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ATTORNEYS FOR UNITED FOOD & COMMERCIAL WORKER
INTERNATIONAL UNION INDUSTRY PENSION FUND

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

In re:	§	
PILGRIMS PRIDE CORPORATION.,	§	Case No. 08-45664-DML
<i>et al.</i> ,	§	Jointly Administered
	§	Chapter 11
Debtors.	§	

**LIMITED OBJECTION OF THE UNITED FOOD & COMMERCIAL
WORKERS INTERNATIONAL UNION-INDUSTRY PENSION FUND
TO THE DEBTORS' PROPOSED CURE AMOUNT**

COMES NOW United Food & Commercial Workers International Union-Industry Pension Fund (the "Fund"), by its attorneys, hereby submits this limited objection (the "Objection") to the proposed cure amount of the Debtors required to be paid to the Fund in connection with the assumption and assignment of certain executory contracts between the Fund and the Debtors. In support of this Objection, the Fund states as follows:

LIMITED OBJECTION

BACKGROUND

1. On December 1, 2008 (the "Commencement Date"), the Debtors commenced these voluntary cases under chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas (the "Court").

2. The Debtors remain in possession of their property and continue to manage their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

3. The Fund is an employee benefit fund within the meaning of sections 3(2), (3) and (37) of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended by the Multiemployer Pension Funds Amendments Act of 1980, PL. No. 96-364, Sec. 306 (codified as amended at 29 U.S.C. §§ 1002(2), (3) and (37) and is authorized to act on behalf of the trustees, participants and beneficiaries of said Fund.

4. The Debtors are employers and parties-in-interest in an industry affecting commerce within the meaning of sections 3(5), (11), (12) and (14) of ERISA (29 U.S.C. § 1002(5), (11), (12) and (14)) and the Labor Management Relations Act of 1947 (29 U.S.C. § 151, *et seq.*).

5. The Debtors were required to make contributions to the Fund on behalf of the Debtors' covered employees in accordance with the terms of the collective bargaining agreements entered into by the Debtors with respect to the Debtors' Athens and Elberton facilities (the "Executory Contracts").

6. On November 25, 2009, the Fund received notices (the "Assumption Notices") indicating that the Debtors intend to assume the Executory Contracts in connection with their Plan of Reorganization.

7. The Assumption Notices indicate that the cure amount to be paid by the Debtors to the Fund in connection with assumption of the Executory Contracts is \$0.00.

8. The Fund has no objection to the Debtors' proposed assumption of the Executory Contracts; however, it is the Fund's position that the proper cure amounts in connection with assumption of the Executory Contracts through September 30, 2009 is \$599,122.50 for the Athens facility and \$286,359.41 for the Elberton facility (the "Counterparty Cure Amounts").

9. The Counterparty Cure Amounts were determined pursuant to a payroll audit conducted with regard the Athens and Elberton facilities for the following periods: January 1, 2004 to June 30, 2007; July 1, 2007 through December 31, 2008 and January 1, 2009 through April 30, 2009.¹ The professional service providers for the Fund, Calibre CPA Group PLLC, recently completed their work in this regard and the audit results were provided to legal counsel for the Debtors.

10. The payroll audit summaries reveal that while a slight credit was found for both facilities for the periods January 1, 2004 through June 30, 2007 and July 1, 2007 through December 31, 2008, delinquent contributions are owed to the Fund for the period January 1, 2009 through April 30, 2009. Taking into account the credits, the amount due through the Athens facility is \$127,912.50 and the amount due through the Elberton facility is \$97,129.41. The estimated contributions owed by the Debtors to the Fund for the period May 1, 2009 through September 30, 2009 is \$471,210 for the Athens Facility and \$189,230 for the Elberton facility. The total amounts, both audited and estimated, due to the Fund for the post-petition period of January 1, 2009 through September 30, 2009 are \$599,122.50 for the Athens facility and \$286,359.41 for the Elberton facility.

11. To date, the Fund has received no postpetition payments from the Debtors, despite the Debtors' ongoing administrative and contractual responsibilities to contribute pension benefits on behalf of employees of the Athens and Elberton facilities.

¹ Documentation supporting the Fund's audit contains confidential employee information. A redacted version will be provided upon request to the Fund's attorneys.

12. The Fund files this Objection to preserve its rights to the Counterparty Cure Amount and any additional postpetition obligations outstanding as of the date of assumption of the Executory Contracts.

13. The Fund further reserves its rights to supplement this Objection.

WHEREFORE, the Fund seeks an order sustaining its Objection and finding that the Counterparty Cure Amounts and any subsequent postpetition amounts due and owing to the Fund is required to be paid to the Fund upon assumption of the Executory Contracts.

Dated this 30th day of November, 2009.

HUNTON & WILLIAMS LLP

By: /s/ Michael S. Held

Michael S. Held

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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above and foregoing was served by FedEx to the parties below on this the 30th day of November, 2009.

/s/ Michael S. Held _____

Michael S. Held

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LIMITED OBJECTION