.

## 8. Pilgrim's Pride Pension Plan for Legacy Gold Kist Employees

As a result of the Debtors' acquisition of Gold Kist in 2006, PPC became the sponsor of an ERISA defined benefit pension plan that was offered to Gold Kist employees. The plan has been frozen effective February 8, 2007, but participants are eligible to receive pension benefits per the terms of the plan upon termination or retirement.

# 9. Pilgrim's Pride 2005 Deferred Compensation Plan

The Debtors have a plan that allows certain, highly-compensated employees (those who earn \$100,000 or more) to defer a portion of their annual salary and/or bonus payments. The Debtors match a certain amount of these deferrals.

## 10. Pilgrim's Pride Retirement Plan for Union Employees

The Debtors maintain an ERISA defined benefit plan for current union employees. As described in Section IV(G) of the Disclosure Statement, the Debtors have successfully negotiated agreements with the majority of groups covered under this benefit plan to freeze the plan, although discussions with two unions are still ongoing.

#### 11. Pilgrim's Pride Retirement Plan for El Dorado Union Employees

The Debtor maintained a retirement plan for union employees for the El Dorado site, which was spun off into a separate plan in 2008. PPC has frozen the plan and filed an application to terminate, but no response has been received from the IRS to date.

## 12. <u>UFCW Pension Fund</u>

The Debtors make contributions to the UFCW multi-employer defined benefit plans for eligible participants at two UFCW plants, the Athens Supply Plant (as defined below) and the plant in Elberton, GA.

#### 13. *401K Plans*

The Debtors withhold from the wages of participating and eligible employees' contributions toward a 401(k) plan. The Debtors generally match 30% of the first 6% of the employees' contributions, but some of the bargaining unit and union agreements require different matching contribution rates. Prudential Financial, Inc. maintains most of the 401(k) plans, but the To-Ricos entities have their savings plan (similar to a U.S. 401(k) plan) administered by Pension Services, Inc. The employees' contributions are generally deducted and forwarded, along with the Debtors' matching contributions on a weekly basis.

#### 14. Severance Plan

The Debtors provide severance benefits to certain eligible employees if their employment is terminated without cause. In addition to severance pay, the eligible employees receive COBRA coverage for which they are eligible.

## 15. 2009 Performance Bonus Plans

During the Chapter 11 Cases, PPC's board of directors approved an incentive plan for the fiscal year 2009 for approximately 80 employees and executives, including senior vice presidents and above (who currently are not included in any incentive plan), vice presidents, complex managers and select manager-level employees (the "Key Employees") tasked with assisting the Debtors in their Chapter 11 Cases to incentivize the Key Employees to see the Debtors through a successful exit from bankruptcy. The amounts to be paid to the Key Employees are linked to the Debtors' earnings before interest, taxes, depreciation, amortization and restructuring costs ("EBITDAR") in the third and fourth quarters of fiscal 2009 and the successful emergence of the Debtors from bankruptcy (participants are also required to still be employed on the date immediately preceding the Debtors' emergence from bankruptcy). Key Employees eligible to receive payments under this incentive plan who also participate in PPC's Performance Incentive Plan or who are parties to the Key Employee Incentive Compensation Agreements will receive only the highest amount payable under any of the three arrangements. PPC's board of directors also approved a similar incentive plan for Lonnie A. "Bo" Pilgrim. On September 4, 2009, the Debtors filed with the Bankruptcy Court a motion to approve the incentive plan for Key Employees. The motion is expected to be heard by the Bankruptcy Court on September 29, 2009.

## 16. *Paid Time Off (PTO)*

Eligible Employees receive their full wages for, among other things, vacation days, sick days, personal days, and holidays. Employees accrue paid time off and related obligations based upon the following calculations:

- (a) <u>Vacation, Sick Days and Personal Days</u>: Salaried and hourly non-bargaining unit employees ("<u>NBU Employees</u>") earn paid vacation on each anniversary of their employment. On their personal employment anniversary, salaried and hourly NBU Employees earn vacation that can be used in the next 12 months. Vacation days do not carry over to the following year. If salaried and hourly NBU Employees leave within the year, they are paid cash for all unused vacation days. Vacation days may be used as sick days. Generally, only salaried nonexempt Employees are eligible to receive paid personal days. Employees may not receive cash for their unused paid personal days. PPC provides hourly BU Employees' with vacation, sick and personal days in accordance with each Employee's respective union contract.
- (b) <u>Holiday Pay</u>: Salaried and hourly NBU Employees are allowed eight paid holidays per year. With the exception of Thanksgiving and Christmas, most of the holidays are determined at the discretion of the Debtors. The Debtors provide hourly BU Employees' paid holidays in accordance with each Employee's respective union contract.

## 17. <u>Health and Welfare Plans</u>

(a) Medical, Dental and Vision Plans: The Debtors offer medical coverage (including prescription drug coverage) to their salaried and hourly NBU Employees. All bargaining-unit employees ("BU Employees") are eligible to receive medical coverage pursuant to the terms of their collective bargaining agreements. Hourly BU Employees may be provided with medical coverage (including prescription drug coverage), depending on the individual's BU contract with the Debtors. Those individuals employed by To-Ricos, Ltd. or To-Ricos Distribution, Ltd. (collectively, the "To-Ricos Entities") are eligible to receive medical coverage the first of the month after 90 days of their hire date.

The Debtors' medical coverage, with the exception of medical coverage provided by the To-Ricos Entities, is primarily provided through a self-insured plan. BlueCross BlueShield of Texas (the "BCBS of TX") serves as claims administrator for all of the Debtors, with the exception of the To-Ricos Entities. The medical coverage (including dental coverage) offered by the To-Ricos Entities is not self-insured, but instead provided by MCS Life Insurance ("MCS") and Plan de Salud Hospital Menonita ("PHM"). Because the Debtors self-insure their medical plan, the Debtors (with the exception of the To-Ricos Entities) do not pay any premiums with respect thereto. Generally, the Debtors pay approximately 75% of the cost of the medical plan coverage for Employees and their enrolled family members, with the balance contributed by the Employees through payroll withholding. Approximately 26,408 Employees participate in the Debtors' medical insurance plan.

The Debtors offer dental coverage, through Ameritas dental plan, to those nonunion Employees working at the Debtors' Athens, Georgia site (the "Athens Supply Plant") and those union Employees working at one of three legacy Gold Kist sites. Approximately 1,553 Employees are covered by the Ameritas dental plan. The Debtors also offer Ameritas dental plans to their salaried, non-union hourly and certain union hourly Employees. These plans, however, are paid entirely by participating Employees.

In addition to the above noted Employees, approximately 1,780 Employees are provided dental coverage through the UFCW. The Debtors pay the premiums in connection with the dental coverage provided by UFCW.

The Debtors offer vision coverage to their non-union hourly Employees working at the Athens Supply Plant through the Ameritas vision care plan. Approximately 106 Employees are covered by the Ameritas vision plan. The Debtors also offer Ameritas vision plans to their salaried, nonunion hourly and certain union hourly Employees. These plans, however, are paid entirely by participating Employees.

In addition to the above noted Employees, approximately 1,766 Employees are provided vision coverage through the UFCW. The Debtors fund the payment of premiums to UFCW which, in turn, provides vision coverage to the participating Employees.

(b) <u>Basic Life, AD&D, and Business Travel Accident Insurance</u>: The Debtors, with the exception of the To-Ricos Entities (which entities' coverage is described separately below), maintain basic life and AD&D insurance coverage for their salaried and hourly NBU and BU Employees in the event of serious illness, injury, or death. Salaried Employees are eligible to receive basic life and AD&D insurance on the date of their employment and non-union hourly Employees are eligible following 60 days of employment. Union Employees' eligibility depends on the terms of their respective collective bargaining agreements. The Debtors' (other than the To-Ricos Entities) life insurance plan and AD&D are maintained under the same insurance policy provided by Unum Life Insurance Company of America ("<u>Unum</u>"). Under the basic life insurance plan, in the event of an Employee's death, the Employee's designee is entitled to one times the Employee's annual base pay, up to \$1 million. Additionally, under the Debtors' AD&D plan, an Employee or its designee may receive up to one times the Employee's annual base pay, up to \$1 million. Those Employees with need for a higher level of protection than afforded under the basic life insurance plan may purchase supplemental term life and AD&D insurance, and dependant life insurance.

The To-Ricos Entities offer basic life, AD&D supplemental life and AD&D, and dependent life insurance to all of their full time salaried Employees. These insurance policies are provided by Boston Mutual Life Insurance Company ("BML"). Under the basic life insurance policy, in the event of an executive Employee's death, the Employee's designee is entitled to one times the Employee's

annual base pay; a sales Employee is entitled to \$30,000; and all other Employees are entitled to \$25,000. Under the AD&D plan, an Employee or the Employee's designee may receive up to one times the Employee's annual base pay, up to \$1 million. The To-Ricos Entities offer supplemental life and AD&D insurance, in an amount equal to 1 to 5 times the Employee's annual base pay.

The Debtors, other than the To-Ricos Entities, also maintain business travel accident insurance for their salaried and hourly NBU Employees. Salaried Employees are eligible to participate in this coverage upon employment, and hourly NBU Employees are eligible following the completion of 60 days of employment. The Debtors' business travel accident insurance is provided by Cigna. Under the business travel accident insurance plan, in the event that something happens to an Employee while he or she is traveling on a business trip for Pilgrim's Pride, the Employee or the Employee's designee may receive up to ten times the Employee's annual base pay, up to \$500,000.

- NBU and BU Employees may enter into individual insurance contracts with their insurance provider to obtain accident, whole life, and critical illness insurance. Voluntary accident insurance (the "Voluntary Accident Insurance Policy") provides benefits for covered injuries and accident-related expenses for an individual or family. Because health insurance only covers certain expenses, the Voluntary Accident Insurance Policy is designed to help cover the out-of-pocket expenses that result from a covered accident. Voluntary whole life insurance (the "Voluntary Whole Life Insurance Policy") provides a death benefit to an Employee's beneficiary if the Employee passes away, but it may also build cash value that the Employee may use while the Employee is alive. Voluntary critical illness insurance (the "Voluntary Critical Illness Insurance Policy") provides financial protection for an Employee and his or her family in the event of a serious medical condition, such as a heart attack or cancer. The policy provides a lump sum benefit that may be used any way the Employee chooses. The Debtors do not incur any expenses in connection with the Voluntary Accident Insurance Policy, Voluntary Whole Life Insurance Policy, or the Voluntary Critical Illness Insurance Policy.
- (d) <u>Disability Benefits</u>: The Debtors offer short term disability pay to their NBU Employees, funded entirely by PPC. The pay policy provides an Employee who is unable to work due to an illness or injury sixty percent (60%) of his or her base pay for up to 26 weeks. Those Employees who are enrolled in any medical plan and have one year of service are automatically eligible to receive pay in the event of sustaining a disability pursuant to the Debtors' short term disability pay policy. Individuals working for the To-Ricos Entities, however, are immediately eligible to receive short term disability pay on the date of hire. With the exception of the To-Ricos Entities, Unum administers the Debtors' short term disability program. The To-Ricos Entities' short term disability program is administered by Cosvi. The plan administrators advise the Debtors as to whether an Employee should receive short term disability pay. If it is determined the Employee's salary or wages.

The Debtors also offer short term disability coverage to certain union Employees. The short term disability coverage is insured by Unum. Unum distributes the short term disability pay to the Employees, after deducting premiums for medical, dental, and vision coverage, which premiums it submits to the Debtors via wire or check.

The Debtors offer a salary continuation program to their salaried Employees. Under the salary continuation program, an Employee who is injured or ill may receive one hundred percent (100%) of his or her base salary up to 6 weeks and sixty percent (60%) of his or her base salary up to an additional 19 weeks. Salary continuation begins the first day following an injury or on the eighth day of an illness, inpatient hospitalization, or outpatient service. Employees must report their disability to Unum, the managed disability provider, who advises the Debtors of the approved

disability period. Employees are not paid under the salary continuation program until they obtain approval by Unum. When disability is due to an illness, the Employee must complete a 7-day elimination period before the Employee may begin receiving salary continuation. When the Employee's disability is due to an injury, no elimination period applies. Salaried non-exempt Employees must use vacation or personal time to receive pay during the elimination period; however, salaried exempt Employees are paid regular salary during the elimination period. If Unum determines that an Employee is eligible to participate in the Debtors' salary continuation program, the Debtors distribute the pay the Employee is entitled to receive under the program through the Employees salary or wages. While on leave of absence, the Employee is ineligible for holiday, vacation, personal time, or shift differential pay.

If a salaried Employee is unable to return to work due to an illness or injury at the end of the salary continuation period, the Employee may apply for benefits under the Debtors' long term disability plan, which plan is administered by Unum and, with respect to the To-Ricos Entities. by Universal Life Insurance Company ("Universal"). Those individuals employed by either of the To-Ricos Entities are eligible to apply for long term disability benefits immediately following their 90th day of employment, even if they are hourly Employees. Under the Debtors' long term disability plan, an Employee (other than an individual employed by the To-Ricos Entities) may receive sixty percent (60%) of his or her average monthly base pay for the duration of his or her disability until he or she reaches the age of 65. However, if the disability occurs at age 60, benefits are paid according to a graded time schedule which ranges from five years at age 60 to twelve months at age 69 and older. Those individuals employed by either of the To-Ricos Entities who are paid hourly, are eligible to receive \$100 per month for the duration of the disability; those salary nonexempt Employees are eligible to receive 60% of their annual base pay up to \$5,000, and those salary exempt Employees are eligible to receive 60% of their annual base pay up to \$8,000. Amounts an Employee receives from other sources of income, such as workers' compensation, social security, or other federal, state, or local laws, as well as any retirement benefits, reduce long term disability benefits.

The Debtors' long term disability plan is fully insured. The insurance premiums associated with the long term disability coverage are deducted from an Employee's pay on an after tax basis. The Debtors reimburse the Employee half of the premium as compensation.

(e) <u>Flexible Spending Programs</u>: Salaried and hourly NBU Employees may enroll in Flexible Spending Programs ("<u>FSPs</u>"), which programs are administered by PayFlex Systems USA, Inc. ("<u>PayFlex</u>"). Pursuant to these programs, eligible Employees may contribute up to \$5,000 per year of pre-tax income through payroll deductions to be used for out-of-pocket medical, dental, or vision expenses, and up to \$5,000 per year for child-care or elder-care expenses. The Debtors deduct Employees' contributions toward this program from their wages on a weekly basis, hold such amounts in a separate account, and forward such amounts to Payflex. Payflex issues reimbursements to Employees for eligible expenses. Because the Debtors' open enrollment provider pays Payflex's administrative fees, the Debtors do not incur any costs in connection with the administration of the FSPs.

#### 18. Key Employee Incentive Compensation Agreements

The Debtors have entered into Key Employee Incentive Compensation Agreements (the "<u>Incentive Agreements</u>") with approximately 210 Employees. The Incentive Agreements were entered into in order to assure that the Debtors will have the continued dedication of certain of their Employees while the Debtors restructure their capital and financial structure. Participants must remain employed by the Debtors through December 31, 2009 to receive payment, which payment will not become due, with

certain exceptions, until January 2010. The maximum payout under the Incentive Agreements totals \$5.7 million in the aggregate.

# 19. <u>Performance Improvement Plan</u>

The Debtors offer certain salaried Employees an annual cash incentive award pursuant to the Pilgrim's Pride Corporation Performance Improvement Plan (the "PIP"). Approximately 375 Employees are eligible to participate in the PIP. The primary purposes of the PIP are, among other things, to motivate Employees toward achieving annual goals set by the Debtors' executive team, encourage teamwork, and reward loyalty. Payments under the PIP will not be made until after the end of the Debtors' fiscal year 2009. Those employees who are eligible to receive a payment pursuant to the PIP as well as any other incentive program are only eligible to receive a payment from one program (the program with the highest payout). The maximum payout under the PIP totals \$4.5 million.

### 20. Professional Drivers Incentive Program

The Debtors maintain a professional drivers incentive program (the "Safe Driving Award Program") to reward eligible Employees for the safe and professional operation of commercial vehicles throughout the program year. Approximately 1,650 of the Debtors' truck drivers are eligible to participate in the program year begins on June 1 and ends on May 31 of each year. Employees are eligible to participate in the program if they, among other things, (i) are a full time driver for the entire program year, (ii) did not have an occurrence during the program year, (iii) drove at least 48 weeks in the program year, and (iv) were not placed on disciplinary suspension at any time during the program year. Eligible participants receive either cash or prizes depending on the number of award years that the Employee has participated in the program. The maximum amount an eligible Employee may receive is \$2,000 in cash. Cash prizes generally increase with the number of years an Employee has participated in the program. Payments under the program are made once a year in or around August.

#### 21. Attendance Award Program

The Debtors reward hourly Employees who work at select sites and achieve perfect attendance in a 12 month period. The award amounts depend on the particular site at which an individual works. Awards are distributed along with an Employee's pay.

#### 22. Incentive Education Program

The Debtors reward hourly Employees working at certain of the Debtors' facilities, who improve their reading or math skills by two grade levels or receive their General Equivalency Diploma and complete at least 40 hours of study time at an approved program. Those qualifying Employees receive a net amount of \$100. Awards are distributed along with an Employee's pay. The Debtors provide their eligible Employees with various service awards and benefits to recognize and reward employee dedication and performance. For example, the Debtors pay cash awards to those Employees who devote a certain number of years to service.

Hourly Employees who work at select sites may each also receive a \$250 quarterly reward to the extent that the Employee, among other requirements, engages in training for Hazmat Technician, Confined Space Entry & Rescue, CPR, First Aid and Bloodbourne Pathogens. Certain key hourly Employees are also eligible on a discretionary basis to receive "stay-on" rewards as an incentive to continue to work at a site that is closing. These Employees are not eligible to receive severance.

## 23. <u>Referral and Sign-On Rewards</u>

The Debtors also offer referral and sign-on rewards. Those Employees who refer individuals to fulfill certain salaried exempt positions are eligible to receive a monetary reward. Those Employees who refer individuals later hired by the Debtors are entitled to receive \$10,000 for referring an individual to a salaried exempt senior level position and \$5,000 for referring an individual to other identified salaried exempt positions. Referral rewards are paid in two installments, the first following 6 months of the referee's employment and the second following 24 months of employment. Additionally, certain key hires are offered sign-on rewards which are paid within the first few weeks of the date of hire, but must be repaid if the Employee leaves before the end of the designated period (usually one year).

#### 24. Tuition Reimbursement

Full time salaried and hourly NBU Employees are entitled to receive tuition reimbursement under the Debtors' tuition reimbursement program (the "<u>Tuition Reimbursement Program</u>"). Under the program, Employees who receive a grade of "C" or better on coursework provided by an accredited institution qualify for reimbursement. Employees may receive up to \$3,000 per year for tuition reimbursement, with a maximum of up to \$20,000 in a lifetime. Employees receive reimbursement along with their weekly pay.

# 25. <u>Chaplain Program</u>

The Debtors maintain a chaplain program (the "<u>Chaplain Program</u>") with Marketplace Chaplains USA ("<u>Marketplace</u>"), that provides crisis and emergency management support to salaried and hourly BU and NBU Employees. The Debtors pay 100% of the cost of the Chaplain Program for Employees and their immediate families.

#### 26. Nurse Line Program

The Debtors provide, through BCBS of TX, a toll free telephone service (the "<u>24/7 Nurseline Program</u>") that connects participating Employees to experienced registered nurses who can answer questions and provide information on a variety of health care concerns.

## 27. Special Beginnings Maternity Program

The Debtors maintain, through BCBS of TX, a maternity program (the "Special Beginnings Maternity Program"), which offers prenatal education, obstetric check-up planning, and lifestyle awareness to salaried and hourly NBU and BU Employees and their spouses, regardless of whether the Employees and their spouses are enrolled in the Debtors' medical plan.

#### 28. Car Allowance Program

The To-Ricos Entities provide a car allowance (the "<u>Car Allowance Program</u>") to those Employees who use automobiles in the course of their work with the Debtors. Approximately 35 Employees are eligible to participate in the Car Allowance Program.

#### 29. <u>Relocation Program</u>

The Debtors offer a relocation reimbursement plan (the "<u>Relocation Reimbursement Plan</u>") to new hires and current employees who transfer to a different geographical location. The Relocation Reimbursement Plan applies to the following two categories of employees and the level of benefits varies

for each: (i) executive Employees and (ii) full time exempt salaried Employees with this program, based on whether full time exempt salaried Employees are homeowners or renters. The scope of benefits varies among the two categories of Employees covered by the Relocation Reimbursement Plan, but in general includes reimbursement for residence-finding trips, temporary residence expense, moving expenses, home marketing and home sale assistance and similar types of arrangements. The Debtors have entered into an agreement with a relocation services provider, SIRVA Relocation LLC ("SIRVA"), to administer the Relocation Reimbursement Plan. With respect to certain types of reimbursable expenses paid directly to those entities that facilitate the relocation, such as movers of household goods, SIRVA funds payment and bills the Debtors at the end of each week. Other types of reimbursable expenses are paid directly by the Employee, who then submits his or her reimbursement requests to SIRVA. SIRVA processes the reimbursement requests provided by the Employee and, with respect to those allowable expenses, forwards the request to the Debtors for payment. The Employee's taxable reimbursements are included in his or her weekly pay as compensation and those non-taxable reimbursements are included in his or her weekly pay as expense reimbursement.

#### 30. Service Awards

The Debtors offer a service awards program, designed to provide recognition to employees who have reached designated milestones in their career. Beginning with an employee's fifth anniversary, an employee receives a certificate and may select a gift from a brochure listing company paid gifts, which are available through Michael C. Fina. Every five years the employee may select another gift, the value of which increases as the anniversary date progresses.

# **SCHEDULE 8.1**

# **Assumed Executory Contracts and Unexpired Leases**

[To be filed with Plan Supplement]

# **SCHEDULE 8.7**

**Insurance Policies to be Rejected** 

[To be filed with Plan Supplement]

# **SCHEDULE 8.9**

Other Contracts to be Rejected

[To be filed with Plan Supplement]