David W. Parham (15459500)
Clayton E. Bailey (00796151)
BAKER & McKENZIE LLP
2300 Trammell Crow Center
2001 Ross Avenue
Dallas, Texas 75201
Telephone: (214) 978-3000
Facsimile: (214) 978-3099

Martin A. Sosland (18855645)
Stephen A. Youngman (22226600)
WEIL, GOTSHAL & MANGES LLP
200 Crescent Court, Suite 300
Dallas, Texas 75201
Telephone: (214) 746-7700
Facsimile: (214) 746-7777

Attorneys for Debtors and
Debtors in Possession

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

In re:	§	
	§	**Case No. 08-45664 (DML)**
Pilgrim's Pride Corporation, *et al.*,	§	
	§	**Chapter 11**
Debtors.	§	
	§	**Jointly Administered**

DEBTORS' FORTY-THIRD OMNIBUS OBJECTION
(DUPLICATE CLAIMS- CERTAIN ARKANSAS,
GEORGIA, NORTH CAROLINA AND ALABAMA GROWER CLAIMS)

TO: THE HONORABLE D. MICHAEL LYNN,
UNITED STATES BANKRUPTCY JUDGE:

Pilgrim's Pride Corporation ("PPC") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors")[1] file this their

[1] 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.

Forty-Third Omnibus Objection (Duplicate Claims—Certain Arkansas, Georgia, North Carolina and Alabama Grower Claims) (the "Objection") and respectfully represent in support thereof:

Background

1. On December 1, 2008 (the "Commencement Date"), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Bankruptcy Code (the "Bankruptcy Code") in the Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the "Bankruptcy Court"). The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. The Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

Pilgrim's Pride's Businesses

3. PPC, together with its debtor and non-debtor subsidiaries (collectively, "Pilgrim's Pride"), has one of the best brand names in the chicken industry. Pilgrim's Pride has operations throughout the continental United States, Puerto Rico, and Mexico. Formed in 1946 as a retail feed store partnership between Lonnie A. "Bo" Pilgrim and his brother, Aubrey E. Pilgrim, PPC has been a publicly traded company since 1986.

4. In the continental United States, Pilgrim's Pride produces both prepared chicken products and fresh chicken products. In Mexico and Puerto Rico, it produces exclusively fresh chicken products. Pilgrim's Pride's products are sold to foodservice, retail and frozen entrée customers, distributed primarily through retailers, foodservice distributors and restaurants.

The Schedules, the Bar Date and the Claims Objections Procedures Order

5. On January 26, 2009, the Debtors each filed with this Court schedules of assets and liabilities [Docket Nos. 628 – 642] in which the Debtors scheduled approximately 6,000 claims against the Debtors in the aggregate. The Debtors amended their schedules of assets and liabilities on March 17, 2009 [Docket No. 1204], June 3, 2009 [Docket Nos. 2068, 2074, 2075, 2076], and September 8, 2009 [Docket No. 3261] (collectively, as amended, the "Schedules of Assets and Liabilities").

6. On April 1, 2009, this Court entered an Order establishing June 1, 2009 (the "Bar Date") as the deadline for submitting claims against the Debtors [Docket No. 1352] (the "Bar Date Order").

7. Pursuant to the Bar Date Order, the Debtors caused notices of the Bar Date and "proof of claim" forms to be mailed to, among others, all parties known to the Debtors as having potential claims against the Debtors' estates as of the Commencement Date. Notice of the Bar Date also was published once in *The Wall Street Journal*, the *USA Today*, *The Mount Pleasant Daily Tribune*, a Texas publication, and the *El Nuevo Día*, a Puerto Rican newspaper.

8. On July 21, 2009, the Court entered an Order establishing procedures for filing omnibus objections in which the Debtors may object to multiple claims within a single objection where the Debtors have at least one common ground for objecting to each such claim [Docket No. 2723] (the "Claims Objections Procedures Order").

The Arkansas, Georgia, North Carolina and Alabama Grower Claims

9. Each of the Claimants subject to this objection were independent contract poultry growers from different complexes in Arkansas, Georgia, North Carolina and Alabama (collectively, the "Grower Claims"). Each of the Grower Claims are largely identical asserting

claims of fraud, fraud in the inducement, promissory estoppel, breach of fiduciary duty, violations of the Deceptive Trade Practices Act ("DTPA"), and violations of the Packers and Stockyards Act ("PSA").

Jurisdiction

10. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Objection

11. Each of the proofs of claim set forth on **Exhibit A** hereto (each a "Duplicate Claim," and collectively, the "Duplicate Claims") asserts the same claim by the same creditor against the same Debtor as another proof of claim filed in these bankruptcy cases. A creditor is not entitled to recover twice for the same claim. Pursuant to the Claims Objections Procedures Order, the Debtors hereby object to each Duplicate Claim, and assert that each such claim should be expunged in its entirety.

Reservation of Rights

12. The Debtors reserve the right to further object to each of the Duplicate Claims on any other ground.

Notice

13. Notice of this Objection has been provided to: (i) the U.S. Trustee; (ii) the counsel to the statutory committees appointed in these chapter 11 cases; (iii) counsel to the Debtors' prepetition secured lenders; (iv) counsel to the Agent to the Debtors' postpetition lenders; (v) the names and addresses where notices should be sent listed on the Duplicate Claims; and (vi) the Master Service List filed with this Court (collectively, the "Notice Parties"). The Debtors submit

that no other or further notice need be provided.

WHEREFORE the Debtors respectfully request that the Court issue an order (a) sustaining the Objection; (b) disallowing the Duplicate Claims in their entirety; and (c) granting such other legal and equitable relief as to which the Debtors are entitled.

Dated: December 17, 2009
Dallas, Texas

/s/ David W. Parham _____

David W. Parham (15459500)
Clayton E. Bailey (00796151)
BAKER & McKENZIE LLP
2300 Trammell Crow Center
2001 Ross Avenue
Dallas, Texas 75201
Telephone: (214) 978-3000
Facsimile: (214) 978-3099

and

Martin A. Sosland (18855645)
Stephen A. Youngman (22226600)
WEIL, GOTSHAL & MANGES LLP
200 Crescent Court, Suite 300
Dallas, Texas 75201
Telephone: (214) 746-7700
Facsimile: (214) 746-7777

Attorneys for Debtors and Debtors in Possession

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**
	§	**Hearing Date and Time: February 2, 2010 at 10:30 a.m.**
	§	**Response Deadline: January 19, 2010 at 4:00 p.m.**

NOTICE OF DEBTORS' OBJECTION TO YOUR CLAIM

TO THE CLAIMANTS IDENTIFIED ON EXHIBIT ANNEXED TO DEBTORS' FORTY-THIRD OMNIBUS OBJECTION TO CLAIMS (DUPLICATE CLAIMS- CERTAIN ARKANSAS, GEORGIA, NORTH CAROLINA AND ALABAMA GROWER CLAIMS) :

PLEASE TAKE NOTICE that although you have filed a proof of claim (the "Claim"), Pilgrim's Pride Corporation ("PPC") and its debtor affiliates, as debtors and debtors in possession in the above-referenced cases (collectively, the "Debtors") have now filed an objection seeking to disallow your Claim (the "Objection"). The Objection is appended to this Notice and is entitled "Debtors' Forty-Third Omnibus Objection to Claims (Duplicate Claims—Certain Arkansas, Georgia, North Carolina and Alabama Grower Claims)." The Objection seeks to disallow your Claim in its entirety. **Therefore, you should read this Notice and the attached Objection carefully.**

IF YOU AGREE WITH THE OBJECTION TO YOUR CLAIM, YOU DO NOT NEED TO TAKE ANY ACTION IN RESPONSE TO THIS NOTICE OR THE OBJECTION.

IF YOU DISAGREE WITH THE OBJECTION, PLEASE FOLLOW THE INSTRUCTIONS BELOW FOR FILING A RESPONSE TO THE OBJECTION.

PLEASE TAKE NOTICE that you may contact the Debtors at **(877) 512-0008**, or by email at Claiminfo@pilgrimspride.com, to ask questions or to attempt to resolve the Objection to the Claim outside of court and without the need to hire an attorney. You must clearly provide the following information to the Debtors: (1) the name of the claimant(s) that you are calling or emailing about, (2) the title of the Objection (here, the "*Forty-Third Omnibus Objection to Claims (Duplicate Claims—Certain Arkansas, Georgia, North Carolina and*

Alabama Grower Claims)"), and (3) either a phone number or email address that the Debtors may use to contact you to attempt to resolve the Objection to the Claim.

PLEASE TAKE FURTHER NOTICE that if you disagree with the Objection and are unable or unwilling to resolve the Objection with the Debtors, you or your attorney **must** both (1) attend the hearing on the objection (the "Hearing") in person or, consistent with court procedures, by telephone and (2) file a written response (the "Response") to the Objection with the Clerk of the United States Bankruptcy Court, Eldon B. Mahon U.S. Courthouse, 501 West Tenth Street, Fort Worth, Texas 76102 **no later than January 19, 2010 at 4:00 p.m. (Prevailing Central Time)**. You must file and serve copies of the Response on (1) the Debtors' attorneys: Attn: Elliot D. Schuler, Baker & McKenzie LLP, 2300 Trammell Crow Center, 2001 Ross Avenue, Dallas, Texas 75201; (fax) 214-965-7045; and (2) the Official Committee of Unsecured Creditors: Attn: Monica S. Blacker, Andrews Kurth LLP, 1717 Main Street, Suite 3700, Dallas, TX 75201; (fax) 214-659-4844; so as to be **received** no later than **January 19, 2010 at 4:00 p.m. (prevailing Central Time)** (the "Response Deadline").

PLEASE TAKE FURTHER NOTICE that your Response must contain, at a minimum, the following:

(i) A caption setting forth the name of the Court, the name of the debtors, the case number and the title of the Omnibus Objection to which the Response is directed;

(ii) The name of the Claimant and description of the basis for the amount of the Claim;

(iii) A concise statement setting forth the reasons why the Claim should not be disallowed for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which the claimant will rely in opposing the Objection;

(iv) The name, address(es), telephone number and facsimile number of the person(s) (who may be the Claimant and/or the Claimant's legal representative) to whom counsel for the Debtors should serve any reply to the Response, and who possess the authority to reconcile, settle, or otherwise resolve the Objection on the Claimant's behalf.

PLEASE TAKE FURTHER NOTICE that, if you or your designated attorney or representative do not timely file and serve the Response in accordance with the above-referenced procedures and attend the Hearing (in the absence of a written agreement between you and the Debtors providing otherwise), the Court may enter an order granting the relief requested in the Objection. **If you fail to respond in accordance with this Notice, the Court may grant the relief requested in the Objection without further notice or hearing.**

PLEASE TAKE FURTHER NOTICE that if you or your designated representative or attorney do file a Response, the Hearing on the Objection will automatically be

adjourned to another hearing that is at least 30 days thereafter to allow the Debtors to file a reply to your Response. Only those Reponses made in accordance with the above-referenced requirements and timely filed and received by the Court and the Debtors' attorneys will be considered by the Court at a hearing on the Objection.

PLEASE TAKE FURTHER NOTICE that nothing in this Notice or the accompanying Objection constitutes a waiver of the Debtors' right to assert any claims, counterclaims, rights of offset or recoupment, preference actions, fraudulent-transfer actions, or any other bankruptcy or nonbankruptcy claims against you. The Debtors also reserve the right to assert additional objections to your Claim.

Dated: December 17, 2009
Dallas, Texas