PROPOSED ORDER

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

§
§ Case No. 08-45664 (DML)
8
§ Chapter 11
§
§ Jointly Administered
8
8

ORDER GRANTING DEBTORS' THIRTY-FIFTH OMNIBUS OBJECTION TO CLAIMS (NO LIABILITY, BOOKS AND RECORDS, AND UNSUPPORTED CLAIMS) AND MOTION REQUESTING DETERMINATION OF TAX LIABILITY PURSUANT TO SECTIONS 105 AND 505 OF THE BANKRUPTCY CODE

(Relates to Docket No. __)

Pursuant to the Order Approving Procedures for Objecting to Proofs of Claim and for Notifying Claimants of Such Objections [Docket No. 2723] (the "Claims Objections Procedures Order"), and upon the Thirty-Fifth Omnibus Objection to Claims (No Liability, Books and Records, and Unsupported Claims) and Motion Requesting Determination of Tax Liability Pursuant to Sections 105 and 505 of the Bankruptcy Code (the "Thirty-Fifth Omnibus

Objection") 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"), objecting to the Taxing Authorities Claims² as more fully set forth in the Thirty-Fifth Omnibus Objection; and the Court having jurisdiction to consider the Taxing Authorities Claims and grant the requested relief in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Taxing Authorities Claims 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 the Debtors having provided notice of the Thirty-Fifth Omnibus Objection to the Notice Parties; and the Court having held a hearing to consider the requested relief (the "Hearing") with the appearances of all interested parties noted in the record of the Hearing; and the Court having found sufficient legal and factual grounds for disallowing the Taxing Authorities Claims listed on Exhibit A, B, and C; and the Court having determined that the legal and factual bases set forth in the Thirty-Fifth Omnibus Objection establish just and sufficient cause to grant the requested relief herein; and therefore, it is:

ORDERED that the Objection is granted; and it is further

ORDERED that pursuant to section 502(b) of the Bankruptcy Code, each Taxing

Authorities Claim listed on Exhibits A, B, and C hereto is hereby disallowed and expunged in its entirety; and it is further

ORDERED that, notwithstanding the foregoing, nothing herein shall be deemed an Order invalidating any payment made pursuant to the Taxing Authorities Orders; and it is further

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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 herein and not otherwise defined shall have the meanings ascribed to them in the Thirty-Fifth Omnibus Objection.

ORDERED that the Debtors shall serve a copy of this Order on each Notice Party; 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

EXHIBIT A1

Satisfied Claims, to Be Disallowed in Their Entirety

Reason for Disallowance	PPC previously sold the property the basis of which this tax has been assessed. Thus, according to the Debtors books and records, the Debtors are not liable for this Taxing Authority Claim.	PPC previously sold the property the basis of which this tax has been assessed. Thus, according to the Debtors books and records, the Debtors are not liable for this Taxing Authority Claim.	The Taxing Authorities' estimations are incorrect. According to the Debtors' books and records, the Debtors have paid the Taxing Authorities in full for the applicable periods.	The Taxing Authorities' estimations are incorrect. According to the Debtors' books and records, the Debtors have paid the Taxing Authorities in full for the applicable periods.	The Taxing Authorities' estimations are incorrect. According to the Debtors' books and records, the Debtors have paid the Taxing Authorities in full for the applicable periods.	The Taxing Authorities' estimations are incorrect. According to the Debtors' books and records, the Debtors have paid the Taxing Authorities in full for the applicable periods.
Remaining Claim Amount	00	\$0.00	\$0.00	00.0\$	30.00	60
Claim/Schedule Amount (\$)	\$74,926.70	\$1,180.29	\$986.80	\$47,672.67	\$565,767.67	71 70 8114
Name of Claimant	ADAMS COUNTY COLLECTOR	ADAMS COUNTY PA	CITY OF BIRMINGHAM REVENUE DIVISION	CITY OF EL PASO	COMMONWEALTH OF VIRGINIA DEPARTMENT OF TAXATION	COMMONWEALTH OF VIRGINIA
Ctaim No./Schedule ²	w	w.	4565	206	3308	3308
Date Filed			6/1/9	12/17/08	5/22/09	aniccis
Count	÷	7	ri.	4	ıri	4

See Exhibits B and C for additional grounds to objecting to the claims set forth in this Exhibit A.

All references to Schedule E refer to Pilgrim's Pride Corporation's Schedule E.

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Reason for Disallowance	incorrect books a the Tax	000000000000000000000000000000000000000		DOMESTIC SUP	2 366-100/3000	The Taxing Authority's claim amount is incorrect. According to the Debtors' books and records, the Debtors are not liable for this Taxing Authority Claim.	B. W-9		2.005.00000
Remaining Claim Amount	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	6
Claim/Schedule Amount (\$)	\$4,775.08	\$700.00	\$23,005.47	\$21,756.00	\$7,499.09	\$61,432.00	\$17,987.59	\$73,180.71	900
Name of Claimant	DEPARTMENT OF REVENUE STATE OF MISSOURI	DEPARTMENT OF TREASURY INTERNAL REVENUE	DEPARTMENT OF TREASURY INTERNAL REVENUE	GEORGIA DEPARTMENT OF REVENUE	GORDON COUNTY TAX COMMISSIONERS	HAMILTON COUNTY TRUSTEE	KENTUCKY STATE TREASURER KENTUCKY	LIMESTONE COUNTY ALABAMA REVENUE COMMISSIONER	OCTOR INCO NAT LICENSE M SOCIETY
Claim No./Schedule ²	3818	553	1674	1169	2621	210	2693	3965	009+
Date Filed	5/26/09	1/27/09	4/13/09	2/17/09	5/4/09	1/16/09	5/11/09	2/26/09	Conce
Count	7.	60	6	10.	11.	12.	13.	14.	· ·

¹ See Exhibits B and C for additional grounds to objecting to the claims set forth in this Exhibit A.

² All references to Schedule E refer to Pilgrim's Pride Corporation's Schedule E.

isallowance	s claim amount is to the Debtors' e Debtors have paid ie extent of its	s claim amount is to the Debtors' e Debtors have paid the extent of its	s daim amount is to the Debtors' e Debtors are not authority Claim.	s claim amount is to the Debtors' e Debtors are not authority Claim.	s' estimations are to the Debtors' e Debtors have paid in full for the	it is incorrect. Upon ling to the Debtors' e Debtors have paid in full for the	s' estimations are to the Debtors' e Debtors have paid in full for the
Reason for Disallowance	The Taxing Authority's claim amount is incorrect. According to the Debtors' books and records, the Debtors have paid \$6,030.00, which is the extent of its liability.	The Taxing Authority's claim amount is incorrect. According to the Debtors' books and records, the Debtors have paid \$13,653.00, which is the extent of its liability.	The Taxing Authority's claim amount is incorrect. According to the Debtors' books and records, the Debtors are not liable for this Taxing Authority Claim.	The Taxing Authority's claim amount is incorrect. According to the Debtors' books and records, the Debtors are not liable for this Taxing Authority Claim.	The Taxing Authorities' estimations are incorrect. According to the Debtors' books and records, the Debtors have paid the Taxing Authorities in full for the applicable periods.	This scheduled amount is incorrect. Upon further review, according to the Debtors' books and records, the Debtors have paid the Taxing Authorities in full for the applicable periods.	The Taxing Authorities' estimations are incorrect. According to the Debtors' books and records, the Debtors have paid the Taxing Authorities in full for the parallel parallel.
Remaining Claim Amount	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	9
Claim/Schedule Amount (\$)	\$6,222.04	\$14,899.35	unknown	unknown	\$4,500.00	\$44,046.88	A0 533 135 14
Name of Claimant	MCCURTAIN COUNTY TREASURER	RANDOLPH COUNTY TAX DEPARTMENT	STATE OF ARKANSAS	STATE OF ARKANSAS	STATE OF NEW JERSEY	STATE OF SOUTH CAROLINA	TEXAS COMPTROLLER OF PUBLIC
Claim No./Schedule ³	3006	3772	5936	5892	6282	ш	703+
Date	4/27/09	5/26/09	6/18/09	60/81/9	9/28/09		orocie
Count	16.	17.	18	19.	20.	21.	

¹ See Exhibits B and C for additional grounds to objecting to the claims set forth in this Exhibit A.

² All references to Schedule E refer to Pilgrim's Pride Corporation's Schedule E.

Remaining Claim Amount Reason for Disallowance	The Taxing Authority's claim amount is incorrect. According to the Debtors' books and records, the Debtors have paid \$1,362,622.00, which is the extent of its \$0.00 liability.	\$0.00	The Taxing Authority's claim amount is incorrect. According to the Debtors' books and records, the Debtors have paid \$32,431.00, which is the extent of its \$0.00 liability.	\$0.00
Claim/Schedule Amount (\$)	\$1,592,590.75	\$9,562.86	\$33,811.84	\$346.502.81
Name of Claimant	TITUS COUNTY APPRAISAL DISTR	TOMMY PRAYTOR REVENUE	TOWN OF MARSHVILLE	UNION PARISH SHERIFF & TAX
Claim No./Schedule ²	877	764	2583	2947
Date	23. 12/15/08	24. 12/23/08	5/1/09	
Count	23.	24.	25.	26.

¹ See Exhibits B and C for additional grounds to objecting to the claims set forth in this Exhibit A.

² All references to Schedule E refer to Pilgrim's Pride Corporation's Schedule E.

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Books and Records EXHIBIT B

allowance	property the basis en assessed. Debtors books and e not liable for this	property the basis en assessed. Debtors books and e not liable for this	estimations are the Debtors' Debtors have paid n full for the	estimations are the Debtors' Debtors have paid n full for the	estimations are the Debtors' Debtors have paid n full for the	estimations are the Debtors' Debtors have paid n full for the
Reason for Disallowance	PPC previously sold the property the basis of which this tax has been assessed. Thus, according to the Debtors books and records, the Debtors are not liable for this Taxing Authority Claim.	PPC previously sold the property the basis of which this tax has been assessed. Thus, according to the Debtors books and records, the Debtors are not liable for this Taxing Authority Claim.	The Taxing Authorities' estimations are incorrect. According to the Debtors' books and records, the Debtors have paid the Taxing Authorities in full for the applicable periods.	The Taxing Authorities' estimations are incorrect. According to the Debtors' books and records, the Debtors have paid the Taxing Authorities in full for the applicable periods.	The Taxing Authorities' estimations are incorrect. According to the Debtors' books and records, the Debtors have paid the Taxing Authorities in full for the applicable periods.	The Taxing Authorities' estimations are incorrect. According to the Debtors' books and records, the Debtors have paid the Taxing Authorities in full for the applicable periods.
Remaining Claim Amount	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	00.08
Claim/Schedule Amount (\$)	\$74,926,70	\$1,180,29	\$986.80	\$47,672.67	\$565,767.67	\$118.027.17
Name of Claimant		ADAMS COUNTY PA	CITY OF BIRMINGHAM REVENUE DIVISION	CITY OF EL PASO	COMMONWEALTH OF VIRGINIA DEPARTMENT OF TAXATION	COMMONWEALTH OF VIRGINIA DEPARTMENT OF TAXATION
Claim No./Schedule ²	w	ш	4565	206	3308	3308
Date			6/1/09	12/17/08	5/22/09	5/22/09
Count	+	2	ñ	4	r,	ú

¹ See Exhibits A and C for additional grounds to objecting to the claims set forth in this Exhibit B.
² All references to Schedule E refer to Pilgrim's Pride Corporation's Schedule E.

Reason for Disallowance	The Tay incorred books a the Tax applical		S-10/2000 00-10	(RIII) 115/18/09	Secretary States		2020-111-1-7		e adaptave
Remaining Claim Amount	\$0.00	00'0\$	00'0\$	\$0.00	\$0.00	\$0.00	\$0.00	00'0\$	9
Claim/Schedule Amount (\$)	\$4,775.08	\$700.00	\$23,005.47	\$21,756.00	\$7,499.09	\$61,432,00	\$17,987,59	\$73,180.71	4 A A A A A A A A A A A A A A A A A A A
Name of Claimant	DEPARTMENT OF REVENUE STATE OF MISSOURI	DEPARTMENT OF TREASURY INTERNAL REVENUE	DEPARTMENT OF TREASURY INTERNAL REVENUE	GEORGIA DEPARTMENT OF REVENUE	GORDON COUNTY TAX COMMISSIONERS	HAMILTON COUNTY TRUSTEE	KENTUCKY STATE TREASURER KENTUCKY	LIMESTONE COUNTY ALABAMA REVENUE COMMISSIONER	TMOOLN DADICH TAY COLLECTOD
Claim No./Schedule ²	3818	553	1674	1169	2621	210	2693	3965	0031
Date Filed	Ф.	1/27/09	4/13/09	2/17/09	5/4/09	1/16/09	8/11/09	5/26/09	0000
Count	7.	8	oi	10.	11.	12.	13.	14.	÷

¹ See Exhibits A and C for additional grounds to objecting to the claims set forth in this Exhibit B.
² All references to Schedule E refer to Pilgrim's Pride Corporation's Schedule E.

n n int Reason for Disallowance	The Tay incorned books a \$6,030.	Credit Carrows	The Taxing Authority's claim amount is incorrect. According to the Debtors' books and records, the Debtors are not \$0.00 liable for this Taxing Authority Claim.	110000000000000000000000000000000000000		This scheduled amount is incorrect. Upon further review, according to the Debtors' books and records, the Debtors have paid the Taxing Authorities in full for the applicable periods.	The Taxing Authorities' estimations are incorrect. According to the Debtors' books and records, the Debtors have paid the Taxing Authorities in full for the \$0.00 applicable periods.		The Taxing Authority's claim amount is incorrect. According to the Debtors' books and records, the Debtors have paid \$8,055.00, which is the extent of its
Remaining Claim Amount									
Claim/Schedule Amount (\$)	\$6,222.04	\$14,899.35	unknown	unknown	\$4,500.00	\$44,046.88	\$1,261,557.90	\$1,592,590.75	
Name of Claimant		RANDOLPH COUNTY TAX DEPARTMENT	STATE OF ARKANSAS	STATE OF ARKANSAS	STATE OF NEW JERSEY	STATE OF SOUTH CAROLINA	TEXAS COMPTROLLER OF PUBLIC ACCOUNTS	TITUS COUNTY APPRAISAL DISTR	TOMMY PRAYTOR REVENUE
Claim No./Schedule ²			5936	5892	6282	w	1687	877	
Date Filed	4/27/09	5/26/09	6/18/09	6/18/09	9/28/09		3/30/08	12/12/08	
Count	16.	12.	18.	19.	20.	21.	22.	23.	

¹ See Exhibits A and C for additional grounds to objecting to the claims set forth in this Exhibit B.
² All references to Schedule E refer to Pilgrim's Pride Corporation's Schedule E.

100	s	s paid s
Reason for Disallowance	The Taxing Authority's claim amount is incorrect. According to the Debtors' books and records, the Debtors have paid \$32,431.00, which is the extent of its liability.	The Taxing Authority's claim amount is incorrect. According to the Debtors' books and records, the Debtors have paid \$336,361.00, which is the extent of its liability.
Remaining Claim Amount	\$0.00	\$0.00
Clalm/Schedule Amount (\$)	\$33,811.84	\$346,502.81
Name of Claimant	TOWN OF MARSHVILLE	UNION PARISH SHERIFF & TAX COLLECTOR
Claim No./Schedule ²	2583	2947
Date Filed	25. 5/1/09	26. 4/27/09
Count	25.	26.

¹ See Exhibits A and C for additional grounds to objecting to the claims set forth in this Exhibit B.
² All references to Schedule E refer to Pilgrim's Pride Corporation's Schedule E.

EXHIBIT C1

No Liability, Books and Records, and Unsupported Claims, to Be Disallowed in Their Entirety

Reason for Disallowance	The Taxing Authorities' estimations are incorrect. According to the Debtors' books and records, the Debtors have paid the Taxing Authorities in full for the applicable periods.	The Taxing Authorities' estimations are incorrect. According to the Debtors' books and records, the Debtors have paid the Taxing Authorities in full for the applicable periods.	The Taxing Authorities' estimations are incorrect. According to the Debtors' books and records, the Debtors have paid the Taxing Authorities in full for the applicable periods.	The Taxing Authorities' estimations are incorrect. According to the Debtors' books and records, the Debtors have paid the Taxing Authorities in full for the applicable periods.	The Taxing Authorities' estimations are incorrect. According to the Debtors' books and records, the Debtors have paid the Taxing Authorities in full for the applicable periods.	The Taxing Authorities' estimations are incorrect. According to the Debtors' books and records, the Debtors have paid the Taxing Authorities in full for the applicable periods.	The Taxing Authorities' estimations are incorrect. According to the Debtors' books and records, the Debtors have paid the Taxing Authorities in full for the applicable periods.	The Taxing Authorities' estimations are incorrect. According to the Debtors' books and records, the Debtors have paid the Taxing Authorities in full for the applicable periods.
Remaining Claim Amount	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	00 00
Claim Amount (\$)	\$986.80	\$47,672.67	\$565,767.67	\$118.027.17	\$4,775.08	\$700.00	\$23,005.47	421 756 00
Name of Claimant	CITY OF BIRMINGHAM REVENUE DIVISION	CITY OF EL PASO	COMMONWEALTH OF VIRGINIA DEPARTMENT OF TAXATION	COMMONWEALTH OF VIRGINIA DEPARTMENT OF TAXATION	DEPARTMENT OF REVENUE STATE OF MISSOURI	DEPARTMENT OF TREASURY INTERNAL REVENUE	DEPARTMENT OF TREASURY INTERNAL REVENUE	GEORGIA DEPARTMENT OF REVENUE
Claim No.	4565	200	3308	3308	3818	553	1674	1169
Date Filed	6/1/09	12/17/08	5/22/09	5/22/09	5/26/09	1/27/09	4/13/09	2/17/09
Count	-	2.	93	4	s,	9	7.	ec

See Exhibits A and B for additional grounds to objecting to the claims set forth in this Exhibit C.

n n int Reason for Disallowance	The Taxing Authority's claim amount is incorrect. According to the Debtors' books and records, the Debtors have paid \$13,653.00, which is the extent of its liability.	The Taxing Authority's claim amount is incorrect. According to the Debtors' books and records, the Debtors are not liable for this \$0.00 Taxing Authority Claim.	The Taxing Authority's claim amount is incorrect. According to the Debtors' books and records, the Debtors are not liable for this \$0.00 Taxing Authority Claim.	The Taxing Authorities' estimations are incorrect. According to the Debtors' books and records, the Debtors have paid the Taxing \$0.00 Authorities in full for the applicable periods.	The Taxing Authorities' estimations are incorrect. According to the Debtors' books and records, the Debtors have paid the Taxing \$0.00 Authorities in full for the applicable periods.
Remaining Claim Amount			00		
Claim Amount (\$)	\$14,899.35	unknown	unknown	\$4,500.00	\$1,261,557.90
Name of Claimant	RANDOLPH COUNTY TAX DEPARTMENT	STATE OF ARKANSAS	STATE OF ARKANSAS	STATE OF NEW JERSEY	TEXAS COMPTROLLER OF PUBLIC ACCOUNTS \$1,261,557.90
Claim No.	3772	5936	5892	6282	1687
Date Filed	5/26/09	6/18/09	6/18/09	9/28/09	13. 3/30/09
Count	6	10,	11.	12.	13,

See Exhibits A and B for additional grounds to objecting to the claims set forth in this Exhibit C.