U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
ENTERED
THE DATE OF ENTRY IS
ON THE COURTS DOCKET

DEC 01 2009

D. Michael Lynn
U.S. Bankruptcy Judge

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

	§	
	§	
In re	§	**Chapter 11**
	§	
PILGRIM'S PRIDE CORPORATION, *et al.*,	§	**Case No. 08-45664 (DML)**
	§	
	§	
Debtors.	§	
	§	
	§	**JOINTLY ADMINISTERED**

ORDER AUTHORIZING DEBTORS TO ENTER INTO
A FOURTH AMENDMENT TO THE DIP CREDIT AGREEMENT
AND EXTEND THE DEBTORS' USE OF CASH COLLATERAL
(Relates to Docket No. 4087)

Upon the motion, dated November 20, 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"),[1] pursuant to sections 105(a), 361, 363 and 364 of the Bankruptcy Code,[2] for authorization to enter into the Fourth DIP Financing Amendment and extend the Debtors' use of Cash Collateral through and including the earlier of January 31, 2010 and certain termination events, 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 the Debtors having provided notice of the Motion and Hearing (as defined below) 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 determined, based upon the legal and factual bases set forth in the Motion, that the Motion is in the best interests of the Debtors, their estates, and their stakeholders; and the Court having determined that the Debtors have provided due and proper notice of the Motion and Hearing and no further notice is necessary; and the Court having found that the legal and factual bases set forth in the Motion establish just and sufficient cause to grant the requested relief herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that the Fourth DIP Financing Amendment, substantially in the form attached as **Exhibit A** to the Motion, is hereby authorized and approved, and the Debtors are hereby authorized, but not directed, to perform and take all actions necessary to make, execute

[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.

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

and deliver all instruments and documents that may be required or necessary to execute the Fourth DIP Financing Amendment and perform thereunder; and it is further

ORDERED that to the extent sections 364(c) and 364(d) are implicated by the Fourth DIP Financing Amendment, the Debtors have satisfied the requirements of sections 364(c) and 364(d) of the Bankruptcy Code; and it is further

ORDERED that pursuant to, and to the extent of, the provisions of section 346(e) of the Bankruptcy Code, the liens, mortgages and security interests granted by the Final DIP Order shall be binding on the Debtors, their estates and their successors and assigns even if the Final DIP Order, the First DIP Amendment Order, the Second DIP Amendment Order, the Third DIP Amendment Order or this Order is reversed or modified on appeal; and it is further

ORDERED that the Debtors are authorized to use Cash Collateral until the earlier of January 31, 2010 and a Termination Event (as defined in the Final DIP Order), subject to the terms of the Final DIP Order (as modified herein); and it is further

ORDERED that this Order and the Fourth DIP Financing Amendment shall supplement the Final DIP Order (as supplemented by the First DIP Amendment Order, the Second DIP Amendment Order and the Third DIP Amendment Order) and the Final DIP Order, as so supplemented, shall continue in full force and effect; 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 # #

CERTIFICATE OF NOTICE

District/off: 0539-4 User: jalexande Page 1 of 1 Date Rcvd: Dec 02, 2009
Case: 08-45664 Form ID: pdf019 Total Noticed: 1

The following entities were noticed by first class mail on Dec 04, 2009.
aty +Stephen A. Youngman, Weil, Gotshal & Manges, 200 Crescent Court, Suite 300, Dallas, TX 75201-6903

The following entities were noticed by electronic transmission.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****
NONE. TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Dec 04, 2009 **Signature:** Joseph Speetjens