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

In re:	§	**Chapter 11**
	§	
PILGRIM'S PRIDE CORPORATION,	§	**Case No. 08-45664 (DML)**
	§	
Debtor.	§	**Jointly Administered**

AFFIDAVIT OF ELLIOT D. SCHULER

STATE OF TEXAS §
§
COUNTY OF DALLAS §

Before me, the undersigned notary, on this day personally appeared Elliot D. Schuler, a person whose identity is known to me. After I administered an oath to him, upon his oath he said:

1. My name is Elliot D. Schuler. I am over 18 years of age, of sound mind, have never been convicted of a felony, and am capable of making this affidavit. The facts stated in this affidavit are within my personal knowledge and are true and correct.

2. I am an attorney with the law firm of Baker & McKenzie ("B&M"), which represents Pilgrim's Pride Corporation ("Pilgrim's Pride") and its affiliated reorganized debtors in the above-referenced chapter 11 cases (collectively, as reorganized, the "Debtors")[1] in the above-referenced matter.

3. On March 12, 2010, I sent an electronic mail to Teresa Wineland requesting that the administrative expense claims filed by the Untimely Growers[2] be withdrawn (the "Initial Communication"). A copy of the Initial Communication is attached hereto as Exhibit 1.

[1] The Reorganized Debtors in these cases are Pilgrim's Pride; 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 not defined herein shall have the meaning ascribed to that term in the Motion for Summary Judgment.

EXHIBIT A

4. After receiving no response to the Initial Communication, the Debtors filed their Response in Opposition to the Second Amended Douglas Motion on March 29, 2010 [See Docket No. 4965] (the "Response").

5. On August 20, 2010, I sent a letter to Ms. Wineland, copying her partner Peter Kumpe and her co-counsels Clay Fulcher, Jim Lingle, and Josephine Garrett regarding the lack of progress on withdrawing the untimely claims (the "Second Communication"). A copy of the Second Communication is attached hereto as Exhibit 2.

6. On August 27, 2010 during a telephone conversation between myself, Clayton Bailey of my firm, and Ms. Wineland to select those Douglas growers who would be designated for trial, I again inquired as to the status of the administrative claims filed by the Untimely Growers. Ms. Wineland advised that she would not withdraw the claims. Ms. Wineland did not provide a reason for that position nor has she ever, until she filed her Response, advised the Debtors why the claims of the Untimely Growers were not timely filed along with those of many of her other clients.

FURTHER AFFIANT SAITH NOT.

ELLIOT D. SCHULER

SUBSCRIBED AND SWORN to before me, a Notary Public, in and for the State of Texas, on this the 13th day of January 2011.

TRANNA LEE ESTES
MY COMMISSION EXPIRES
August 5, 2012

Tranna Lee Estes

EXHIBIT A

Schuler, Elliot

From: Schuler, Elliot
Sent: Friday, March 12, 2010 6:03 PM
To: twineland@williamsanderson.com
Cc: Parham, David; Bailey, Clayton E.
Subject: PPC: Second Amended Motion for Administrative Expense Claim

Dear Teresa:

I work with Dave Parham and Clayton Bailey and am contacting you this evening with regard to the *Second Amended Notice of and Motion for Allowance and Payment of Administrative Expense Claims* (the "Second Amended Claim") filed by you earlier this week.

Given your extensive involvement in this case, you are more than familiar with the Bankruptcy Court's order of December 28, 2009, which set February 26, 2010 as the deadline to file proofs or requests for payment of claims arising after the Petition Date [Bankruptcy Docket No. 4533 (the "Administrative Bar Date Notice"). The Administrative Bar Date Notice provides in relevant part that "If you are required to file an Administrative Expense Request pursuant to Section 2.1(a) of the Plan and fail to do so by February 26, 2010, you will be forever barred, estopped, and enjoined from asserting such Administrative Expense Claim (and from filing an Administrative Expense Request with respect to such Administrative Expense Claim) against the Debtors, their estates, and their property and the Debtors and the Reorganized Debtors will be forever discharged from any and all indebtedness or liability with respect to such Administrative Expense Claim."

The Second Amended Claim was filed after the Administrative Bar Date. While the Second Amended Claim couches itself as an "amendment" to a timely filed Motion it is really nothing of the sort. We have carefully gone through your pleadings and identified multiple individuals and farms that were not movants on the predecessor motion. Therefore, the Second Amended Claim is not an amendment, but rather an improper attempt by these parties to file claims after the Administrative Bar Date passed. These parties include the following:

Wanda Carter Farm
G. Richeal Dockery Farm
Michael Earl Haskins
Richard Henderson
Lori Henderson
Camp Branch Farms
Samuel Adam Henderson
Regina L. Henderson
Henderson Farms
Sharee Lott
Otis S. Lyons
Jessica M. Lyons
S&J Farms
Wade H. McKinnon
Cheri McKinnon
Hamp McKinnon Farms
H&M Farms
J.M. Pridgen Farms
Michael Smith
Carroll S. Roberts
Elaine Roberts
Carroll S. Roberts Farm
Roberts Poultry
John A. Tillman
John A. Tillman Farm
Randall Wright
Betty Jo Wright

EXHIBIT 1

We have likewise reviewed the assertions in note 1 of the Second Amended Motion, and would advise you that the fact that these parties may have timely filed proofs of claim for alleged pre-petition activity is irrelevant to the determination of whether they have an administrative claim. More than 6,000 parties filed proofs of claims in this case for alleged pre-petition harm. Approximately 1% of them also filed separate administrative claims. Furthermore, the fact that these parties were included in the settlement of Pilgrim's motion to reject executory contracts only strengthens the argument that they do not have any post petition claims.

The Administrative Bar Date Notice is clear that these parties are forever barred, estopped, and enjoined from asserting such claims in this Court. We have Certificates of Service confirming that both they, and you as counsel, received the Administrative Bar Date Notice on behalf of these parties. Since (a) you were successful in timely filing administrative claims for many of your other clients, (b) did not file administrative claims for many of your other clients, and (c) you did not file a new separate motion for the people listed above, it is rather obvious that you also recognize that these claims are barred by limitations.

We would respectfully request that you withdraw your Second Amended Claim as to the new claimants. Please be advised that if the Second Amended Claim is not withdrawn, as to the new claimants, by Friday March 26, 2010, we will be filing a Motion to Strike and will seek discovery from each and every one of the parties listed above as to the reasons for their failure to comply with an order they undoubtedly knew about.

Thank you for your attention to this matter. If you have any further questions please do not hesitate to contact Dave, Clayton or myself.

Elliot

Elliot D. Schuler
Attorney at Law
BAKER & McKENZIE LLP
2001 Ross Avenue, Suite 2300
Dallas, Texas 75201
Tel: +1 214 978 3069
Fax: +1 214 978 3099
elliot.schuler@bakermckenzie.com

EXHIBIT 1

BAKER & McKENZIE

Baker & McKenzie LLP
2300 Trammell Crow Center
2001 Ross Avenue
Dallas, Texas 75201, USA

Tel: +1 214 978 3000
Fax: +1 214 978 3099
www.bakernet.com

Asia Pacific
Bangkok
Beijing
Hanoi
Ho Chi Minh City
Hong Kong
Jakarta
Kuala Lumpur
Manila
Melbourne
Shanghai
Singapore
Sydney
Taipei
Tokyo

Europe & Middle East
Almaty
Amsterdam
Antwerp
Bahrain
Baku
Barcelona
Berlin
Brussels
Bucharest
Budapest
Cairo
Dusseldorf
Frankfurt / Main
Geneva
Kyiv
London
Madrid
Milan
Moscow
Munich
Paris
Prague
Riyadh
Rome
St. Petersburg
Stockholm
Vienna
Warsaw
Zurich

North & South America
Bogota
Brasilia
Buenos Aires
Caracas
Chicago
Guadalajara
Dallas
Guadalajara
Houston
Juarez
Mexico City
Miami
Monterrey
New York
Palo Alto
Porto Alegre
Rio de Janeiro
San Diego
San Francisco
Santiago
Sao Paulo
Tijuana
Toronto
Valencia
Washington, DC

Tel: +1 214 978 3069
elliot.d.schuler@bakernet.com

Via electronic mail
twineland@williamsanderson.com

August 20, 2010

Teresa Wineland, Esq.
Williams & Anderson PLC
111 Center Street, Suite 2200
Little Rock, Arkansas 72201

Re: Second Amended Notice of, and Motion for Allowance and Payment of, Administrative Expense Claims
In re Pilgrim's Pride Corporation, Case No. 08-51637
United States Bankruptcy Court for the Northern District of Texas

Dear Teresa:

We are writing today to follow up on our electronic mail dated March 12, 2010 regarding the Second Amended Notice of, and Motion for Allowance and Payment of, Administrative Expense Claims filed by certain Douglas, Georgia Growers (the "Second Amended Motion"). A copy of that communication is attached for your convenience.

As detailed in our prior communication, the Second Amended Motion improperly attempts to "boot-strap" the alleged administrative claims of approximately twenty-seven parties who failed to comply with the Administrative Bar Date, onto a timely application filed by numerous other parties. Unfortunately for these parties, their administrative claims are clearly late and therefore barred. Almost six months has passed since we made our initial request that you withdraw the Second Amended Motion as to these individuals and/or farms, but to date you have failed to do likewise.

Your withdrawal of the Second Amended Motion as to these individuals and/or farms will significantly streamline the remaining issues in this matter. It will also eliminate the need for us to prepare a motion to strike, as well as save countless time, efforts and expense of the Court and the parties. Therefore, your cooperation in this regard is greatly appreciated.

Given the upcoming deadlines in this case, we would likewise appreciate it if you could file your withdrawal by Wednesday August 25, 2010. Please note, however, that if the withdrawal is not timely filed we will be forced to file a motion for strike as originally mentioned back in March.

If you have any questions, please do not hesitate to contact either David Parham, Clayton Bailey, or myself. Thank you for your prompt attention to this matter.

Baker & McKenzie LLP is a member of Baker & McKenzie International, a Swiss Verein.

EXHIBIT 2

BAKER & McKENZIE

Sincerely,

Elliot D. Schuler

Enclosure

Cc: D. Parham (of the Firm)
C. Bailey (of the Firm)
P. Kumpe (via electronic mail)
C. Fulcher (via electronic mail)
J. Lingle (via electronic mail)
J. Garrett (via electronic mail)

Schuler, Elliot

From: Schuler, Elliot
Sent: Friday, March 12, 2010 6:03 PM
To: twineland@williamsanderson.com
Cc: Parham, David; Bailey, Clayton E.
Subject: PPC: Second Amended Motion for Administrative Expense Claim

Dear Teresa:

I work with Dave Parham and Clayton Bailey and am contacting you this evening with regard to the *Second Amended Notice of and Motion for Allowance and Payment of Administrative Expense Claims* (the "Second Amended Claim") filed by you earlier this week.

Given your extensive involvement in this case, you are more than familiar with the Bankruptcy Court's order of December 28, 2009, which set February 26, 2010 as the deadline to file proofs or requests for payment of claims arising after the Petition Date [Bankruptcy Docket No. 4533 (the "Administrative Bar Date Notice"). The Administrative Bar Date Notice provides in relevant part that "If you are required to file an Administrative Expense Request pursuant to Section 2.1(a) of the Plan and fail to do so by February 26, 2010, you will be forever barred, estopped, and enjoined from asserting such Administrative Expense Claim (and from filing an Administrative Expense Request with respect to such Administrative Expense Claim) against the Debtors, their estates, and their property and the Debtors and the Reorganized Debtors will be forever discharged from any and all indebtedness or liability with respect to such Administrative Expense Claim."

The Second Amended Claim was filed after the Administrative Bar Date. While the Second Amended Claim couches itself as an "amendment" to a timely filed Motion it is really nothing of the sort. We have carefully gone through your pleadings and identified multiple individuals and farms that were not movants on the predecessor motion. Therefore, the Second Amended Claim is not an amendment, but rather an improper attempt by these parties to file claims after the Administrative Bar Date passed. These parties include the following:

Wanda Carter Farm
G. Richeal Dockery Farm
Michael Earl Haskins
Richard Henderson
Lori Henderson
Camp Branch Farms
Samuel Adam Henderson
Regina L. Henderson
Henderson Farms
Sharee Lott
Otis S. Lyons
Jessica M. Lyons
S&J Farms
Wade H. McKinnon
Cheri McKinnon
Hamp McKinnon Farms
H&M Farms
J.M. Pridgen Farms
Michael Smith
Carroll S. Roberts
Elaine Roberts
Carroll S. Roberts Farm
Roberts Poultry
John A. Tillman
John A. Tillman Farm
Randall Wright
Betty Jo Wright

EXHIBIT 2

We have likewise reviewed the assertions in note 1 of the Second Amended Motion, and would advise you that the fact that these parties may have timely filed proofs of claim for alleged pre-petition activity is irrelevant to the determination of whether they have an administrative claim. More than 6,000 parties filed proofs of claims in this case for alleged pre-petition harm. Approximately 1% of them also filed separate administrative claims. Furthermore, the fact that these parties were included in the settlement of Pilgrim's motion to reject executory contracts only strengthens the argument that they do not have any post petition claims.

The Administrative Bar Date Notice is clear that these parties are forever barred, estopped, and enjoined from asserting such claims in this Court. We have Certificates of Service confirming that both they, and you as counsel, received the Administrative Bar Date Notice on behalf of these parties. Since (a) you were successful in timely filing administrative claims for many of your other clients, (b) did not file administrative claims for many of your other clients, and (c) you did not file a new separate motion for the people listed above, it is rather obvious that you also recognize that these claims are barred by limitations.

We would respectfully request that you withdraw your Second Amended Claim as to the new claimants. Please be advised that if the Second Amended Claim is not withdrawn, as to the new claimants, by Friday March 26, 2010, we will be filing a Motion to Strike and will seek discovery from each and every one of the parties listed above as to the reasons for their failure to comply with an order they undoubtedly knew about.

Thank you for your attention to this matter. If you have any further questions please do not hesitate to contact Dave, Clayton or myself.

Elliot

Elliot D. Schuler
Attorney at Law
BAKER & McKENZIE LLP
2001 Ross Avenue, Suite 2300
Dallas, Texas 75201
Tel: +1 214 978 3069
Fax: +1 214 978 3099
elliot.schuler@bakermckenzie.com

EXHIBIT 2