

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

<b>In re:</b>	§	
	§	<b>Case No. 08-45664 (DML)</b>
<b>Pilgrim’s Pride Corporation, et al.</b>	§	
<b>Debtors.</b>	§	<b>Chapter 11</b>
	§	
	§	<b>Jointly Administered</b>
	§	
	§	

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**ORDER GRANTING DEBTORS’ MOTION TO AMEND  
AND ASSUME WACHOVIA FINANCIAL SERVICES LEASES**

Upon Debtors’ Motion to Amend and Assume WFS Equipment Finance Leases dated November 30, 2009 (the “Motion”), 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”),<sup>1</sup> pursuant to section 365 of the Bankruptcy Code<sup>2</sup> and Bankruptcy Rule 6006 for entry of an order (i) approving amendments to the WFS Leases and Schedules as summarized in

<sup>1</sup> The Debtors are Pilgrim's Pride Corporation, 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.

<sup>2</sup> Capitalized terms not defined herein will have the meaning ascribed to such term in the Motion.

the proposal letter attached as Exhibit B to the Motion (the "Proposal Letter"); and (ii) approving Debtors' assumption of WFS Leases and Schedules, as amended consistent with the Proposal Letter, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and grant the requested relief in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion 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 and Hearing (as defined below) having been provided to the Notice Parties, and the Court having held a hearing to consider the requested relief (the "Hearing") with the appearance of all interested parties noted in the record of the Hearing; and the Court having determined that the legal and factual basis set forth in the Motion are in the best interests of the Debtors, their estates, creditors, and all parties in interest; the Debtors have provided due and proper notice of the Motion and Hearing and no further notice is necessary; the legal and factual bases set for in the Motion establish just and sufficient cause to grant the relief requested herein; and therefore, it is:

ORDERED that the Motion is granted; and it is further

ORDERED that the Debtors and WFS are authorized to amend the WFS Leases and Schedules consistent with the Proposal Letter and the Debtor is authorized to execute an amendment agreement and related agreements mutually acceptable to WFS and the Debtors necessary to consummate the amendments and assumption of the WFS Leases and Schedules (the "Amendment Agreement"); and it is further

ORDERED that, pursuant to section 365 of the Bankruptcy Code, the Debtors are authorized to assume all of the WFS Leases and Schedules, as amended, and such assumption is effective upon execution of the Amendment Agreement by Pilgrim's Pride Corporation and WFS

and it is further

ORDERED that, pursuant to the amendments to the WFS Leases and Schedules, the Debtors will pay \$351,701.10 to WWFS for Missed Payments as well as property tax in accordance with the terms provided in the Proposal Letter/Amendment Agreement as cure of monetary defaults under the WFS Leases and Schedules; provided that, nothing herein discharges, impairs or waives: (i) sums or amounts already paid to WFS, or (ii) any other sums, payments, or amounts invoiced, due, payable or owing under the WFS Leases and Schedules; it is further

ORDERED that the Debtors, on behalf of themselves and their respective bankruptcy estates, hereby release WFS, its successors, assigns, officers, directors, representatives, and employees, from all claims and causes of action related to the WFS Leases and Schedules, and all claims and causes of action arising under the Bankruptcy Code. The Amendment Agreement will contain a release of claims and causes of action by the Debtors consistent with this Order; it is further

ORDERED that the provisions of this Order will control notwithstanding any contrary or conflicting provision in any confirmed plan of reorganization or order confirming such a plan in the Debtors' bankruptcy cases and Debtors shall not reject the WFS Leases and Schedules through any proposed plan of reorganization, motion, or otherwise.

ORDERED that the 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 ###