

**Exhibit 6**

**(Blackline of Proposed Disclosure Statement Order)**

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

**In re**

**PILGRIM'S PRIDE CORPORATION, *et al.*,**

**Debtors.**

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**Chapter 11**

**Case No. 08-45664 (DML)**

**JOINTLY ADMINISTERED**

**ORDER PURSUANT TO SECTIONS 105, 502, 1125, 1126, AND  
1128 OF THE BANKRUPTCY CODE AND THE BANKRUPTCY  
RULES 2002, 3003, 3017, 3018 AND 3020, (I) APPROVING THE PROPOSED  
DISCLOSURE STATEMENT, (II) APPROVING THE PROCEDURES TO  
SOLICIT ACCEPTANCES OF DEBTORS' PROPOSED PLAN, AND  
(III) SCHEDULING A HEARING AND ESTABLISHING NOTICE AND OBJECTION  
PROCEDURES FOR CONFIRMATION OF THE DEBTORS' PROPOSED PLAN**

(Relates to Docket No. ~~1~~[3375](#))

Upon the motion, dated September 17, 2009 (the “Motion”),<sup>1</sup> 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”),<sup>2</sup> pursuant to sections 105, 502, 1125, 1126 and 1128 of title 11 of the United States Code (the “Bankruptcy Code”) and Rules 2002, 3003, 3017, 3018 and 3020 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to (a) approve of the Debtors’ proposed disclosure statement (the “Proposed Disclosure Statement”) for the Debtors’ chapter 11 plan (as it may be modified, the “Proposed Plan”), (b) approve certain solicitation procedures for the Proposed Plan; (c) schedule a confirmation hearing (the “Confirmation Hearing”) and establish certain notice and objection procedures, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. §§ 157 and 1334; and venue being proper before the Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and a hearing having been held on October 20, 2009 (the “Hearing”) to consider the Motion; and the Debtors having provided notice of the Hearing as described in the Motion; and the Court having reviewed the Disclosure Statement, the Motion, the papers in support thereof, and the responses thereto, if any; and upon the Proposed Disclosure Statement, the Motion, the papers in support thereof and the responses thereto, if any, and the record of the Hearing and upon all of the proceedings heretofore before the Court,

THE COURT HEREBY FINDS AND DETERMINES THAT:

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<sup>1</sup> Capitalized terms not otherwise defined herein have the meanings set forth in the Motion.

<sup>2</sup> 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.

A. The Proposed Disclosure Statement ~~attached hereto as~~  
~~Exhibit A~~ contains filed with the Court on October 19, 2009 at Docket No. 3767 as modified on  
the record of the Hearing and the correspondence from the official committee of equity holders  
appointed in these chapter 11 cases that will be included in the Voting Solicitation Package (as  
defined below), substantially in the form filed with the Court on October 19, 2009 at Docket No.  
[ ] (the "EC Letter"), contain "adequate information" about the Debtors' Proposed Plan  
within the meaning of section 1125 of the Bankruptcy Code.

B. Notice of the Proposed Disclosure Statement, the Motion,  
the Hearing, and the deadline for filing objections to the Proposed Disclosure Statement was  
properly provided and such notice was due and proper to all interested parties and no further  
notice is necessary.

C. Classes 1(a)-(g) (Priority Non-Tax Claims against 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.,  
as applicable), Classes 2(a)-(c) (BMO Secured Claims against PPC, To-Ricos, Ltd., and To-  
Ricos Distribution, Ltd., as applicable), Class 3 (CoBank Secured Claims against PPC), Classes  
4(a)-(g) (Secured Tax Claims against 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., as applicable), Classes 5(a)-(g) (Other Secured Claims  
against 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., as applicable), Classes 6(a)-(c) (Note Claims against PPC), Classes 7(a)-(g) (General  
Unsecured Claims against 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., as applicable), Class 8 (Intercompany Claims), Class 9 (Flow-Through Claims), and Classes 10(b)-(g) (Equity Interests in 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., as applicable) (collectively, the "Non-Voting Classes") are unimpaired and are conclusively presumed to accept the Proposed Plan. Accordingly, members of the Non-Voting Classes are not entitled to vote or receive a Ballot.

D. The Proposed Plan impairs Class 10(a) (Equity Interests in PPC) (the "Voting Class"). Accordingly, members of the Voting Class are entitled to vote and receive an appropriate Ballot.

E. The forms of the ballots attached to the Motion as Exhibits A-1, A-1(a), and A-2, are consistent with Official Form No. 14, address the particular needs of these chapter 11 cases, and are appropriate for the Voting Class to vote to accept ~~or~~for reject the Proposed Plan.

F. The voting instructions attached to each of the ~~ballots~~Ballots contain adequate information to instruct all members of the Voting Class how to vote.

G. The Voting Deadline provides reasonable and adequate time for all parties in interest to make an informed decision to accept or reject the Proposed Plan or any of the New Employee Incentive Plans.

H. The procedures for the solicitation and tabulation of votes to accept or reject the Proposed Plan (as more fully set forth in the Motion and below) and the

New Employee Incentive Plans provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

I. The notice procedures set forth below provide due, proper, and adequate notice of approval of the Proposed Disclosure Statement, the Confirmation Hearing, and the procedures for filing objections or responses to the Proposed Plan and complies with Bankruptcy Rules 2002 and 3017(d).

J. The proposed timing for the Confirmation Hearing complies with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules and will enable the Debtors to pursue ~~to~~ confirmation of the Proposed Plan in a timely fashion.

K. The Debtors have the right to seek modifications or extensions of the matters governed by this Order.

L. The relief requested in the Motion is in the best interests of the Debtors, their estates, and all parties in interest therein.

M. The legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and

NOW, THEREFORE, IT IS ORDERED THAT:

1. The Motion is GRANTED.

**The Debtors' Proposed Disclosure Statement**

2. The Proposed Disclosure Statement, as it may have been or may be further modified to reflect changes made or ordered on the record of the ~~hearing~~Hearing, is

APPROVED.

**The Solicitation Procedures**

**The Voting Record Date**

3. The Voting Record Date shall be the date of entry of this Order. Those holders of Equity Interests in PPC that are reflected in PPC's stock transfer ledger or similar register as of the Voting Record Date, shall be the holders of record and, as such, shall be entitled to vote. The Voting Record Date shall have no preclusive effect as to distributions under the Proposed Plan. As provided in the Proposed Plan, the record date for distributions to equity holders will be the Effective Date (as defined in the Plan).

**Solicitation Packages and the Distribution Procedures Therefor**

4. The Debtors shall send each member of a Voting Class:

- (a) this Order (without exhibits);
- (b) the Confirmation Hearing Notice, substantially in the form of **Exhibit C** to the Plan;
- (c) the Proposed Disclosure Statement (as approved by this Order), which shall include the Proposed Plan as an exhibit;
- (d) the EC Letter;
- (e) ~~(d)~~ a ballot customized for such holder as described below with instructions and a return envelope; and
- (f) ~~(e)~~ such other materials as the Court may direct

(collectively, the "Voting Solicitation Package").

5. The Debtors shall send to each holder of a claim or equity interest not entitled to vote a Notice of Non-Voting Status, substantially in the form of **Exhibit B** to the Motion.

6. The Debtors shall distribute the following materials to (i) the U.S. Trustee, (ii) the attorneys for the Committees, and (iii) all other parties requesting service in these chapter 11 cases:

- (a) this Order (without exhibits);

- (b) the Confirmation Hearing Notice;
- (c) the Proposed Disclosure Statement (as approved by this Order), which shall include the Proposed Plan as an exhibit; and
- (d) such other materials as the Court may direct

(collectively, the “Notice Solicitation Package” together with the Voting Solicitation Package and Notice of Non-Voting Status, the “Solicitation Packages”).

7. The Debtors may send the Solicitation Packages in a CD-ROM format instead of printed hard copies; provided, however, the Debtors shall provide printed hard copies upon request.

8. Except as provided above, the Debtors shall mail each of the Solicitation Packages described above within seven (7) days of entry of this Order (the “Solicitation Date”) to the mailing address listed in the proof of claim associated with each claim holder, to the extent one was filed, or the address associated with the claim holder as listed in the Debtors’ Schedules. If a secondary address is listed on a proof of claim, the Debtors shall send a courtesy letter to the secondary address, stating that ~~a ballot~~the Notice of Non-Voting Status was sent to the primary address on the proof of claim and that, upon request, we will provide a second ~~ballot~~such notice. With respect to the Solicitation Packages that will be sent to the holders of Equity Interests in Class 10(a), the Debtors shall deliver Solicitation Packages to the address of each registered account on the books of the transfer agent, and to the voting nominees (the “Voting Nominees”) based on the records of the Depository Trust Company (“DTC”). Each Voting Nominee shall be entitled to receive reasonable sufficient numbers of Solicitation Packages (including Ballots) to distribute to the beneficial owners of the equity interests for whom such Voting Nominee acts; ~~and the Debtors shall be responsible for each such Voting Nominees reasonable, actual, and necessary out of pocket expenses associated with the~~. The Voting Nominees shall be allowed to



include any letter of transmittal they deem appropriate with distribution of the Solicitation Packages to ~~the beneficial owners of such equity interests~~ beneficial owners, so long as such letters of transmittal do not contain instructions that are materially different from the solicitation procedures in this Order.

9. The Debtors shall send Solicitation Packages only to known deliverable addresses; provided, however, the Debtors shall send a Solicitation Package to any entity who provides written notice of a new mailing address or forwarding addresses prior to the Solicitation Date.

#### **Notice of Non-Voting Status**

10. The Notice of Non-Voting Status, substantially in the form attached as **Exhibit D** to the Motion is APPROVED.

The Debtors shall send a Notice of Non-Voting Status to each holder of a claim or interest not entitled to vote.

#### **Form of Ballots and Master Ballots**

11. The Ballots, substantially in the forms of **Exhibits A-1, A-1(a) and A-2** to the Motion are APPROVED.

12. To each member of the Voting Class who holds the underlying securities for ~~their~~ its own benefit, the Debtors shall send a ballot (a “Beneficial Holder Ballot”), substantially in the form of **Exhibit A-1** to the Motion. To each member of the Voting Class who holds ~~their~~ its interest in direct registration on the books of the transfer agent, the Debtors propose to send a ballot (a “Registered Holder Ballot”), substantially in the form of **Exhibit A-2** to the Motion.

**13.** If member of the Voting Class holds the underlying security for the benefit of a third-party (*e.g.*, brokers, banks, dealers, or other agents or nominees) (collectively, the “Voting Nominees”), the Debtors shall provide the Voting Nominee with sufficient Solicitation Packages for distribution to each of the beneficial holders represented by the Voting Nominee.

**14.** The Voting Nominee may elect to (a) “prevalidate” the Ballot contained in the Solicitation Package, forward the Solicitation Package to the beneficial holder, and instruct the beneficial holder to return the ballot to KCC or (b) forward the Solicitation Package to the beneficial holder with instructions for the beneficial holder to return the ~~ballot~~ Ballot to the Voting Nominee, the Voting Nominee shall tabulate the ballots on a master ballot, substantially in the form of Exhibit A-1(a) to the Motion (each a “Master Ballot,” and collectively, the “Master Ballots”), and return the Master Ballot to ~~the~~ KCC.<sup>3</sup> To be prevalidated, a Ballot shall indicate the name and address of the beneficial holder, the amount of the underlying securities, and the corresponding account numbers. In either instance, the Voting Nominee shall provide the beneficial holder with the appropriate materials within five (5) business days of receipt of the Solicitation Packages.

**15.** To be counted, the Ballots or Master Ballots, as applicable, shall be received in accordance with the voting procedures outlined below.

**16.** The Debtors shall reimburse each Voting Nominee for its reasonable and customary costs and expenses associated with the distribution of the Voting Packages and tabulation of the Beneficial Holders Ballots.

### **Voting and Tabulation Procedures**

#### Voting Deadline

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<sup>3</sup> The Debtors shall provide Master Ballots to Voting Nominees after the Debtors distribute the Solicitation Packages and the Voting Nominee indicates how it intends to proceed.

17. In order to be counted as a vote to accept or reject the Proposed Plan, unless extended with the consent of the Debtors, each Ballot shall be properly executed, completed, and delivered to KCC as to be received by KCC no later than the Voting Deadline of **December 1, 2009 at 5:00 p.m. (prevailing Central Time).**

Procedures to Tabulate Votes

18. The Debtors propose the following procedures for tabulating votes on the Proposed Plan and each of the New Employee Incentive Plans:

- (a) A vote shall be disregarded if the Court determines, after notice and a hearing, that a vote was not solicited or procured in good faith or in accordance with the provisions of the Bankruptcy Code;
- (b) All votes to accept or reject the Proposed Plan and to vote for or against each of the New Employee Incentive Plans must be cast by using the appropriate Ballot and in accordance with the voting instructions attached to each Ballot and/or as set forth on the Ballot (as may be applicable) and votes cast in any other manner may not be counted;
- (c) Any Ballot that is returned to KCC, but which is unsigned, or has a non-original signature, shall not be counted;
- (d) Any Ballot that partially accepts and partially rejects the Proposed Plan shall not be counted;
- (e) Any entity entitled to vote to accept or reject the Proposed Plan may change its vote before the Voting Deadline by casting a superseding Ballot so that it is received on or before the Voting Deadline;
- (f) ~~Any~~For any entity entitled to vote ~~casting~~that casts more than one (1) Ballot voting the same equity interest prior to the Voting Deadline, KCC shall count only the last Ballot timely received;
- (g) If KCC receives Ballots on the same day but which are voted inconsistently, such Ballots shall be deemed to constitute an acceptance of the Proposed Plan and a vote for the New Employee Incentive Plans;
- (h) Any executed Ballot timely received by KCC that does not indicate either an acceptance or rejection of the Proposed Plan shall not be counted;
- (i) Any executed Ballot timely received that does not indicate a vote for or against either of the New Employee Incentive Plans shall be counted as a vote against such New Employee Incentive Plan;

- (j) ~~(i)~~ Any executed Ballot, which indicates both acceptance and rejection of the Proposed Plan shall not be counted;
- (k) Any executed Ballot, which indicates both acceptance and rejection of either of the New Employee Incentive Plans shall not be counted; and
- (l) ~~(i)~~ Any vote or Ballot received by KCC by facsimile, telecopy transmission, or electronic mail shall not be counted.

19. With respect to the tabulation of Master Ballots cast by Voting Nominees, for purposes of voting, KCC shall use the principal amount held as of Record Date, as applicable (the “Record Amount”).

20. The following additional rules will apply to the tabulation of Master Ballots cast by Voting Nominees:

- (a) Votes cast by beneficial holders through a Voting Nominee will be applied against the positions held by such entities in the securities as of Voting Record Date as evidenced by the record and depository listings. Votes submitted by a Voting Nominee, whether pursuant to a Master Ballot or prevalidated Ballots, will not be counted in excess of the Record Amount of such securities held by such Voting Nominee.
- (b) To the extent that conflicting votes or “overvotes” are submitted by a Voting Nominee, whether pursuant to a Master Ballot or prevalidated Ballots, KCC will attempt and is authorized to reconcile discrepancies with the Voting Nominees.
- (c) To the extent that overvotes on a Master Ballot or prevalidated Ballots are not reconcilable prior to the preparation of the vote certification, KCC will apply the votes to accept and to reject the Proposed Plan in the same proportion as the votes to accept and reject the Proposed Plan submitted on the Master Ballot or prevalidated Ballots that contained the overvote, but only to the extent of the Voting Nominee’s position in the security.
- (d) For purposes of tabulating votes, each Voting Nominee will be deemed to have voted the principal amount relating to such security, although KCC may be asked and is authorized to adjust such principal amount to reflect the claim amount, including prepetition interest.

### **The Confirmation Hearing and the Notice and Objection Procedures in Respect of Confirmation of the Proposed Plan**

#### **The Confirmation Hearing**

21. The Confirmation Hearing shall be scheduled for **December 8, 2009 at 10:30 a.m. (prevailing Central Time)**. The Confirmation Hearing may be continued from time to time by the Court or the Debtors without further notice other than adjournments announced in open court at the Confirmation Hearing or any subsequent adjourned Confirmation Hearing ~~and that the~~. The Proposed Plan may be modified pursuant to section 1127 of the Bankruptcy Code prior to, during, or as a result of the Confirmation Hearing, in each case without further notice to parties in interest unless otherwise ordered by the Court.

#### **Notice of the Confirmation Hearing**

22. The Confirmation Hearing Notice, substantially in the form attached as **Exhibit C** to the Motion, is APPROVED.

23. The Debtors shall publish the Confirmation Hearing Notice once not later than twenty-five (25) days before the Objection Deadline in the national edition of *The Wall Street Journal*, the *USA Today*, *The Mount Pleasant Daily Tribune*, a Texas publication, and the *El Nuevo Dia*, a Puerto Rican newspaper.

#### **~~A.~~ Objections to Confirmation of the Proposed Plan**

24. Objections or responses to confirmation of or proposed modifications to the Proposed Plan, if any, shall (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Rules; and (c) set forth the name of the objecting party, the basis for the objection, and the specific grounds therefor.

25. All objections and responses to the confirmation of the Proposed Plan must be filed with the Court and served upon (i) the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 200 Crescent Court, Suite 300, Dallas, Texas 75201 (Attn: Stephen A. Youngman, Esq.) and Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn:

Victoria Vron, Esq.), (ii) the Office of the United States Trustee, 1100 Commerce Street, Room 976, Dallas, Texas 75242 (Attn: Lisa L. Lambert, Esq.), (iii) the attorneys to the Committee of Unsecured Creditors, Andrews Kurth, LLP, 1717 Main Street, Suite 3700, Dallas, Texas 75201 (Attn: Jason S. Brookner, Esq.) and Andrews Kurth, LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Paul N. Silverstein, Esq. and Jonathan I. Levine, Esq.), and (iv) the attorneys to the Committee of Equity Security Holders of PPC, Brown Rudnick LLP, One Financial Center, Boston, Massachusetts, 02111 (Attn: Jeremy B. Coffey, Esq.) no later than **December 1, 2009 at 4:00 p.m. (prevailing Central Time)** (the “Objection Deadline”).

**26.** Objections not timely filed and served in accordance with the provisions of this Order may be overruled on that basis alone.

**27.** The Debtors are authorized to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.

**28.** The Debtors are authorized to make nonmaterial changes to the Proposed Disclosure Statement, Proposed Plan, Ballots, Confirmation Hearing Notice and related documents, without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Proposed Disclosure Statement, the Proposed Plan, and any other materials in the Solicitation ~~Package~~Packages prior to their distribution.

**29.** 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 ###

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