

in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”) hereby supplement the initial list of ordinary course professionals annexed to the Order to include the professionals set forth on the list attached hereto as Exhibit A (the “Thirteenth Supplemental List”).¹ The relevant Ordinary Course Professional Affidavits and Retention Questionnaires are attached hereto as Exhibit B (the “Affidavits and Questionnaires of Ordinary Course Professionals on the Thirteenth Supplemental List”).

PLEASE TAKE FURTHER NOTICE that pursuant to the Order, Notice of the Thirteenth Supplemental List has been provided to (i) the Office of the United States Trustee for the Northern District of Texas; (ii) the attorneys for the statutory committees appointed in these chapter 11 cases; and (iii) counsel to the Debtors’ prepetition secured lenders (collectively with the Debtors, the “Reviewing Parties”). The Debtors submit that no other or further notice need be provided.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, objections, if any, to the retention of the ordinary course professionals listed on the Thirteenth Supplemental List must be made in writing and filed with the Court and received by counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Sixth Avenue, New York, New York 10153 (Attn: Stephen A. Youngman and Erica A. Coleman) by no later than **November 5, 2009 at 4:00 p.m. (prevailing Eastern Time)**.

¹ Inclusion of a firm on the Thirteenth Supplemental List is not an admission that such firm is a “professional” within the meaning of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that, unless objections are timely filed, the Thirteenth Supplemental List shall be deemed approved by the Court and the professionals listed thereon shall be deemed to be an ordinary course professionals within the purview of the Order, without the necessity of a hearing.

Dated: October 21, 2009
Fort Worth, Texas

/s/ Stephen Youngman
Martin A. Sosland (18855645)
Stephen A. Youngman (22226600)
WEIL, GOTSHAL & MANGES LLP
200 Crescent Court, Suite 300
Dallas, Texas 75201
Telephone: (214) 746-7700
Facsimile: (214) 746-7777

-and-

Gary T. Holtzer (*pro hac vice*)
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors and
Debtors in Possession

EXHIBIT A

THIRTEENTH SUPPLEMENTAL LIST OF PROPOSED PROFESSIONALS TO BE EMPLOYED IN THE ORDINARY COURSE OF BUSINESS

<i>Ordinary Course Professional</i>	<i>Service Performed by Professional</i>
Sher, Garner, Cahill, Richter, Klein & Hilbert, L.L.C. 909 Poydras Street, 28th Floor New Orleans, LA 70112	Legal services
Parker, Poe, Adams & Bernstein LLP Three Wachovia Center 401 South Tryon Street, Suite 3000 Charlotte, NC 28202-1935	Legal services
Dinsmore & Shohl LLP 1900 Chemed Center, 255 E. Fifth Street Cincinnati, OH 45202	Legal services
Burbage & Weddell L.L.C. 100 Colony Square, Suite 1825 1175 Peachtree Street, N.E. Atlanta, GA 30361	Legal services
Marsh, Cotter & Stewart, LLP P.O. Box 310910 Enterprise, AL 36330	Legal services

EXHIBIT B

AFFIDAVITS AND QUESTIONNAIRES OF ORDINARY COURSE PROFESSIONALS ON THE THIRTEENTH SUPPLEMENTAL LIST

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)

JOINT ADMINISTRATION REQUESTED

AFFIDAVIT AND DISCLOSURE STATEMENT OF
ELWOOD F. CAHILL, JR. ON BEHALF OF SHER, GARNER, CAHILL,
RICHTER, KLEIN & HILBERT, L.L.C.

STATE OF LOUISIANA)
) ss:
COUNTY/PARISH OF ORLEANS

ELWOOD F. CAHILL, JR., being duly sworn, upon his oath, deposes and says:

1. I am a Member of Sher, Garner, Cahill, Richter, Klein & Hilbert, L.L.C., located at 909 Poydras Street, 28th Floor, New Orleans, LA 70112 (the "Firm").
2. Pilgrim's Pride Corporation ("PPC"), and its affiliated debtors, as debtors and debtors in possession (collectively, the "Debtors"),¹ have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases,

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.

proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

6. The Debtors owe the Firm \$10,153.75 for prepetition services.

7. The Firm will continue to conduct further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Subscribed and sworn to before me
this 9th day of October, 2009.

Karen J. Holzenthal
Notary Public

Elwood F. Canill, Jr.
ELWOOD F. CANILL, JR.

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

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Pilgrim's Pride Corporation ("PPC") and its affiliated debtors, as debtors and debtors in possession (collectively, the "Debtors").¹

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
Attn: Erica Coleman

All questions must be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

SHER, GARNER, CAHILL, RICHTER, KLEIN & HILBERT, L.L.C.

909 Poydras Street, 28th Floor, New Orleans, Louisiana 70112

¹ The Debtors in these cases are PPC; PFS Distribution Company; PPC Transportation Company; To-Ricos Ltd.; To-Ricos Distribution, Ltd.; Pilgrim's Pride Corporation of West Virginia, Inc.; and PPC Marketing, Ltd.

2. Date of retention: SEPTEMBER 30, 2009
3. Type of services provided (accounting, legal, etc.):
Legal
4. Brief description of services to be provided:
Review mortgage instrument for compliance with Louisiana law
and accompanying revisions to same; issue enforceability opinion in
connection with mortgage instrument
5. Arrangements for compensation (hourly, contingent, etc.)
Hourly
- Average hourly rate (if applicable):
\$ 375.00 (Partners); \$255.00 (Associates)
- Estimated average monthly compensation based on prepetition retention
(if firm was employed prepetition):
\$ 5,000.00
6. Prepetition claims against the Debtors held by the firm:
- Amount of claim: \$ 10,153.75
- Date claim arose: 10/1/08 – 12/1/08
- Source of Claim: Pre-petition legal fees
7. Prepetition claims against the Debtors held individually by any member,
associate, or professional employee of the firm:
- Name: N/A
- Status: N/A
- Amount of Claim: \$ N/A
- Date claim arose: N/A

Source of claim: N/A

8. Stock of the Debtors currently held by the firm:

Kind of shares: N/A

No. of shares: N/A

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status: N/A

Kind of shares: N/A

No. of shares: N/A

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

N/A

11. Name of individual completing this form:

ELWOOD F. CAHILL, JR

Dated: OCTOBER 9, 2009.

**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. 08-45644 (DML)

JOINT ADMINISTRATION REQUESTED

**AFFIDAVIT AND DISCLOSURE STATEMENT OF CRAIG T. LYNCH,
ON BEHALF OF PARKER POE ADAMS & BERNSTEIN LLP**

STATE OF NORTH CAROLINA)
) ss:
COUNTY OF MECKLENBURG)

Craig T. Lynch, being duly sworn, upon his oath, deposes and says:

1. I am a Partner of the law firm of Parker Poe Adams & Bernstein LLP, located at Three Wachovia Center, 401 South Tryon Street, Suite 3000, Charlotte, North Carolina 28202-1935 (the "Firm").

2. Pilgrim's Pride Corporation ("PPC"), and its affiliated debtors, as debtors and debtors in possession (collectively, the "Debtors"),¹ have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases.

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.

The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

6. The Debtors owe the Firm \$1,580.00 for prepetition services.


This 14TH day of OCTOBER, 2009


Craig T. Lynch, Partner

STATE OF NORTH CAROLINA

COUNTY OF Mecklenburg

Sworn to and subscribed before me
this 14th day of October, 2009 by Craig T. Lynch


Notary Public
Printed By: Connie M. Berdley

My commission expires:

10/26/12

[NOTARY SEAL]



**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. 08-45644 (DML)

JOINTLY ADMINISTERED

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Pilgrim's Pride Corporation ("PPC") and its affiliated debtors, as debtors and debtors in possession (collectively, the "Debtors").¹

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
Attn: Erica Coleman

All questions must be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Parker Poe Adams & Bernstein LLP

Three Wachovia Center

401 South Tryon Street, Suite 3000

Charlotte, North Carolina 28202-1935

¹ The Debtors in these cases are PPC; PFS Distribution Company; PPC Transportation Company; To-Ricos Ltd.; To-Ricos Distribution, Ltd.; Pilgrim's Pride Corporation of West Virginia, Inc.; and PPC Marketing, Ltd.

2. Date of retention: October 22, 2008
3. Type of services provided (accounting, legal, etc.):
Legal

4. Brief description of services to be provided:
Research, review and analyze North Carolina legal issues in
connection with exit financing and review and revise proposed
opinion(s) of counsel.
5. Arrangements for compensation (hourly, contingent, etc.)
Hourly
Average hourly rate (if applicable):
N/A
Estimated average monthly compensation based on prepetition retention (if firm
was employed prepetition):
\$1,580.00 (for one month only)
6. Prepetition claims against the Debtors held by the firm:
Amount of claim: \$1,580.00
Date claim arose: November 17, 2008
Source of Claim: Unpaid legal fees and disbursements
7. Prepetition claims against the Debtors held individually by any member,
associate, or professional employee of the firm:
Name: N/A
Status: N/A

Amount of Claim: \$N/A

Date claim arose: N/A

Source of claim: N/A

8. Stock of the Debtors currently held by the firm:

Kind of shares: N/A

No. of shares: N/A

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status: N/A

Kind of shares: N/A

No. of shares: N/A

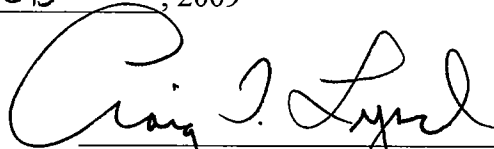
10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

N/A

11. Name of individual completing this form:

Craig T. Lynch, Partner

This 14TH day of OCTOBER, 2009


Craig T. Lynch, Partner

**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. 08-45644 (DML)

JOINT ADMINISTRATION REQUESTED

**AFFIDAVIT AND DISCLOSURE STATEMENT OF
STERLING W. COLVIN, ON BEHALF OF DINSMORE & SHOHL LLP**

STATE OF OHIO)
) ss:
COUNTY OF HAMILTON)

Sterling W. Colvin, being duly sworn, upon his oath, deposes and says:

1. I am a Partner of Dinsmore & Shohl LLP, located at 1900 Chemed Center, 255 E. Fifth Street, Cincinnati, Ohio 45202 (the "Firm").
2. Pilgrim's Pride Corporation ("PPC"), and its affiliated debtors, as debtors and debtors in possession (collectively, the "Debtors"),¹ have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be

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.

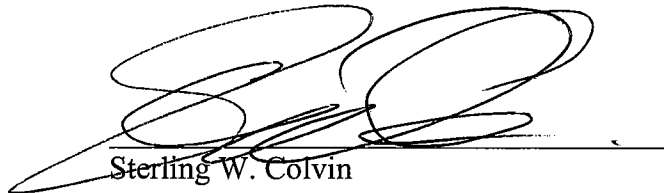
claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases, except that the Firm represents Diversable Inc. d/b/a The Diverse Personnel Co., a general unsecured creditor of PPC, in connection with the filing of a proof of claim in these chapter 11 cases. Otherwise, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

6. The Debtors owe the Firm \$0.00 for prepetition services.


7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.


Sterling W. Colvin

Subscribed and sworn to before me this 15th day of October, 2009 in the State of Ohio, County of Hamilton.



BECKY BARLOW FITZSIMMONS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Section 147.03 R.C.


Notary Public

**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

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Pilgrim's Pride Corporation ("PPC") and its affiliated debtors, as debtors and debtors in possession (collectively, the "Debtors").¹

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
Attn: Erica Coleman

All questions must be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Dinsmore & Shohl LLP
1900 Chemed Center, 255 E. Fifth Street
Cincinnati, Ohio 45202

2. Date of retention: October 9, 2009

3. Type of services provided (accounting, legal, etc.):

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.

Legal services

4. Brief description of services to be provided:

Legal services as local counsel regarding exit financing which will include legal advice, document review and opinions regarding local law as it relates to such financing.

5. Arrangements for compensation (hourly, contingent, etc.)

Hourly

Average hourly rate (if applicable):

\$360.00

Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

NA

6. Prepetition claims against the Debtors held by the firm:

None

Amount of claim: \$ N/A

Date claim arose: N/A

Source of Claim: N/A

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

None

Name: N/A

Status: N/A

Amount of Claim: \$ N/A

Date claim arose: N/A

Source of claim: N/A

8. Stock of the Debtors currently held by the firm:

None

Kind of shares: N/A

No. of shares: N/A

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

None

Name: N/A

Status: N/A

Kind of shares: N/A

No. of shares: N/A

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

The firm represents Diversable Inc. d/b/a The Diverse Personnel Co.,

a general unsecured creditor of debtor Pilgrim's Pride Corporation, in

in connection with the filing of a proof of claim in the amount of

\$70,359.45.

11. Name of individual completing this form:

Sterling W. Colvin

Dated: _____, 2009

DINSMORE & SHOHL LLP

By: 

Sterling W. Colvin, Partner

**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. 08-45644 (DML)

JOINT ADMINISTRATION REQUESTED

**AFFIDAVIT AND DISCLOSURE STATEMENT OF
BRUCE B. WEDDELL, ON BEHALF OF BURBAGE & WEDDELL L.L.C.**

STATE OF GEORGIA)
) ss:
COUNTY OF FULTON)

BRUCE B. WEDDELL, being duly sworn, upon his oath, deposes and says:

1. I am a Manager of BURBAGE & WEDDELL L.L.C., located at 100 Colony Square, Suite 1825, 1175 Peachtree Street, N.E., Atlanta, GA 30361 (the "Firm").
2. Pilgrim's Pride Corporation ("PPC"), and its affiliated debtors, as debtors and debtors in possession (collectively, the "Debtors"),¹ have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be

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.

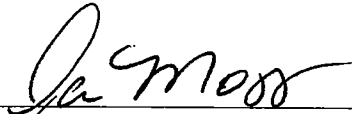
claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

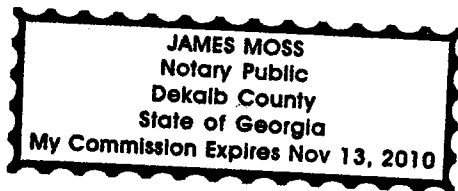
6. The Debtors owe the Firm \$4087.50 for prepetition services.

Subscribed and sworn to before me
this 19 day of Oct, 2009



Notary Public





**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

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Pilgrim's Pride Corporation ("PPC") and its affiliated debtors, as debtors and debtors in possession (collectively, the "Debtors").¹

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
Attn: Erica Coleman

All questions must be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

**Burbage & Weddell L.L.C.
100 Colony Square, Suite 1825
1175 Peachtree Street, N.E.
Atlanta, GA 30361**

¹ The Debtors in these cases are PPC; PFS Distribution Company; PPC Transportation Company; To-Ricos Ltd.; To-Ricos Distribution, Ltd.; Pilgrim's Pride Corporation of West Virginia, Inc.; and PPC Marketing, Ltd.

2. Date of retention: **October 18, 2009**
3. Type of services provided (accounting, legal, etc.): **Legal.**
4. Brief description of services to be provided:
- Provide a legal opinion as to Georgia law applicable to the terms, conditions and documentation to be used to evidence Debtors' exit financing.**
5. Arrangements for compensation (hourly, contingent, etc.)
- Hourly**
- Average hourly rate (if applicable):
- \$300**
- Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):
- N/A (the Firm was compensated on an *ad hoc* transactional basis)**
6. Prepetition claims against the Debtors held by the firm:
- Amount of claim: **\$4087.50**
- Date claim arose: **11/29/08**
- Source of Claim: **Legal fees**
7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:
- Name: **N/A**
- Status: **N/A**
- Amount of Claim: **N/A**
- Date claim arose: **N/A**
- Source of claim: **N/A**
8. Stock of the Debtors currently held by the firm:
- Kind of shares: **N/A**

No. of shares: N/A

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status: N/A

Kind of shares: N/A

No. of shares: N/A

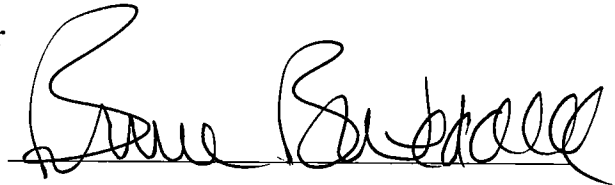
10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

N/A

11. Name of individual completing this form:

Bruce B. Weddell, Manager

Dated: OCT. 18, 2009

A handwritten signature in black ink, appearing to read "Bruce B. Weddell", written over a horizontal line.

**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. 08-45644 (DML)

**JOINT ADMINISTRATION
REQUESTED**

**AFFIDAVIT AND DISCLOSURE STATEMENT OF
R. RAINER COTTER, III, ON BEHALF OF MARSH,
COTTER & STEWART, LLP**

STATE OF ALABAMA)

) ss:

COUNTY OF COFFEE)

R. Rainer Cotter, III, being duly sworn, upon his oath, deposes and says:

1. I am a partner of Marsh, Cotter & Stewart, LLP, located at Enterprise, Alabama (the "Firm").

2. Pilgrim's Pride Corporation ("PPC"), and its affiliated debtors, as debtors and debtors in possession (collectively, the Debtors),¹ have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

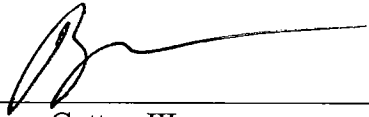
¹ The Debtors in these cases are PPC; PFS Distribution Company; PPC Transportation Company; T0-Ricos Ltd.; To-Ricos Distribution Ltd.; Pilgrim's Pride Corporation of West Virginia, Inc.; and PPC Marketing, Ltd.

4. Neither, I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

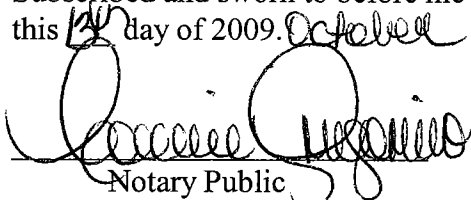
6. The Debtors owe the Firm \$n/a for prepetition services.

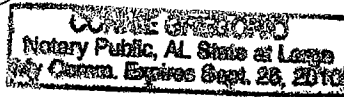
7. [The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in the Affidavit.]²



R. Rainer Cotter, III

Subscribed and sworn to before me
this 15 day of 2009. October


Notary Public



² If necessary.

3. Type of services provided (accounting, legal, etc.):

Legal

4. Brief description of services to be provided:

Assist with reviewing mortgage and loan documents related to financing and associated work.

5. Arrangements for compensation (hourly, contingent, etc.)

Hourly

Average hourly rate (if applicable):

\$200.00 per hour

Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

N/A

6. Prepetition claims against the Debtors held by the firm:

Amount of Claim: \$24,405.52

Date claim arose: April 2, 2009

Source of Claim: Legal Services

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status: N/A

Amount of Claim: \$N/A

Date claim arose: N/A

Source of claim: N/A

8. Stock of the Debtors currently held by the firm:

Kind of Shares: N/A

No. of shares: N/A

9. Stock of the Debtors currently held individually by any member, associates, or professional employee of the firm:

Name: N/A

Status: N/A

Kind of shares: N/A

No. of shares: N/A

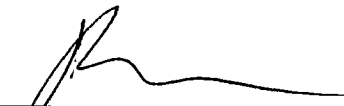
10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

N/A

11. Name of individual completing this form:

R. Rainer Cotter, III

Dated: OCT. 13, 2009



R. Rainer Cotter, III