

SUSAN B. HERSH, P.C.
State Bar of Texas 09543925
12770 Coit Road, Suite 1100
Dallas, Texas 75251
Telephone: (972) 503-7070
Telecopy: (972) 503-7077
Attorney for Farm Credit Leasing Services Corporation

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

IN RE:	§	
	§	
PILGRIM'S PRIDE CORPORATION,	§	CASE NO. 08-45664-11
et al	§	
DEBTOR	§	

**LIMITED OBJECTION OF FARM CREDIT LEASING SERVICES
CORPORATION TO DEBTORS' PROPOSED CURE AMOUNT**

TO THE HONORABLE MICHAEL D. LYNN, U.S. BANKRUPTCY JUDGE:

COMES NOW, **FARM CREDIT LEASING SERVICES CORPORATION**

("FCLS"), and files this limited objection (the "Objection") to the proposed cure amount of the Debtors that they are required to pay to FCLS in connection with the assumption and assignment of certain executory contracts between FCLS and the Debtors, and in support thereof respectfully shows the Court as follows:

1. On December 1, 2008 (the "Petition Date"), the Debtor, and several affiliated companies, filed bankruptcy under Chapter 11 of the United States Bankruptcy Code.
2. Prior to the Petition Date, the Debtors were party to certain operating equipment and vehicle leases pursuant to which FCLS is the lessor (or servicer) (the "FCLS Leases"). As of the date of this Objection, there are 47 active FCLS Leases.
3. The Debtors have filed their Schedule 8.1 Statement of Executory Contracts and Unexpired Leases to be Assumed (the "Lease Schedule") as part of the Debtor's Supplement to the Debtors' Amended Joint Plan of Reorganization (as Modified).

4. Pursuant to the Plan, the Debtors propose to assume the FCLS Leases.
5. Pursuant to the Lease Schedule, the Debtors propose to cure the outstanding accrued amounts due under the FCLS Leases, in the total amount of \$803,353.00.
6. FCLS has been working with representatives of the Debtors to confirm the outstanding amounts due under the FCLS Leases which are subject to being cured in connection with the Debtor's assumption of the FCLS Leases. As of the date of this Objection (and assuming that the Debtors timely remit the lease payments due under the FCLS Leases due December 1, 2009), the total amount due under the FCLS Leases is \$1,141,839.28.
7. Independently, the Debtors and FCLS are in discussions to negotiate and memorialize (i) the Debtors' payment of accrued payments associated with and buyout of the purchase option on the 25 FCLS Leases that have or will expire on or before December 31, 2009, and (ii) the restructure of the 22 other FCLS Leases to roll the total outstanding amounts due under those leases to the balance and to extend the term of those leases for an additional two months.
8. FCLS files this Objection to preserve its rights to be paid the full amount of the post-petition accrued amounts due under the FCLS Leases, in the amount of \$1,141,839.28, upon the Debtors' assumption of the FCLS Leases, unless the parties enter into an enforceable agreement otherwise.
9. FCLS reserves its right to supplement this Objection.

WHEREFORE, PREMISES CONSIDERED, FCLS seeks an order sustaining its Objection and finding that the Debtors are required to pay the full cure amount of \$1,141,839.28 upon their assumption of the FCLS Leases, and for such other and further relief to which FCLS may show itself justly entitled.

Respectfully submitted,

SUSAN B. HERSH, P.C.
12770 Coit Road, Suite 1100
Dallas, Texas 75251
Telephone: (972) 503-7070
Telecopy: (972) 503-7077

By: /s/ Susan B. Hersh
Susan B. Hersh
Texas State Bar No. 09543925

CERTIFICATE OF SERVICE

The undersigned certifies that a true and correct copy of the foregoing was served by electronic notification on the parties below and on all parties receiving ECF Notification and by fax and first class mail to the parties listed below on November 30, 2009.

/s/ Susan B. Hersh

Stephen A. Youngman
Weil Gotshal & Manges, LLP
200 Crescent Court, Suite 300
Dallas, Texas 75201
Fax No. (214) 746-7777

Victoria Vron
Weil Gotshal & Manges, LLP
767 Fifth Avenue
New York, NY 10153
Fax No. (212) 310-8007

Lisa L. Lambert
Office of the United States Trustee
1100 Commerce Street, Room 976
Dallas, Texas 75242
Fax No. (214) 767-8971

Jason Brookner
Andrews Kurth, LLP
1717 Main Street, Suite 3700
Dallas, Texas 75201
Fax No. (214) 659-4401

Paul N. Silverstein & Jonathan I. Levine
Andrews Kurty, LLP
450 Lexington Avenue
New York, NY
Fax No. (212) 850-2929

Jeremy B. Coffey
Brown Rudnick, LLP
One Financial Center
Boston, MA 02111
Fax No. (617) 856-8201