

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 “Fourteenth 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 Fourteenth Supplemental List”).

PLEASE TAKE FURTHER NOTICE that pursuant to the Order, Notice of the Fourteenth 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 Fourteenth 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 14, 2009 at 4:00 p.m. (prevailing Eastern Time)**.

¹ Inclusion of a firm on the Fourteenth 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 Fourteenth 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 30, 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

FOURTEENTH 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>
Hogan & Hartson L.L.P. 555 Thirteenth street, NW Washington, D.C. 20004-1109	Legal services

EXHIBIT B

**AFFIDAVITS AND QUESTIONNAIRES OF ORDINARY COURSE
PROFESSIONALS ON THE FOURTEENTH SUPPLEMENTAL LIST**

**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. 08-45644 (DML)
	§	
Debtors.	§	
	§	
	§	
	§	JOINT ADMINISTRATION
REQUESTED		

**AFFIDAVIT AND DISCLOSURE STATEMENT OF
PETER J ROMEO, ON BEHALF OF HOGAN & HARTSON L.L.P.**

DISTRICT OF COLUMBIA) ss:

Peter J. Romeo, being duly sworn, upon his oath, deposes and says:

1. I am a partner of Hogan & Hartson L.L.P. (the "Firm"), which maintains offices at 555 Thirteenth Street, NW, Washington, D.C. 20004-1109 and elsewhere.
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. In preparing this affidavit, we used a set of procedures established by the Firm to determine its relationships, if any, to parties that may have connections to a debtor-client. In that connection, the Firm requested and obtained from the Debtors and

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.

from their bankruptcy counsel a list of the names of creditors and other parties in interest in these chapter 11 cases (the “Identified Parties”).

4. The Firm maintains and systematically updates its conflict check system in the regular course of its business, and it is the regular practice of the Firm to make and maintain these records. The conflict check maintained by the Firm is designed to include (i) every matter on which it is now or has been engaged, (ii) the entity by which it is now or has been engaged, (iii) the identity of related parties, (iv) the identity of adverse parties and (v) the attorney in the Firm who is knowledgeable about the matter. It is the policy of the Firm that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the conflict check system the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and the related and adverse parties. Accordingly, the Firm’s conflict check system is intended to assure that the database is updated for every new matter undertaken by the firm. However, the scope and effectiveness of the system depend on the timeliness, completeness and accuracy of the information submitted by the attorney opening a new matter.

5. The Firm has performed services in the past and may perform services in the future, in matters related and unrelated to this chapter 11 case, for persons that are creditors or other parties in interest in the Debtors’ chapter 11 cases including those among the Identified Parties. 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, employees of the Debtor, or other parties in interest in this chapter 11 case. The firm does not hold, represent or have any relationship with any such

person, their attorneys, or accountants that would be adverse to the Debtor or its estate except as set forth below:

(a). Set forth on Schedule 5 (a) attached hereto are those clients of the Firm listed among the Identified Parties which are currently represented or whose affiliates are currently represented by the Firm or which have been represented by Firm in that past three years.

(b). The Firm does not currently represent any of the clients identified on Schedule 5 (a) with respect to their interests in these cases.

(c). Individual attorneys with the Firm may own equity and debt securities issued by the Debtors, their affiliates or other parties in interest.

6. To the best of my knowledge, formed after due inquiry, neither I, the Firm, nor any employee thereof has any connection with the Debtors or currently represent any of their creditors, other parties-in-interest, the United States Trustee or any person employed by the Office of the United States Trustee with respect to the matters upon which it is to be engaged, and the Firm does not, by reason of any direct or indirect relationship to, connection with or interest in the Debtors, hold or represent any interest adverse to the Debtors, their estates or any class of creditors or equity interest holders, except as set forth above.

7. Thus, I believe that the Firm's representation of such entities in matters entirely unrelated to the matters on which the Firm will represent the Debtors will

not impair the Firm's ability to represent the Debtors as special counsel in these chapter 11 cases.

8. The Firm may in the future represent entities that are creditors of or other parties in interest to of the Debtor in matters related or unrelated to the Debtors and their estates. In such event, the Firm will supplement this disclosure to the Court.

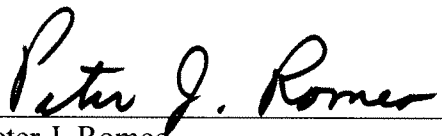
9. The Firm's current, customary hourly rates, subject to change from time to time, range from approximately \$250 for junior associates to \$950 or more for some partners. In the normal course of business, the Firm revises its regular hourly rates as of the first of each year and requests that, effective January 1, 2010 and on the first day of each calendar year thereafter, the aforementioned rates be revised to the regularly hourly rates which will be in effect at that time.

10. 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.

11. 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.

12. If the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

13. The foregoing constitutes the statement of the Firm pursuant to sections 329 and 504 of the Bankruptcy Code and Federal Rules of Bankruptcy Procedure 2014 and 2016(b).


Peter J. Romeo

Hogan & Hartson L.L.P.
555 Thirteenth Street, NW
Washington, D.C. 20004-1109

Subscribed and sworn to before me
this 29th day of October, 2009


Notary Public

SANDRA HALL
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires March 14, 2012

SCHEDULE 5 (a)

**REPRESENTATIONS, CURRENT OR IN THE LAST 3 YEARS, OF THE
FOLLOWING CREDITORS OR OTHER PARTIES IN INTEREST AMONG THE
IDENTIFIED PARTIES:**

**Gold Kist Inc.
GK Peanuts, Inc.
GK Insurance Company
Gold Kist Political Action for Farmers II
Gold Kist Political Action for Farmers, Inc.
Gold Kist Foundation, Inc.
M&G Investment Management Ltd.
Fidelity Management & Research Company
Bank of New York Mellon
International Paper, Inc.
Novus International, Inc.
Cargill, Inc.
Trouw Nutrition USA LLC
Cobb Vantress, Inc.
Airgas Dryice
Ecolab
Alpharma, Inc.
Elanco Animal Health
J.M. Swank Company Inc.
McCormick & Company Inc.
Kerry Specialty Ingredients
CoBank
BMO**

*[None, alone or with its affiliates, accounted for more than one percent (1%) of
the Firm's revenues in 2008]*

**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

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:

Hogan & Hartson L.L.P.
555 Thirteenth street, NW
Washington, D.C. 20004-1109

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 14, 2001
3. Type of services provided (accounting, legal, etc.): Legal.
4. Brief description of services to be provided:
Assess the application of the reporting and short-swing profits provisions of Section 16 of the Securities Exchange Act of 1934 to transactions relating to the reorganization in bankruptcy of the debtor.
5. Arrangements for compensation (hourly, contingent, etc.): Fees are billed hourly fees at rates ranging from \$250 to \$995.

Average hourly rate (if applicable): See above.

Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition): Not applicable, the firm was not engaged prepetition. However, the firm expects that its fees and other charges will be less than \$50,000 per month.

6. Prepetition claims against the Debtors held by the firm: None.
 Amount of claim: \$ _____
 Date claim arose: _____
 Source of Claim: _____
7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm: None known at this time.

Name: _____

Status: _____

Amount of Claim: \$ _____

Date claim arose: _____

Source of claim: _____

8. Stock of the Debtors currently held by the firm: None.
 Kind of shares: _____
 No. of shares: _____

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm: None known at this time.

Name: _____

Status: _____

Kind of shares: _____

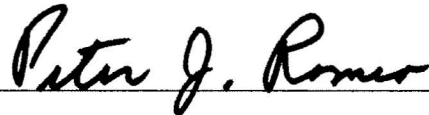
No. of shares: _____

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. None.

11. Name of individual completing this form:

Peter J. Romeo
Hogan & Hartson L.L.P.
555 Thirteenth Street, NW
Washington, D.C. 20004-1109

Dated: October 29, 2009



Peter J. Romeo