

Exhibit 3

(Blackline of Proposed Ballots)

Exhibit A-1 – Ballot for Beneficial Holders of Class 10(a) -
Equity Interests in PPC

Exhibit A-1(a) – Master Ballots for Holders of Class 10(a) -
Equity Interests in PPC

Exhibit A-2 – Ballot for Registered Holders of Class 10(a) –
Equity Interests In PPC

Exhibit A-1

**Ballot for Beneficial Holders of Class 10(a)
Equity Interests in PPC**

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

BALLOT FOR BENEFICIAL HOLDERS OF CLASS 10(a)
Equity Interests in PPC

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, are soliciting votes with respect to the Debtors' Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (as it may be amended, the "Proposed Plan"), from the holders of **ertain impaired equity** interests **against in** the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions regarding this Ballot, please call Kurtzman Carson Consultants LLC (the "Solicitation Agent") at (888) 830-4659. Please note that the Solicitation Agent is not permitted to provide legal advice. Consult a lawyer if you have questions about the Ballot.

This Ballot is to be used for voting by beneficial holders of Equity Interests in PPC.

In order for your vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots is no later than **5:00 p.m. (prevailing Central Time) on December 1, 2009 (the "Voting Deadline")**, unless such time is extended in writing by the Debtors.

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A "VOTING NOMINEE"), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE SOLICITATION AGENT BEFORE THE VOTING DEADLINE.

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.

PLEASE COMPLETE THE FOLLOWING:

ITEM 1. Amount of Common Stock in PPC. The undersigned hereby certifies that as of October 20, 2009, the undersigned was the beneficial holder (or authorized signatory for the beneficial holder, or the Voting Nominee for the beneficial holder), of Equity Interests in PPC in the amount set forth below. If your Equity Interests are held by a Voting Nominee on your behalf and you do not know the amount of the Equity Interests held, please contact your Voting Nominee immediately.

Number of Shares of Common Stock of PPC: _____

ITEM 2. Vote on the Proposed Plan. The undersigned beneficial holder (or authorized signatory for the beneficial holder, or the Voting Nominee for the beneficial holder) of Equity Interests in PPC in the amount set forth in Item 1 above hereby votes to:

- Check one box: Accept the Proposed Plan
 Reject the Proposed Plan

ITEM 3. Vote on the Short Term Management Incentive Plan (“STIP”). The Board of Directors recommends a vote ~~to ACCEPT~~FOR the STIP. The undersigned beneficial holder (or authorized signatory for the beneficial holder, or the Voting Nominee for the beneficial holder) of Equity Interests in PPC in the amount set forth in Item 1 above hereby votes ~~to~~on the [STIP in accordance with the following](#):

- Check one box: ~~Aaccept~~For the STIP
 ~~Reject~~Against the STIP

ITEM 4. Vote on the Long Term Incentive Plan (“LTIP”). The Board of Directors recommends a vote ~~to ACCEPT~~FOR the LTIP. The undersigned beneficial holder (or authorized signatory for the beneficial holder, or the Voting Nominee for the beneficial holder) of Equity Interests in PPC in the amount set forth in Item 1 above hereby votes ~~to~~on [LTIP in accordance with the following](#):

- Check one box: ~~Aaccept~~For the LTIP
 ~~Reject~~Against the LTIP

BALLOT FOR BENEFICIAL HOLDERS OF CLASS 10(a)

ITEM 5. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement for the Proposed Plan (as it may be amended, the "Disclosure Statement"), including all exhibits thereto. The undersigned certifies that (i) it is the holder of the Equity Interests in PPC identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Proposed Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

Print or Type Name of ~~Claimant~~Beneficial Holder:

Social Security or Federal Tax I.D. No. of ~~Claimant~~Beneficial Holder:

Signature: _____

Name of Signatory (if different than ~~claimant~~Beneficial Holder):

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

Date Completed: _____

BALLOT FOR BENEFICIAL HOLDERS OF CLASS 10(a)

**VOTING INSTRUCTIONS FOR COMPLETING
THE BALLOT FOR BENEFICIAL HOLDERS OF CLASS 10(a)
EQUITY INTERESTS IN PPC**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by Class 10(a) if it is accepted by the holders of two-thirds in amount of Equity Interests in Class 10(a) voting on the Proposed Plan. In the event that Class 10(a) rejects the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on you if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Equity Interests in Class 10(a) and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. The STIP and the LTIP (collectively, the “New Employee Incentive Plans”) will be approved if they are approved by the affirmative vote of holders of a majority of the Equity Interests in Class 10(a) that participate in and are entitled to vote, provided a sufficient number of holders of Equity Interests voting on the approval of the New Employee Incentive Plan constitute a quorum. A majority of the Equity Interests in Class 10(a) entitled to vote will constitute a quorum for purposes of the vote for the New Employee Incentive Plans. A holder who abstains from voting on the approval of any of the New Employee Incentive Plan will be counted as a vote against the approval of the applicable New Employee Incentive Plan.
4. In order for your Class 10(a) vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots is no later than **5:00 p.m. (prevailing Central Time) on December 1, 2009 (the “Voting Deadline”)**, unless such time is extended in writing by the Debtors. The Solicitation Agent is Kurtzman Carson Consultants LLC.

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE, PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE SOLICITATION AGENT BEFORE THE VOTING DEADLINE.

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

- 4.5. To properly complete the Ballot, you must follow the procedures described below:
 - a. make sure that the information contained in Item 1 is correct;

- b. if you have an equity interest in Class 10(a), cast one vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;
- c. if you have an equity interest in Class 10(a), cast one vote ~~to approve~~for or ~~reject the Short Term Management Incentive Plan (“STIP”)~~against the STIP with respect to current and future covered employees (determined under Section 162(m) of the Internal Revenue Code of 1986, as amended) and other participants, by checking the appropriate box in Item 3 (for more information on the STIP see Item ~~5~~6 below);
- d. if you have an equity interest in Class 10(a), cast one vote ~~to approve~~for or ~~reject~~against the ~~Long Term Incentive Plan (“LTIP”)~~ with respect to current and future covered employees (determined under section 162(m) of the Internal Revenue Code of 1986, as amended) and other participants, and for purposes of granting “incentive stock options” under section 422 of the Internal Revenue Code of 1986, as amended, by checking the appropriate box in Item 4 (for more information on the LTIP see Item ~~5~~6 below);
- e. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
- f. if you believe that you have received the wrong Ballot, please contact the Solicitation Agent immediately;
- g. provide your name and mailing address;
- h. sign and date your Ballot; and
- i. return your Ballot using the enclosed pre-addressed return envelope.

~~5.6.~~ Please note the following information with respect to the ~~STIP and LTIP~~ (collectively, the “New Employee Incentive Plans”):

- a. **STIP:** During the Chapter 11 Cases, PPC’s board of directors approved, subject to approval of the Proposed Plan by the Bankruptcy Court, and in the case of awards that are intended to qualify as “performance-based compensation” under Section 162(m) of the Internal Revenue Code (“162(m) Awards”), subject to approval by ~~the shareholders~~PPC’s stockholders, the Short Term Management Incentive Plan — an annual incentive program for the use of the Reorganized Debtors providing for the grant of bonus awards payable upon achievement of specified performance goals. The STIP permits the grant of 162(m) Awards and bonus awards that are not intended to so qualify. Regular, full-time salaried, exempt employees of the Reorganized Debtors and its affiliates who are selected by the administering committee are eligible to participate in the STIP. The maximum aggregate amount that

may be paid pursuant to 162(m) Award to a participant in any fiscal year may not exceed \$10,000,000. Awards may be granted once the STIP becomes effective, but any 162(m) Awards that are granted before the STIP is approved by PPC's stockholders will not be paid unless and until the STIP is approved by the stockholders. The STIP, substantially in the form of Exhibit D-1 of the Proposed Plan, is being submitted to stockholders of PPC for separate approval in connection with the Proposed Plan. Exhibit D to the Plan sets forth a summary of material terms of the STIP, including the performance criteria that may be used to establish performance goals for the 162(m) Awards.

- b. **LTIP:** During the Chapter 11 Cases, PPC's board of directors approved, subject to approval by ~~shareholders~~stockholders of PPC and of the Proposed Plan by the Bankruptcy Court, the LTIP, which is an omnibus long-term incentive plan for the use of the Reorganized Debtors providing for the grant of a broad range of long-term equity-based and cash-based awards to the Reorganized Debtors' officers and other employees, members of the Reorganized Debtors' board of directors and any consultants to the Reorganized Debtors, as well as to employees of and any consultants to the Reorganized Debtors' subsidiaries. The equity-based awards that may be granted under the LTIP include "incentive stock ~~option~~options," within the meaning of the Internal Revenue Code, non-qualified stock ~~option~~options, stock appreciation rights, restricted stock awards and restricted stock units. Performance-based awards under Section 162(m) of the Internal Revenue Code, which are payable upon satisfaction of pre-established performance goals, may also be granted in order to preserve the deductibility of these awards for federal income tax purposes. The LTIP provides for issuance of an aggregate number of shares of common stock in the Reorganized PPC equal to the lesser of (i) a number of shares equal to the quotient arrived at by dividing \$50,000,000 by the average of the per share closing prices on the Pink OTC Markets, or if the shares are not then traded on the Pink OTC Markets, on the principal exchange, market or quotation system on which the shares are then traded or listed, of the shares during the 10 consecutive trading days ending (and including) the trading immediately preceding the ~~Effective Date~~effective date of the Proposed Plan, and (ii) 10,000,000 shares, all of which may be issued pursuant to the exercise of "incentive stock options." The LTIP, substantially in the form of Exhibit D-2 of the Proposed Plan, is being submitted to stockholders of PPC for separate approval in connection with the Proposed Plan. Exhibit D to the Proposed Plan sets forth a summary of material terms of the LTIP, including the performance criteria that may be used to establish performance goals for awards intended to qualify as "performance-based compensation" under Section 162(m) of the Internal Revenue Code and the maximum amounts that may be payable under, and number of shares that may be covered by, such awards.

PLEASE NOTE:

The Beneficial Holder Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Proposed Plan or [to vote for any of the New Employee Incentive Plans](#). Holders should not surrender, at this time, certificates representing their securities. Neither the Debtors nor the Solicitation Agent will accept delivery of any such certificates surrendered together with the Beneficial Holder Ballot.

No Beneficial Holder Ballot nor Master Ballot shall constitute or be deemed a proof of claim or equity interest or an assertion of a claim or interest.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' SOLICITATION AGENT, KURTZMAN CARSON CONSULTANTS LLC AT (888) 830-4659. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

Exhibit A-1(a)

**Master Ballots for Holders of Class 10(a)
Equity Interests in PPC**

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

	§	
	§	
In re	§	Chapter 11
	§	
PILGRIM'S PRIDE CORPORATION, <i>et al.</i> ,	§	Case No. 08-45664 (DML)
	§	
	§	
Debtors.	§	
	§	
	§	JOINTLY ADMINISTERED

MASTER BALLOTS FOR HOLDERS OF CLASS 10(a)
Equity Interests in PPC

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, are soliciting votes with respect to the Debtors' Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (as it may be amended, the "Proposed Plan"), from the holders of **ertain impaired equity** interests **against** the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions regarding this Ballot, please call Kurtzman Carson Consultants LLC (the "Solicitation Agent") at (917) 639-4278. Please note that the Solicitation Agent is not permitted to provide legal advice. Consult a lawyer if you have questions about the Ballot.

Class 10(a) includes holders of Equity Interests in PPC. **THIS MASTER BALLOT IS ONLY FOR CASTING VOTES ON BEHALF OF HOLDERS OF EQUITY INTERESTS IN PPC.**

This Master Ballot is to be used by you as a broker, bank, or other nominee; or as the agent of a broker, bank, or other nominee (each of the foregoing, a "Voting Nominee"); or as the proxy holder of a Voting Nominee or holder of Equity Interests in PPC, to transmit to the Solicitation Agent the votes of such holders in respect of their Equity Interests to accept or reject the Proposed Plan and to vote for or against the LTIP, STIP or both plans.

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.

PLEASE COMPLETE THE FOLLOWING:

Item 1. **Certification of Authority to Vote.** The undersigned certifies that as of October 20, 2009 (the Voting Record Date under the Proposed Plan), the undersigned (please check appropriate box):

- Is a broker, bank, or other nominee for the beneficial owners of the aggregate principal amount of the Equity Interests listed in Items 2,3, and 4 below, and is the registered holder of such Equity Interests, or
- Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the aggregate principal amount of the Equity Interests listed in Items 2,3, and 4 below, or
- Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee, or a beneficial owner, that is the registered holder of the aggregate principal amount of the Equity Interests listed in Items 2,3, and 4 below,

and accordingly, has full power and authority to vote (i) to accept or reject ~~(+)~~ the Proposed Plan, on behalf of the holders of Equity Interests in PPC described in Item 2, (ii) for or against the STIP, on behalf of the holders of Equity Interests in PPC described in Item 3, and (iii) for or against the LTIP, on behalf of the holders of Equity Interests in PPC described in Item 4.

Items 2-4. **Vote.** The undersigned transmits the following votes of holders in respect of their Equity Interests, and certifies that the following holders of Equity Interests in PPC, as identified by their respective customer account numbers set forth below, are holders of such interests as of October 20, 2009, the Voting Record Date, and have delivered to the undersigned, as Voting Nominee, their ballots ("Beneficial Holder Ballots") casting such votes. Indicate in the appropriate columns the aggregate amount voted for each account, or attach such information to this Master Ballot in the form of the following table. Please note each beneficial holder must vote all of his, her, or its Equity Interests in PPC to accept or to reject the Proposed Plan, the STIP, ~~and/or~~ the LTIP and may not split such vote; with respect to each of the three proposals. For the avoidance of doubt, each beneficial holder may choose to accept any of the Proposed Plan, the STIP, or the LTIP and reject the other proposals.

Your Customer Account Number for Each Beneficial Holder of Equity Interests in PPC	<u>Amount of Equity Interests</u>	Amount of Equity Interests Voted to ACCEPT or REJECT <u>Vote on the Proposed Plan-</u> (Item 2 of Beneficial Holder Ballot)		Vote on the Short Term Management Incentive Plan (“STIP”) (Item 3 of Beneficial Owner Ballot)		Vote on the Long Term Incentive Plan (“LTIP”) (Item 4 of Beneficial Owner Ballot)	
		ACCEPT	REJECT	APPROVE <u>FOR</u>	REJECT <u>AGAINST</u>	APPROVE <u>FOR</u>	REJECT <u>AGAINST</u>
1.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOTALS:		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In order to vote on the Proposed Plan, the beneficial holder must have checked a box in item 2 to ACCEPT or REJECT the Proposed Plan on its individual Beneficial Holder Ballot. By order of the United States Bankruptcy Court for the Northern District of Texas (the “Bankruptcy Court”), if the beneficial holder did not check a box in Item 2 on its individual Beneficial Holder Ballot, its vote will not be counted. Similarly, in order to vote on the STIP and the LTIP, the beneficial holder must have checked a box in item 3 and item 4, respectively, to ~~ACCEPT~~ vote FOR or ~~REJECT~~ AGAINST the STIP and the LTIP on its individual Beneficial Holder Ballot. ~~By order of the Bankruptcy Court, if~~ If the beneficial holder returns a Beneficial Holder Ballot and did not check a box in Item 3 on its individual Beneficial Holder Ballot, its vote on the STIP will ~~not~~ be counted as a vote against approval of the STIP and if the beneficial holder returns a Beneficial Holder Ballot and did not check a box in Item 4 on its individual Beneficial Holder Ballot, its vote on the LTIP will ~~not~~ be counted as a vote against approval of the STIP.

Item 5. **Certification.** By signing this Master Ballot, the undersigned certifies that each beneficial holder of the Equity Interests listed in Items 2-4 above has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges that the solicitation of votes for the Proposed Plan, STIP, and LTIP is subject to all of the terms and conditions set forth in the Disclosure Statement.

Name of Voting Nominee: _____

Participant Number: _____

Name of Proxy Holder or Agent for Voting Nominee (if applicable): _____

Social Security or Federal Tax I.D. No.: _____

Signature: _____

By: _____
(If Appropriate)

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Date Completed: _____

**INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT
FOR HOLDERS OF CLASS 10(a)
EQUITY INTERESTS IN PPC**

VOTING DEADLINE/SOLICITATION AGENT:

The Voting Deadline is 5:00 p.m. (prevailing Central Time) on December 1, 2009, unless extended by the Debtors in writing. To have the vote of the beneficial holder(s) for whom you act as Voting Nominee count, you must complete, sign, and return the Master Ballot so that it is actually received by the Solicitation Agent, before the Voting Deadline. The Solicitation Agent is:

Kurtzman Carson Consultants LLC
1230 Avenue of the Americas, 7th Floor
New York, NY 10020
(917) 639-4278

The Master Ballot will not be accepted by telecopy, facsimile, or other electronic means of transmission.

HOW TO VOTE:

If you are both the registered owner and the beneficial holder of any Equity Interests in PPC and you wish to vote any Equity Interests in PPC held on account thereof, you may complete, execute and return to the Solicitation Agent either an individual Registered Holder Ballot or a Master Ballot.

If you are transmitting the votes of any beneficial holders of Equity Interests in PPC other than yourself, you may either:

1. “Prevalidate” the individual Beneficial Holder Ballot contained in the materials sent out in connection with the voting and solicitation of the Proposed Plan (collectively, the “Solicitation Package”) and then forward the Solicitation Package to the beneficial owner of the Equity Interests in PPC for voting within five (5) business days after the receipt by such Voting Nominee of the Solicitation Package, with the beneficial owner then returning the individual Beneficial Holder Ballot directly to the Solicitation Agent in the return envelope to be provided in the Solicitation Package. A Voting Nominee “prevalidates” a Beneficial Holder Ballot by indicating thereon the record holder of the Equity Interests in PPC, the amount of the Equity Interests in PPC held by the beneficial holder, and the appropriate account numbers through which the beneficial owner’s holdings are derived. The beneficial owner shall return the “prevalidated” Beneficial Holder Ballot to the Solicitation Agent;

OR

2. Forward the Solicitation Package to the beneficial owner of the Equity Interests in PPC for voting together with a return envelope provided by and addressed to the Voting Nominee, with the beneficial owner then returning the individual Beneficial Holder Ballot to the Voting Nominee. In such case, the Voting Nominee will tabulate the votes of its respective beneficial owners on a Master Ballot that will be provided to the Voting Nominee separately by the Solicitation Agent, in accordance with any instructions set forth in the instructions to the Master Ballot, and then return the Master Ballot to the Solicitation Agent. The Voting Nominee should advise the beneficial owners to return their individual Beneficial Holder Ballots to the Voting Nominee by a date calculated by the Voting Nominee to allow it to prepare and return the Master Ballot to the Solicitation Agent so that the Master Ballot is actually received by the Solicitation Agent by the Voting Deadline.

With respect to all Beneficial Owner Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Check the appropriate box in Item 1 on the Master Ballot;
- b. Indicate the votes to accept or reject the Proposed Plan, the votes ~~to~~ approve for or reject against the Short Term Management Incentive Plan (“STIP”), and the ~~Vote on~~ votes for or against the Long Term Incentive Plan (“LTIP”) in Items 2-4 of the Master Ballot, as transmitted to you by the beneficial owners of the Equity Interests in PPC. To identify such beneficial holders without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). **IMPORTANT: EACH BENEFICIAL HOLDER MUST VOTE ALL OF HIS, HER, OR ITS EQUITY INTERESTS IN PPC EITHER TO ACCEPT OR REJECT THE PROPOSED PLAN, AND MAY NOT SPLIT SUCH VOTE. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE SOLICITATION AGENT IMMEDIATELY.** By order of the Bankruptcy Court, any Beneficial Holder Ballot that is signed, dated, and timely received, but does not indicate acceptance or rejection of the Proposed Plan will not be counted;
- c. Review the certification in Item 5 of the Master Ballot;
- d. Sign and date the Master Ballot, and provide the remaining information requested;
- e. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;

- f. Contact the Solicitation Agent if you need any additional information; and
- g. Deliver the completed, executed Master Ballot so as to be received by the Solicitation Agent before the Voting Deadline. For each completed, executed Beneficial Holder Ballot returned to you by a beneficial owner, either forward such Beneficial Holder Ballot (along with your Master Ballot) to the Solicitation Agent or retain such Beneficial Holder Ballot in your files for one year from the Voting Deadline.

Information on the STIP and LTIP (collectively, the “New Employee Incentive Plans”)

STIP: During the Chapter 11 Cases, PPC’s board of directors approved, subject to approval of the Proposed Plan by the Bankruptcy Court, and in the case of awards that are intended to qualify as “performance-based compensation” under Section 162(m) of the Internal Revenue Code (“162(m) Awards”), subject to approval by ~~the shareholders~~ PPC’s stockholders, the Short Term Management Incentive Plan — an annual incentive program for the use of the Reorganized Debtors providing for the grant of bonus awards payable upon achievement of specified performance goals. The STIP permits the grant of 162(m) Awards and bonus awards that are not intended to so qualify. Regular, full-time salaried, exempt employees of the Reorganized Debtors and its affiliates who are selected by the administering committee are eligible to participate in the STIP. The maximum aggregate amount that may be paid pursuant to 162(m) Award to a participant in any fiscal year may not exceed \$10,000,000. Awards may be granted once the STIP becomes effective, but any 162(m) Awards that are granted before the STIP is approved by PPC’s stockholders will not be paid unless and until the STIP is approved by the stockholders. The STIP, substantially in the form of Exhibit D-1 of the Proposed Plan, is being submitted to stockholders of PPC for separate approval in connection with the Proposed Plan. Exhibit D to the Plan sets forth a summary of material terms of the STIP, including the performance criteria that may be used for performance goals established for 162(m) Awards.

LTIP: During the Chapter 11 Cases, PPC’s board of directors approved, subject to approval by ~~shareholders~~ stockholders of PPC and of the Proposed Plan by the Bankruptcy Court, the LTIP, which is an omnibus long-term incentive plan for the use of the Reorganized Debtors providing for the grant of a broad range of long-term equity-based and cash-based awards to the Reorganized Debtors’ officers and other employees, members of the Reorganized Debtors’ board of directors and any consultants to the Reorganized Debtors, as well as to employees of and any consultants to the Reorganized Debtors’ subsidiaries. The equity-based awards that may be granted under the LTIP include “incentive stock ~~option~~ options,” within the meaning of the Internal Revenue Code, non-qualified stock ~~option~~ options, stock appreciation rights, restricted stock awards and restricted stock units. Performance-based awards under Section 162(m) of the Internal Revenue Code, which are payable upon satisfaction of pre-established performance goals, may also be granted in order to preserve the deductibility of these awards for federal income tax purposes. The LTIP provides for issuance of an aggregate number of shares of common stock in the Reorganized PPC equal to the lesser of (i) a number of shares equal to the quotient arrived at by dividing \$50,000,000 by the average of the per share closing prices on the Pink OTC Markets, or if the shares are not then traded on the Pink OTC Markets, on the

principal exchange, market or quotation system on which the shares are then traded or listed, of the shares during the 10 consecutive trading days ending (and including) the trading immediately preceding the ~~Effective Date~~effective date of the Proposed Plan, and (ii) 10,000,000 shares, all of which may be issued pursuant to the exercise of “incentive stock options.” The LTIP, substantially in the form of Exhibit D-2 of the Proposed Plan, is being submitted to stockholders of PPC for separate approval in connection with the Proposed Plan. Exhibit D to the Proposed Plan sets forth a summary of material terms of the LTIP, including the performance criteria that may be used to establish performance goals for awards intended to qualify as “performance-based compensation” under Section 162(m) of the Internal Revenue Code and the maximum amounts that may be payable under, and number of shares that may be covered by, such awards.

PLEASE NOTE:

The Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Proposed Plan or any of the New Employee Incentive Plans. Holders should not surrender, at this time, certificates representing their securities. Neither the Debtors nor the Solicitation Agent will accept delivery of any such certificates surrendered together with the Master Ballot.

No Beneficial Holder Ballot nor Master Ballot shall constitute or be deemed a proof of claim or interest or an assertion of a claim or interest.

No fees, commissions, or other remuneration will be payable to any Voting Nominee for soliciting votes on the Proposed Plan. The Debtors will, however, reimburse you for reasonable, documented, actual costs and expenses incurred by you in forwarding the Beneficial Holder Ballots and other enclosed materials to the beneficial owners of the Equity Interests in PPC held by you as a Voting Nominee or in a fiduciary capacity and in tabulating the Beneficial Holder Ballots.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE DEBTORS OR THE SOLICITATION AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PROPOSED PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.

IF YOU HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BENEFICIAL OWNER BALLOTS OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS’ SOLICITATION AGENT, KURTZMAN CARSON CONSULTANTS LLC AT (917) 639-4278. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

Exhibit A-2

**Ballot for Registered Holders of Class 10(a)
Equity Interests in PPC**

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

In re §
PILGRIM'S PRIDE CORPORATION, et al., § Chapter 11
§ Case No. 08-45664 (DML)
§
Debtors. §
§
§ JOINTLY ADMINISTERED

BALLOT FOR REGISTERED HOLDERS OF CLASS 10(a)
Equity Interests in PPC

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, are soliciting votes with respect to the Debtors' Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (as it may be amended, the "Proposed Plan"), from the holders of **ertain impaired equity** interests **against in** the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions regarding this Ballot, please call Kurtzman Carson Consultants LLC (the "Solicitation Agent") at (888) 830-4659. Please note that the Solicitation Agent is not permitted to provide legal advice. Consult a lawyer if you have questions about the Ballot.

This Ballot is to be used for voting by registered holders of Equity Interests in PPC.

In order for your vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots is no later than **5:00 p.m. (prevailing Central Time) on December 1, 2009 (the "Voting Deadline")**, unless such time is extended in writing by the Debtors.

PLEASE ALLOW SUFFICIENT TIME FOR THE RETURN OF YOUR BALLOT TO THE SOLICITATION AGENT BEFORE THE VOTING DEADLINE.

PLEASE COMPLETE THE FOLLOWING:

ITEM 1. **Amount of Common Stock in PPC.** The undersigned hereby certifies that as of October 20, 2009, the undersigned was the registered holder (or authorized signatory for the

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.

BALLOT FOR REGISTERED HOLDERS OF CLASS 10(a)

registered holder), of Equity Interests in PPC in the amount set forth below. If you do not know the amount of the Equity Interests held as of the Voting Record Date, please contact the Solicitation Agent .

Number of Shares of Common Stock of PPC: _____

ITEM 2. Vote on the Proposed Plan. The undersigned registered holder (or authorized signatory for the registered holder) of Equity Interests in PPC in the amount set forth in Item 1 above hereby votes to:

- Check one box:
- Accept the Proposed Plan
 - Reject the Proposed Plan

ITEM 3. Vote on the Short Term Management Incentive Plan (“STIP”). The Board of Directors recommends a vote ~~to ACCEPT~~FOR the STIP. The undersigned registered holder (or authorized signatory for the registered holder) of Equity Interests in PPC in the amount set forth in Item 1 above hereby votes ~~to~~on the STIP in accordance with the following:

- Check one box:
- ~~Aaccept~~For the STIP
 - ~~Reject~~Against the STIP

ITEM 4. Vote on the Long Term Incentive Plan (“LTIP”). The Board of Directors recommends a vote ~~to ACCEPT~~FOR the LTIP. The undersigned registered holder of Equity Interests in PPC in the amount set forth in Item 1 above hereby votes ~~to~~for the LTIP in accordance with the following:

- Check one box:
- ~~Aaccept~~For the LTIP
 - ~~Reject~~Against the LTIP

ITEM 5. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement for the Proposed Plan (as it may be amended, the “Disclosure Statement”), including all exhibits thereto. The undersigned certifies that (i) it is the holder of the Equity Interests in PPC identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Proposed Plan. The undersigned further acknowledges that the Debtors’ solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

BALLOT FOR REGISTERED HOLDERS OF CLASS 10(a)

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Print or Type Name of ~~Claimant~~Registered Holder:

Social Security or Federal Tax I.D. No. of ~~Claimant~~Registered Holder:

Signature: _____

Name of Signatory (if different than ~~claimant~~Registered Holder):

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

Date Completed: _____

BALLOT FOR REGISTERED HOLDERS OF CLASS 10(a)

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**VOTING INSTRUCTIONS FOR COMPLETING
THE BALLOT FOR REGISTERED HOLDERS OF CLASS 10(a)
EQUITY INTERESTS IN PPC**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by Class 10(a) if it is accepted by the holders of two-thirds in amount of Equity Interests in Class 10(a) voting on the Proposed Plan. In the event that Class 10(a) rejects the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on you if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Equity Interests in Class 102(a) and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. The STIP and the LTIP (collectively, the “New Employee Incentive Plans”) will be approved if they are approved by the affirmative vote of holders of a majority of the Equity Interests in Class 10(a) that participate in and are entitled to vote, provided a sufficient number of holders of Equity Interests voting on the approval of the New Employee Incentive Plan constitute a quorum. A majority of the Equity Interests in Class 10(a) entitled to vote will constitute a quorum for purposes of the vote for the New Employee Incentive Plans. A holder who abstains from voting on the approval of any of the New Employee Incentive Plan will be counted as a vote against the approval of the applicable New Employee Incentive Plan.
4. In order for your vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots is no later than **5:00 p.m. (prevailing Central Time) on December 1, 2009 (the “Voting Deadline”)**, unless such time is extended in writing by the Debtors. The Solicitation Agent is Kurtzman Carson Consultants LLC, 1230 Avenue of the Americas, 7th Floor, New York, NY 10020.

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

- 4.5. To properly complete the Ballot, you must follow the procedures described below:
 - a. make sure that the information contained in Item 1 is correct;
 - b. if you have a Equity Interest in Class 10(a), cast one vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;

- c. if you have an equity interest in Class 10(a), cast one vote ~~to approve for~~ or ~~reject the Short Term Management Incentive Plan (“STIP”)~~ against the STIP with respect to current and future covered employees (determined under Section 162(m) of the Internal Revenue Code of 1986, as amended) and other participants, by checking the appropriate box in Item 3;
- d. if you have an equity interest in Class 10(a), cast one vote ~~to approve for~~ or ~~reject against~~ the ~~Long Term Incentive Plan (“LTIP”)~~ with respect to current and future covered employees (determined under section 162(m) of the Internal Revenue Code of 1986, as amended) and other participants, and for purposes of granting “incentive stock options” under section 422 of the Internal Revenue Code of 1986, as amended, by checking the appropriate box in Item 4;
- e. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
- f. if you believe that you have received the wrong Ballot, please contact the Solicitation Agent immediately;
- g. provide your name and mailing address;
- h. sign and date your Ballot; and
- i. return your Ballot using the enclosed pre-addressed return envelope.

~~5.6.~~ Please note the following information with respect to the ~~STIP and LTIP~~ (collectively, the “New Employee Incentive Plans”):

- a. **STIP:** During the Chapter 11 Cases, PPC’s board of directors approved, subject to approval of the Proposed Plan by the Bankruptcy Court, and in the case of awards that are intended to qualify as “performance-based compensation” under Section 162(m) of the Internal Revenue Code (“162(m) Awards”), subject to approval by ~~the shareholders~~ PPC’s stockholders, the Short Term Management Incentive Plan — an annual incentive program for the use of the Reorganized Debtors providing for the grant of bonus awards payable upon achievement of specified performance goals. The STIP permits the grant of 162(m) Awards and bonus awards that are not intended to so qualify. Regular, full-time salaried, exempt employees of the Reorganized Debtors and its affiliates who are selected by the administering committee are eligible to participate in the STIP. The maximum aggregate amount that may be paid pursuant to 162(m) Award to a participant in any fiscal year may not exceed \$10,000,000. Awards may be granted once the STIP becomes effective, but any

~~BALLOT FOR REGISTERED HOLDERS OF CLASS 10(a)~~

162(m) Awards that are granted before the STIP is approved by PPC's stockholders will not be paid unless and until the STIP is approved by the stockholders. The STIP, substantially in the form of [Exhibit D-1](#) of the [Proposed](#) Plan, is being submitted to stockholders of PPC for separate approval in connection with the Plan. [Exhibit D](#) to the [Proposed](#) Plan sets forth a summary of material terms of the STIP, [including the performance criteria that may be used to establish performance goals for the 162\(m\) Awards.](#)

- b. **LTIP:** During the Chapter 11 Cases, PPC's board of directors approved, subject to approval by ~~shareholders~~[stockholders](#) of PPC and of the [Proposed](#) Plan by the Bankruptcy Court, the LTIP, which is an omnibus long-term incentive plan for the use of the Reorganized Debtors providing for the grant of a broad range of long-term equity-based and cash-based awards to the Reorganized Debtors' officers and other employees, members of the Reorganized Debtors' board of directors and any consultants to the Reorganized Debtors, as well as to employees of and any consultants to the Reorganized Debtors' subsidiaries. The equity-based awards that may be granted under the LTIP include "incentive stock ~~option~~[options](#)," within the meaning of the Internal Revenue Code, non-qualified stock ~~option~~[options](#), stock appreciation rights, restricted stock awards and restricted stock units. Performance-based awards under Section 162(m) of the Internal Revenue Code, which are payable upon satisfaction of pre-established performance goals, may also be granted in order to preserve the deductibility of these awards for federal income tax purposes. The LTIP provides for issuance of an aggregate number of shares of common stock in the Reorganized PPC equal to the lesser of (i) a number of shares equal to the quotient arrived at by dividing \$50,000,000 by the average of the per share closing prices on the Pink OTC Markets, or if the shares are not then traded on the Pink OTC Markets, on the principal exchange, market or quotation system on which the shares are then traded or listed, of the shares during the 10 consecutive trading days ending (and including) the trading immediately preceding the ~~Effective Date~~[effective date of the Proposed Plan](#), and (ii) 10,000,000 shares, all of which may be issued pursuant to the exercise of "incentive stock options." The LTIP, substantially in the form of [Exhibit D-2](#) of the [Proposed](#) Plan, is being submitted to stockholders of PPC for separate approval in connection with the [Proposed](#) Plan. [Exhibit D](#) to the [Proposed](#) Plan sets forth a summary of material terms of the LTIP, [including the performance criteria that may be used to establish performance goals for awards intended to qualify as "performance-based compensation" under Section 162\(m\) of the Internal Revenue Code and the maximum amounts that may be payable under, and number of shares that may be covered by, such awards.](#)

~~BALLOT FOR REGISTERED HOLDERS OF CLASS 10(a)~~

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PLEASE NOTE:

The Beneficial Holder Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Proposed Plan or [to vote for any of the New Employee Incentive Plans](#). Holders should not surrender, at this time, certificates representing their securities. Neither the Debtors nor the Solicitation Agent will accept delivery of any such certificates surrendered together with the Registered Holder Ballot.

No Registered Holder Ballot shall constitute or be deemed a proof of claim or interest or an assertion of a claim or interest.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' SOLICITATION AGENT, KURTZMAN CARSON CONSULTANTS LLC AT (888) 830-4659. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

~~BALLOT FOR REGISTERED HOLDERS OF CLASS 10(a)~~

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Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

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