

**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

**ORDER GRANTING DEBTORS' MOTION PURSUANT TO SECTIONS 105
AND 363(b) OF THE BANKRUPTCY CODE FOR AUTHORIZATION TO USE
PROPERTY OF THE ESTATES TO PAY LEGAL COSTS OF EMPLOYEES IN
PENDING RICO ACTION AND FOR AN ORDER AUTHORIZING BAKER &
MCKENZIE, LLP TO DEFEND SUCH EMPLOYEES**

(Relates to Docket No. __)

Upon the motion, dated November 4, 2009 (the "Motion"), of Pilgrim's Pride Corporation ("PPC") and its affiliated debtors in the above-referenced chapter 11 cases,

ORDER

DALDMS/669679.1

as debtors and debtors in possession (collectively, the “Debtors”),¹ pursuant to sections 105(a) and 363(b) of the Bankruptcy Code² for authorization to use property of the estates to pay legal costs of certain employees in pending RICO Action and for an order authorizing Baker & McKenzie, LLP to defend such employees, all as more fully set forth in 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 due and proper notice of the Motion 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 Motion (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 Motion is in the best interests of the Debtors, their creditors, and their estates; and Baker & McKenzie, LLP’s (“B&M”) concurrent representation of the Employees in the RICO Action and of the Debtors as special counsel in these bankruptcy cases does not constitute a material adverse interest to the Debtors or their estates and does not appear to be a conflict of interest at this time; and the Court having determined that the legal and factual bases set forth in the Motion 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

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 Motion is granted; and it is further

ORDERED that the Debtors are authorized to pay the reasonable legal expenses of the Employees in the RICO Action; and it is further

ORDERED that B&M is authorized to defend the Employees in the RICO Action; *provided, however,* that B&M shall include its fees and expenses for such defense in its fee statements and applications filed in these chapter 11 cases and that B&M shall notify the Debtors if the concurrent representation of the Debtors and the Employees rises to the level of a conflict of interest between the Debtors and the Employees so that the Debtors can find replacement counsel for the Employees; 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.

END OF ORDER

² Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.