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

D. Michael Lynn
U.S. Bankruptcy Judge

OCT 27 2009

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

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

ORDER PURSUANT TO RULE 9019 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE AUTHORIZING AND APPROVING SETTLEMENT RESOLVING CERTAIN GROWER CLAIMS (THE "SECOND GROWER SETTLEMENT AGREEMENT")
(Relates to Docket Nos. 2591, 2592, 2593, 2595, 2596, 2597, 2598, 2599, 2814, 2815, 2817, 2818, 2819, 2820, 2821, 2822)

Upon the motion, dated October 14, 2009 (the "Motion"), of Pilgrim's Pride Corporation

and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"),[1] for an order, pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing a compromise and settlement (the "Settlement") on the terms set forth in that certain Stipulation and Agreement Resolving Certain Grower Claims dated October 14, 2009 between the Debtors and the Growers (as defined in the Motion) (the "Agreement"), a copy of which is annexed to the Motion as Exhibit A, all as more fully set forth in the Motion; and upon the Debtors' request to expedite the hearing on the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors having provided notice of the Motion and Hearing (as defined below) to the Notice Parties; and the Court having held a hearing to consider the requested relief (the "Hearing") with the appearances of all interested parties noted in the record of the Hearing; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors, and all parties in interest; and the Court having determined that there exists just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefore, it is

ORDERED that the Motion is granted; and it is further

ORDERED that, pursuant to Bankruptcy Rule 9019, the Agreement is approved; and it is further

[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.

ORDERED that the grower contracts between the Debtors and the Growers listed on Exhibit A and Exhibit B to the Agreement are rejected as of the Commencement Date; and it is further

ORDERED that the Debtors are authorized to take any and all actions reasonably necessary or appropriate to consummate the Agreement and perform any and all obligations contemplated therein; and it is further

ORDERED that this Court retains jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order and the Agreement.

END OF ORDER

CERTIFICATE OF NOTICE

District/off: 0539-4 User: jalexande Page 1 of 1 Date Rcvd: Oct 27, 2009
Case: 08-45664 Form ID: pdf012 Total Noticed: 1

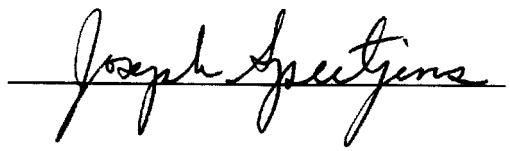
The following entities were noticed by first class mail on Oct 29, 2009.
aty +Stephen A. Youngman, Weil, Gotshal & Manges, 200 Crescent Court, Suite 300, Dallas, TX 75201-6903

The following entities were noticed by electronic transmission.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****
NONE. TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Oct 29, 2009 **Signature:**