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Attorneys for the Reorganized Debtors

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

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

**DEBTORS' EIGHTY-FIRST OMNIBUS OBJECTION TO CLAIMS**
**(BOOKS AND RECORDS)**

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

Pilgrim's Pride Corporation ("PPC") and its affiliated reorganized debtors in the above-referenced chapter 11 cases (collectively, as reorganized, the "Debtors"),[1] file this Eighty-First Omnibus Objection to Claims (Books and Records) (this "Objection") and respectfully represent:

**Background**

1. PPC, together with its subsidiaries (collectively, "Pilgrim's Pride"), has one of the best brand names in the chicken industry. It is one of the largest producers of chicken in the United States and the Fifth-largest producer in Mexico. 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.

2. 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 Code (the "Bankruptcy Code").

3. 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").

4. 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").

5. 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

[1] The Reorganized 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.

where the Debtors have at least one common ground for objecting to each such claim [Docket No. 2723] (the "Claims Objections Procedures Order").

6. Pursuant to section 1129 of the Bankruptcy Code, on December 10, 2009, the Bankruptcy Court entered an order (the "Confirmation Order") confirming Debtors' Amended Joint Plan of Reorganization under chapter 11 of the Bankruptcy Code (as modified) (the "Plan").

7. The Plan became effective on December 28, 2009 (the "Effective Date"). Pursuant to the Plan, the Debtors may object to claims on or before the later of (i) one hundred and fifty (150) days after the Effective Date and (ii) such later date as may be fixed by the Bankruptcy Court. Confirmation Order at ¶ 12(c); Plan at ¶ 7.1(b).

**Jurisdiction and Venue**

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

**Objection to Claims**

9. The Debtors object to the claims listed on **Exhibit A** (the "Claims") because they contradict the Debtors' books and records. The column on **Exhibit A** entitled "Claim Amount($)" represents the amount asserted in each Claim. However, for the reasons asserted in **Exhibit A**, the claims should be reduced to the "Modified Claim Amount." Accordingly, the Debtors request that the Court disallow and expunge each Claim on **Exhibit A** except for the Modified Claim Amount.

**Reservation of Rights**

10. The Debtors reserve the right to object to each Claim set forth on **Exhibit A** hereto on any additional ground.

**Notice**

11. The Debtors submit that they have served this Objection on the following: (i) the United States Trustee; (ii) each creditor that holds a Claim at the name and address listed on their respective Claim; and (iii) parties listed on 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 amend, disallow, and expunge the Claims as set forth on **Exhibit A** and grant such other relief as it deems just and proper.

Dated: April 1, 2010
Fort Worth, Texas

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Attorneys for Reorganized Debtors

# EXHIBIT A

## Books and Records

| Count | Name of Claimant | Proof of Claim Number / Schedule Name | Claim Amount($) | Schedule Amount ($) | Objection Amount ($) | Modified Claim Amount ($) | Reason for Modification |
|---|---|---|---|---|---|---|---|
| 1 | ASM Capital III L P | 803 | 47,889.40 | 37,229.00 | 2,398.90 | 45,490.50 | Books & Records. Valid Deductions |
| 2 | Contrarian Funds LLC | 3768 | 41,391.58 | 32,383.08 | 7,329.20 | 34,062.58 | Books & Records. Valid Deductions |
| 3 | Creditor Liquidity L P | 3666 | 9,076.14 | 3,140.00 | 264.59 | 8,811.55 | Books & Records. Valid Deductions |
| 4 | ASM Capital L P (1) | 1133 | 27,080.15 | 98,134,74 | 4,907.43 | 22,172.72 | Books & Records. Valid Deductions |

(1) These are the remaining general unsecured claim portion of claims that also included a 503(b)(9) claim. Please see Docket #3199 and #3201 for more information.

**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: May 11, 2010 at 10:30 a.m.** |
| | § | **Response Deadline: May 7, 2010 at 4:00 p.m.** |

**NOTICE OF DEBTORS' OBJECTION TO YOUR CLAIM**

**TO THE CLAIMANTS IDENTIFIED ON *EXHIBITS* ANNEXED TO DEBTORS' *EIGHTY-FIRST OMNIBUS OBJECTION TO CLAIMS (BOOKS AND RECORDS)*:**

**PLEASE TAKE NOTICE** that Pilgrim's Pride Corporation ("PPC") and its reorganized debtor affiliates (collectively, as reorganized, the "Debtors") filed an objection (the "Objection") to the proof(s) of claim you filed against one or more of the Debtors (the "Claim"). The Objection is appended to this Notice and is entitled "*Eighty-First Omnibus Objection to Claims (Books and Records)*." The Objection seeks to partially disallow your Claim. **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 "*Eighty-First Omnibus Objection to Claims (Books and Records)*"), 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 May 7, 2010 at 4:00 p.m. (Prevailing Central Time)**. You must also file and serve copies of the Response on the Debtors' attorneys: Attn: R. Adam Swick, Baker & McKenzie LLP, 2300 Trammell Crow Center, 2001 Ross Avenue, Dallas, Texas 75201; (fax) 214-965-7045 so as to be **received** no later than **May 7, 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: April 7, 2010
Fort Worth, Texas