

Exhibit 3

Proposed Order

**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 SECTIONS 327(a) AND 328(a)
OF THE BANKRUPTCY CODE AND FEDERAL RULE OF
BANKRUPTCY PROCEDURE 2014(a) AUTHORIZING THE
EMPLOYMENT AND RETENTION OF AMERICAN APPRAISAL
ASSOCIATES, INC. AS VALUATION CONSULTANTS
TO THE DEBTORS NUNC PRO TUNC TO SEPTEMBER 16, 2009**

Upon the application, dated _____, 2009 (the "Application") 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 authority pursuant to sections 327(a) and 328(a) of the Bankruptcy Code² and Bankruptcy Rule 2014(a) to employ and retain

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 Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Application.

American Appraisal Associates, Inc. ("American Appraisal") as valuation consultants to the Debtors nunc pro tunc to September 16, 2009, all as more fully set forth in the Application and according to the terms and conditions set forth in the Engagement Letter, a copy of which is annexed to the Application as Exhibit 1; and upon consideration of the declaration of Christopher L. Rexroat (the "Rexroat Declaration"), Associate General Counsel at American Appraisal, sworn to on October 20, 2009, a copy of which is annexed to the Application as Exhibit 2; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application 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 due and proper notice of the Application having been provided to the Notice Parties, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Application (the "Hearing"); and the appearances of all interested parties having been noted in the record of the Hearing; and upon the record of the Hearing, and all of the proceedings had before the Court; and the Court having determined that the relief sought in the Application is in the best interests of the Debtors, their creditors, and all parties in interest; and the Court having determined that the legal and factual bases set forth in the Application establish 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 therefor, it is

ORDERED that the Application is granted: and it is further

ORDERED that in accordance with sections 327(a) and 328(a) of the Bankruptcy Code, and Bankruptcy Rule 2014, the Debtors are authorized to employ and retain American Appraisal as valuation consultants to the Debtors on the terms set forth in the Application, the

Engagement Letter and this Order, effective nunc pro tunc to September 16, 2009; and it is further

ORDERED that American Appraisal shall be compensated and will file fee applications in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Texas, and such other procedures as may be fixed by order of this Court; provided, however, American Appraisal shall submit time records sufficient to support the reasonableness of its flat fee engagement including time and task description per professional on a daily basis; and it is further

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

Dated: _____, 2009
Fort Worth, Texas

UNITED STATES BANKRUPTCY JUDGE

###END OF ORDER###