

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 5)

GOLD KIST INC.

(Name of Subject Company)

PROTEIN ACQUISITION CORPORATION
PILGRIM'S PRIDE CORPORATION

(Names of Filing Persons—Offerors)

Common Stock, Par Value \$0.01 Per Share
(Title of Class of Securities)

380614107

(CUSIP Number of Class of Securities)

Richard A. Cogdill
Pilgrim's Pride Corporation
4845 US Highway 271 North
Pittsburg TX 75686-0093
(903) 434-1000

(Name, Address and Telephone Number of Persons Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copy to:

Alan G. Harvey
Baker & McKenzie LLP
2300 Trammell Crow Center
2001 Ross Avenue
Dallas TX 75201

CALCULATION OF FILING FEE

Transaction Valuation*

\$1,060,016,120

Amount of Filing Fee**

\$113,422.00

* Estimated for purposes of calculating the amount of the filing fee only. Calculated by multiplying \$20.00, the per share tender offer price, by the sum of (i) the 51,036,806 outstanding shares of Common Stock as of August 9, 2006 (according to the Quarterly Report on Form 10-Q for the period ended July 1, 2006 filed by Gold Kist Inc.), and (ii) the 1,964,000 shares of Common Stock subject to outstanding grants and awards under Gold Kist Inc. share-based compensation plans (according to the Report on Form 10-Q for the period ended July 1, 2006 filed by Gold Kist Inc.).

** Calculated as 0.0107% of the transaction value.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: _____

Filing Party: _____

Form or Registration No.: _____

Date Filed: _____

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 4 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO filed on September 29, 2006 and amended by Amendment No. 1 filed September 29, 2006, Amendment No. 2 filed October 12, 2006, Amendment No. 3 filed October 16, 2006 and Amendment No. 4 filed October 17, 2006 (as so amended, the "Schedule TO") by Protein Acquisition Corporation, a Delaware corporation ("Purchaser") and Pilgrim's Pride Corporation, a Delaware Corporation ("Parent") and owner of all of the outstanding common stock of Purchaser. The Schedule TO relates to the offer by Purchaser to purchase all the issued and outstanding shares of common stock, par value \$0.01 per share (the "Common Stock"), of Gold Kist Inc., a Delaware corporation (the "Company"), and the associated common stock and Series A Junior Participating Preferred Stock purchase rights (the "Rights," and together with the Common Stock, the "Shares") issued pursuant to the Stockholder Protection Rights Agreement, dated as of July 9, 2004, between the Company and Sun Trust Bank, as Rights Agent (the "Rights Agreement"), for \$20.00 per Share, net to the seller in cash (subject to applicable withholding taxes), without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated September 29, 2006, as amended. Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Schedule TO.

Item 7. Source and Amount of Funds or Other Consideration

Item 7 of the Schedule TO is hereby amended and supplemented as follows:

Section 9, "Financing of the Offer and the Merger," of the Offer to Purchase is hereby amended and supplemented as follows:

The penultimate paragraph of Section 9 of the Offer to Purchase is hereby deleted in its entirety and replaced with the following:

Effective October 23, 2006, Parent entered into a Supplemental Commitment Letter (the "Supplemental Commitment") with Lehman Brothers, LBCB, Credit Suisse Securities (USA) LLC ("CS Securities") and Credit Suisse Cayman Islands Branch ("CS") pursuant to which CS committed to provide 30% of the Bridge Loan Commitment on the same terms and conditions as are applicable to LBCB. In addition, pursuant to the Supplemental Commitment, the Bridge Loan Commitment lenders agreed to hold their commitments available until the earlier of (i) the permanent termination or abandonment of the Offer, (ii) the consummation of the Offer and the Merger and (iii) 5:00 p.m., New York City time, on September 27, 2007.

The Bridge Loan Commitment and the Supplemental Commitment are exhibits to the Schedule TO, as amended, filed by Parent with the Commission, and the foregoing summary is qualified in its entirety by reference to the terms of the Bridge Loan Commitment and the Supplemental Commitment.

Item 12. Material to Be Filed as Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by the addition of Exhibit (a)(26) and, as so amended, is restated as follows:

- (a)(1) Offer to Purchase dated September 29, 2006.
- (a)(2) Form of Letter of Transmittal.
- (a)(3) Form of Notice of Guaranteed Delivery.
- (a)(4) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(5) Form of Letter to Clients.
- (a)(6) Form of Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
- (a)(7) Summary Advertisement as published in The Wall Street Journal on September 29, 2006.

- (a)(8) Press Release announcing Parent’s intention to commence the Offer issued by Parent on September 28, 2006 (incorporated by reference to the Current Report on Form 8-K filed by Parent on September 28, 2006).
- (a)(9) Letter dated September 28, 2006 from Parent to the Board of Directors of the Company (included in Exhibit (a)(8)).
- (a)(10) Letter dated September 28, 2006 to employees of Parent (incorporated by reference to the Current Report on Form 8-K filed by Parent on September 28, 2006).
- (a)(11) Letter dated September 28, 2006 to customers of Parent (incorporated by reference to the Current Report on Form 8-K filed by Parent on September 28, 2006).
- (a)(12) Letter dated September 28, 2006 to Parent growers (incorporated by reference to the Current Report on Form 8-K filed by Parent on September 28, 2006).
- (a)(13) Tender Offer FAQs (incorporated by reference to the Current Report on Form 8-K filed by Parent on September 28, 2006).
- (a)(14) Frequently Asked Questions for Pilgrim’s Pride Employees (incorporated by reference to the Current Report on Form 8-K filed by Parent on September 28, 2006).
- (a)(15) Press release issued by Parent on September 28, 2006 announcing Parent’s intention to commence the Offer to Purchase Gold Kist 10 1/4% Senior Notes due March 15, 2014 and related Consent Solicitation (incorporated by reference to the Current Report on Form 8-K filed by Parent on September 28, 2006).
- (a)(16) Press release issued by Parent on August 18, 2006 (previously filed on August 18, 2006 pursuant to Rule 14a-12 under the Securities Exchange Act of 1934 (the “Exchange Act”) and refiled on August 24, 2006 pursuant to Rule 425 under the Securities Act of 1933 (the “Securities Act”) and deemed filed pursuant to Rule 14a-12 and Rule 14d-2 under the Exchange Act).
- (a)(17) Pilgrim’s Pride Corporation’s Proposal for Gold Kist Inc. Frequently Asked Questions (FAQs) dated August 21, 2006 (previously filed on August 21, 2006 pursuant to Rule 425 under the Securities Act and deemed filed pursuant to Rule 14a-12 and Rule 14d-2 under the Exchange Act).
- (a)(18) Investor Presentation dated August 21, 2006 (previously filed on August 21, 2006 pursuant to Rule 425 under the Securities Act and deemed filed pursuant to Rule 14a-12 and Rule 14d-2 under the Exchange Act).
- (a)(19) Letter dated August 18, 2006 from Parent to the Company regarding the stockholder proposal provided by O.B. Goolsby, Jr., to the Company (previously filed on August 22, 2006 pursuant to Rule 425 under the Securities Act and deemed filed pursuant to Rule 14a-12 and Rule 14d-2 under the Exchange Act).
- (a)(20) Letter dated August 30, 2006 from Parent to the Company.
- (a)(21) Letter dated September 20, 2006 from Parent to the Company.
- (a)(22) Press Release issued by Parent on September 29, 2006 announcing commencement of the Offer to Purchase the Company’s 10 1/4% Senior Notes due March 15, 2014 and related Consent Solicitation.
- (a)(23) Press Release issued by Parent on October 12, 2006 responding to the Schedule 14D-9 filed by the Company.
- (a)(24) Press Release issued by Parent on October 12, 2006 announcing the purchase price for the Gold Kist Notes and receipt of tenders and related consents from holders of 73.2% of the outstanding Gold Kist Notes.
- (a)(25) Press Release issued by Parent on October 16, 2006 announcing receipt of tenders of Gold Kist Notes and related consents sufficient to approve proposed amendments to the Gold Kist Indenture.
- (a)(26) Press Release issued by Parent on October 17, 2006 announcing early termination of the waiting period under the HSR Act.

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- (a)(27) Press Release issued by Parent on October 23, 2006 with open letter to the Company's stockholders.
 - (b)(1) Credit Agreement by and among CoBank ACB, Agriland FCS and the Company dated as of September 21, 2006 (incorporated by reference to the Current Report on Form 8-K filed by Parent on September 28, 2006).
 - (b)(2) Pilgrim's Pride Corporation \$450,000,000 Senior Unsecured Increasing Rate Bridge Facility Commitment Letter from Lehman Brothers to the Company dated September 27, 2006 (incorporated by reference to the Current Report on Form 8-K filed by Parent on September 28, 2006).
 - (b)(3) Supplemental Commitment Letter from Lehman Brothers and Credit Suisse to Parent dated October 20, 2006.
 - (d) None.
 - (g) None.
 - (h) None.

EXHIBIT INDEX

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- (d) None.
- (g) None.
- (h) None.



FOR IMMEDIATE RELEASE

Pilgrim's Pride Issues Open Letter to Gold Kist Stockholders

Pittsburg, TX. October 23, 2006 — Pilgrim's Pride Corporation (NYSE: PPC) today issued the following open letter to the stockholders of Gold Kist Inc. (NASDAQ: GKIS):

Dear Gold Kist Stockholder:

As we said on October 12, 2006, we are disappointed in the Gold Kist board's recommendation, which has failed to recognize both the value our offer affords Gold Kist's stockholders and the unique opportunity it presents to employees and contract growers. Our offer to acquire all of the outstanding shares of Gold Kist Inc. at \$20 per share in cash expires at midnight, New York City Time, October 27, 2006, unless extended.

Since before going public with our offer on August 18, 2006, Pilgrim's Pride has made it clear that we would prefer to work together with Gold Kist and its board to negotiate a mutually beneficial agreement for both companies' respective stockholders, employees, business partners and other stakeholders. However, the Gold Kist board's unwillingness to hold any meaningful discussions with us, as well as other actions on its part, have convinced us that it does not share the same goal. We believe that there are many mischaracterizations in Gold Kist's 14D-9 filing on October 12, 2006, and we would like to set the record straight.

• **We believe the Gold Kist board is not managing the process in your best interests.**

- We originally sent Gold Kist a confidentiality agreement on August 11, 2006. Gold Kist consistently delayed and as a result there was little progress toward negotiating a confidentiality agreement.
- Since our receipt of a Gold Kist alternative proposed confidentiality agreement on September 5, 2006, our attorneys stated in numerous conversations with Gold Kist attorneys, among other things, that we could not accept a standstill provision or the equivalent of a standstill provision (one that could jeopardize our ability to commence a tender offer or proxy solicitation). While Gold Kist claims it was willing to forego the standstill provision and deleted the express standstill provision, Gold Kist was unwilling to expressly exempt from the restrictions of the confidentiality agreement the disclosure of information required by Securities and Exchange Commission rules to be disclosed in connection with a tender offer or proxy solicitation. This is in essence a "backdoor" standstill provision.
- Gold Kist also has been unwilling to confirm to us the materials that it would furnish in response to our information request. When we sent our request to Gold Kist's financial advisors on September 1, 2006, we noted that we were prepared to begin reviewing the information immediately. To date, we have not had a single discussion or meeting with respect to the list of information to be provided, and we have no idea – even if we were to sign a confidentiality agreement – whether we would receive the information requested.

- The Gold Kist board and Special Committee of independent directors also reiterated in their press release on October 12, 2006, that they “remain committed to the continuing enhancement and execution of the Company’s strategic business plan, as well as exploration of potential alternatives to maximize stockholder value.” We note that more than two months have passed since Pilgrim’s Pride made its offer public, and we remain the only buyer that has publicly expressed interest in acquiring Gold Kist. Further, Gold Kist’s board of directors has completely excluded Pilgrim’s Pride from its process. If indeed a process is underway, it is clearly in the best interests of Gold Kist stockholders that Pilgrim’s Pride be given the opportunity to participate.
- **While the chicken industry is subject to volatility, our offer reflects a significant premium to normalized conditions.**
 - As is widely known, the chicken industry is subject to volatility and there are a number of factors impacting near-term market conditions. Even though industry dynamics improved in the spring and early summer of 2006, in fact, since we made our \$20 per share offer public on August 18, 2006, the industry conditions have weakened. The price of boneless breast meat has decreased from \$1.47 per pound to a near all-time low of \$1.06 per pound.¹ In addition, the price of corn has increased sharply from \$2.196 per bushel to \$3.126 per bushel over the past two months.² These factors negatively affect industry profit margins, which remain below historical industry average performance and Pilgrim’s Pride purposely set its \$20 per share offer price for Gold Kist to reflect what we believe is a significant premium to normalized conditions.
- **The Pilgrim’s Pride \$20 per share offer provides you with immediate and certain value for your shares.**
 - Our offer represents a premium of 55% over Gold Kist’s closing stock price on August 18, 2006, the last day of trading before Pilgrim’s Pride notified Gold Kist’s board of directors in a public letter that it was offering \$20 per share in cash for the company.
 - While the Gold Kist board has expressed confidence in its strategic plan and the stand-alone value of the company, we note that prior to our offer, Gold Kist stock was trading at \$12.93 per share. In light of ongoing industry volatility, our offer provides certain and immediate value of \$20 per share in cash, which is not subject to both the risks inherent in the execution of Gold Kist’s long-term strategic plan or the many uncertainties of the poultry industry.
 - Gold Kist’s stock price, on average, has been approximately 50% of the Pilgrim’s Pride stock price since Gold Kist’s initial public offering in 2004.³ While stocks in our industry are subject to significant volatility, applying this average relative trading value of 50% to Friday, October 20, 2006, Pilgrim’s Pride closing stock price of \$25.52 implies a Gold Kist stock price of approximately \$12.94. (We note that the Gold Kist stock price prior to our offer was \$12.93 per share.) Thereby, our offer still represents an approximately 55% premium to this implied Gold Kist stock price.

- **We are attempting to preserve your ability to elect a new board majority and negate a lawsuit which seeks to entrench Gold Kist management and delay your opportunity to receive cash for your shares.**
 - We believe Gold Kist is attempting to entrench its management and board and deny stockholders the opportunity to receive \$20 in cash per share. Rather than negotiate a confidentiality agreement, furnish information requested more than six weeks ago, or attempt to negotiate a merger agreement, Gold Kist instead filed a lawsuit against Pilgrim's Pride. This lawsuit seeks to limit Gold Kist stockholders' ability to vote in favor of Pilgrim's Pride's nominees. We believe this is another attempt by Gold Kist's board to entrench itself and delay your ability to receive cash for your shares. If the current Gold Kist directors continue to stand between you and our offer, we will vigorously defend against this lawsuit in order to preserve your right to elect a new board majority.
- **We are confident that the conditions necessary to consummate the transaction can be met.**
 - Pilgrim's Pride has made tangible progress toward consummating this transaction. As we announced on October 16, 2006, we have received the requisite consents from approximately 99% of the holders of Gold Kist's outstanding debt. In addition, the Department of Justice has granted early termination under the Hart-Scott-Rodino Antitrust Improvements Act of 1976.
- **Pilgrim's Pride respects Gold Kist's growers and intends to honor their existing contracts.**
 - From the outset of our offer, we have said that we intend to honor all existing grower contracts. We agree with Gold Kist Chief Executive Officer John Bekkers, who has said that good people are important to the ongoing success of the business.⁴ We are proud of our positive working relationships with our own growers, which should give Gold Kist growers confidence that we would approach our relationships with them in the same spirit. And for Gold Kist growers who are stockholders, we urge you to support our tender offer.

It is important all Gold Kist stockholders understand our genuine attempts to negotiate a mutually beneficial transaction with the Gold Kist board. Your board's refusal to act in your best interests left us no choice but to commence our tender offer for Gold Kist shares.

Now you have the opportunity to act in your own best interests. You can send a clear message to the Gold Kist board by voicing your support for our offer and tendering your shares.

Our tender offer is scheduled to expire at midnight, New York City Time, on Friday, October 27, 2006, unless extended. Your board of directors has rejected our offer and refused even to discuss our offer with us. It is clear that reaching an agreement quickly would be in the best interests of all stockholders and all other constituencies.

The choice is yours. Please tender your shares today. If you have any questions or require assistance in tendering your shares, please contact our information agent, Innisfree M&A Incorporated, at 877-687-1874 (toll free from the U.S. and Canada).

Sincerely,

PILGRIM'S PRIDE CORPORATION

/s/ Lonnie "Bo" Pilgrim

Lonnie "Bo" Pilgrim
Chairman

¹ Based on Urner Barry Northeast Market data, August 18, 2006, and October 20, 2006, respectively, Urner Barry Publications, Inc. Boneless Breast refers to Boneless Skinless Breast Tender Out.

² Corn prices based on nearby-contract price on CBOT, August 18, 2006 and October 20, 2006, respectively.

³ The average ratio of GKIS's closing stock price to PPC's closing stock price from October 7, 2004, the date of GKIS's IPO, through August 18, 2006, the last day of trading before PPC made public its all cash \$20 per share offer for GKIS, has been 0.507:1.00 (average ratio defined as the daily average of the relative stock prices over the measurement period).

⁴ Suwannee Democrat, September 18, 2006.

Pilgrim's Pride has obtained financing for the tender offer through a combination of an amendment to its existing credit facility and a commitment letter for an additional credit facility from Lehman Brothers Inc.

Pilgrim's Pride's tender offer is scheduled to expire at midnight, New York City Time, on Friday, October 27, 2006, unless extended.

Baker & McKenzie LLP and Morris, Nichols, Arsht & Tunnell, LLP are acting as legal counsel and Credit Suisse, Legacy Partners Group LLC and Lehman Brothers Inc. are acting as financial advisors to Pilgrim's Pride. Innisfree M&A Incorporated is acting as information agent for Pilgrim's Pride's offer.

Pilgrim's Pride Corporation

Pilgrim's Pride Corporation is the second-largest chicken producer in the United States and Mexico and the largest chicken producer in Puerto Rico. Pilgrim's Pride employs approximately 40,000 people and has major operations in Texas, Alabama, Arkansas, Georgia, Kentucky, Louisiana, North Carolina, Pennsylvania, Tennessee, Virginia, West Virginia, Mexico and Puerto Rico, with other facilities in Arizona, Florida, Iowa, Mississippi and Utah.

Pilgrim's Pride products are sold to foodservice, retail and frozen entree customers. The Company's primary distribution is through retailers, foodservice distributors and restaurants throughout the United States and Puerto Rico and in the Northern and Central regions of Mexico. For more information, please visit <http://www.pilgrimspride.com>.

Forward-Looking Statements:

Statements contained in this press release that state the intentions, plans, hopes, beliefs, anticipations, expectations or predictions of the future of Pilgrim's Pride Corporation and its management, including as to the expected benefits of the proposed transaction with Gold Kist, are forward-looking statements. It is important to note that the actual results could differ materially from those projected in such forward-looking statements. Factors that could cause actual results to differ materially from those projected in such forward-looking statements include: matters affecting the poultry industry generally, including fluctuations in the commodity prices of feed ingredients, chicken and turkey; additional outbreaks of avian influenza or other diseases, either in our own flocks or elsewhere, affecting our ability to conduct our operations and/or demand for our poultry products; contamination of our products, which has

recently and can in the future lead to product liability claims and product recalls; exposure to risks related to product liability, product recalls, property damage and injuries to persons, for which insurance coverage is expensive, limited and potentially inadequate; changes in laws or regulations affecting our operations or the application thereof; competitive factors and pricing pressures or the loss of one or more of our largest customers; currency exchange rate fluctuations, trade barriers, exchange controls, expropriation and other risks associated with foreign operations; management of our cash resources, particularly in light of our leverage, and restrictions imposed by and as a result of, our leverage; inability to complete the proposed acquisition or effectively integrate Gold Kist's business or realize the associated cost savings and operating synergies currently anticipated; and the impact of uncertainties of litigation as well as other risks described under "Risk Factors" in our Annual Report on Form 10-K and subsequent filings with the Securities and Exchange Commission. Pilgrim's Pride Corporation undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Important Legal Information

This press release is provided for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any securities of Gold Kist. Any offers to purchase or solicitation of offers to sell Gold Kist shares will be made only pursuant to the tender offer statement (including the offer to purchase, the letter of transmittal and other offer documents) filed with the Securities and Exchange Commission ("SEC") on September 29, 2006. Gold Kist stockholders are advised to read these documents and any other documents relating to the tender offer that are filed with the SEC carefully and in their entirety because they contain important information. Gold Kist stockholders may obtain copies of these documents for free at the SEC's website at www.sec.gov or by calling Innisfree M&A Incorporated, the Information Agent for the offer, at 877-687-1874 (toll free from the U.S. and Canada).

Pilgrim's Pride currently intends to solicit proxies for use at Gold Kist's 2007 Annual Meeting of Stockholders, or at any adjournment or postponement thereof, to vote to increase the number of directors constituting Gold Kist's entire board to 15 and fill nine positions on the expanded board with nominees of the president and chief executive officer of Pilgrim's Pride. Investors and security holders are urged to read the proxy statement and other disclosure documents regarding the proposed transaction, when they are filed, because they will contain important information. These disclosure documents will be filed with the SEC by Pilgrim's Pride Corporation and security holders may obtain a free copy of these disclosure documents (when they become available) and other documents filed with the SEC by Pilgrim's Pride Corporation at the SEC's web site at www.sec.gov. The disclosure documents filed with the SEC by Pilgrim's Pride Corporation may also be obtained for free by directing a request to Pilgrim's Pride Corporation at 4845 U.S. Highway 271 N, Pittsburg, Texas, 75686 Attn. Secretary. The identity of people who, under SEC rules, may be considered "participants in a solicitation" of proxies from Gold Kist stockholders for use at its 2007 Annual Meeting of Stockholders and a description of their direct and indirect interest in the solicitation, by security holdings or otherwise, is contained in the Form 425 filed by Pilgrim's Pride with the SEC on August 24, 2006.

Contacts:

Joele Frank / Steve Frankel
Joele Frank, Wilkinson Brimmer Katcher
212-355-4449

October 20, 2006

CREDIT SUISSE SECURITIES (USA) LLC
11 Madison Avenue
New York, New York 10010

CREDIT SUISSE
11 Madison Avenue
New York, New York 10010

Pilgrim's Pride Corporation
Supplemental Commitment Letter

Lehman Brothers Inc.
Lehman Brothers Commercial Bank
745 Seventh Avenue
New York, NY 10019
Attention: Laurie Perper

Pilgrim's Pride Corporation
4845 US Highway 271 North
Pittsburg, TX 75686-0093
Attention: Richard A. Cogdill

Ladies and Gentlemen:

Reference is made to the Commitment Letter, dated September 27, 2006 (together with the exhibits thereof, the "Commitment Letter") among Lehman Brothers Inc. ("Lehman Brothers"), Lehman Brothers Commercial Bank ("LBCB") and Lehman Commercial Paper Inc. ("LCPI") and together with Lehman Brothers and LBCB, "Lehman" or the "Initial Commitment Parties") and Pilgrim's Pride Corporation (the "Company"). Capitalized terms used but not defined herein are used with the meanings assigned to them in the Commitment Letter. This Supplemental Commitment Letter (this "Supplemental Commitment Letter") sets forth the understanding of the parties hereto regarding the participation of Credit Suisse ("CS") and Credit Suisse Securities (USA) LLC ("CS Securities") in the financing of the Transactions.

CS or its designated affiliate (the "Additional Lender") hereby commits (the "Additional Commitments") to provide 30% of the entire amount of the Interim Loans, on the same terms and conditions as are applicable to the Initial Commitment Parties' commitments in respect of the Interim Loans under the Commitment Letter. CS, as Additional Lender, shall be an "Initial Lender" under the Commitment Letter and the Fee Letter. In addition, CS Securities shall be an "Arranger" (the "Additional Arranger") under the Commitment Letter and the Fee Letter and shall have the role of Joint Lead Arranger and Bookrunner. The commitment of LBCB under the Commitment Letter in respect of the Interim Loans shall be reduced dollar for dollar by the Additional Commitments of the Additional Lender upon execution of this Supplemental Commitment Letter by each of the parties hereto. For the avoidance of doubt, the aggregate commitments of the Initial Lenders (including the Additional Lender) under the Commitment Letter shall not be reduced as a result of the provisions of this Supplemental Commitment Letter.

The Additional Lender agrees that (i) the syndication of the Bridge Facility shall be managed by Lehman Brothers until the date Lehman Brothers determines that such Bridge Facility has been successfully syndicated (such date the "Successful Syndication Date") and (ii) until the earlier to occur of (x) the Successful Syndication Date and (y) the date that is 30 days after the Closing Date, the Additional Lender will not syndicate the Additional Commitments except pursuant to a syndication

managed by Lehman Brothers. Any commitments received in connection with any such syndication by Lehman Brothers shall be allocated 70% to the commitments of LBCB and 30% to the commitments of the Additional Lender.

As consideration for the Additional Commitments, the Company agrees to pay to the Additional Arranger its pro rata portion of the fees set forth under the Fee Letter (other than the administration fee referred to in paragraph 1(b) of the Fee Letter) and fees payable to LBCB or LCPI thereunder shall be reduced dollar for dollar by the amount of such fees payable to the Additional Lender hereunder. For the avoidance of doubt, the aggregate fees payable to the Initial Lenders (including the Additional Arranger) under the Fee Letter shall not be increased as a result of the provisions of this Supplemental Commitment Letter.

Each party hereto confirms that the Additional Lender and the Additional Arranger shall each be bound by the terms and conditions of the Commitment Letter and the Fee Letter, and a beneficiary of all acknowledgements, representations, warranties, authorizations, consents and waivers made by, and agreements, covenants and obligations of, the Company in the Commitment Letter and the Fee Letter, to the same extent as the same are applicable to Lehman Brothers, LBCB, LCPI, Lehman, the Initial Commitment Parties, the Arranger or the Initial Lenders, including, without limitation, the conditions set forth in the eighth paragraph of the Commitment Letter and the "Initial Conditions" section of the Term Sheet and the indemnity and expense reimbursement provisions set forth in the ninth paragraph of the Commitment Letter; provided, however, that this paragraph shall not apply to (i) roles, titles or fees with respect to the Bridge Facility (which are set forth herein) and (ii) the provisions therein applicable to the Administrative Agent in its capacity as such. It is understood and agreed that Weil, Gotshal & Manges LLP will act as counsel to the Initial Commitment Parties, the Additional Lender and the Additional Arranger.

This Supplemental Commitment Letter may not be amended or waived except by an instrument in writing signed by each party hereto. The Company and each Initial Commitment Party agree that no amendment, waiver, supplement or other modification to the Commitment Letter shall be entered into unless the parties thereto and the Additional Lender shall have consented thereto in writing. This Supplemental Commitment Letter shall be governed by, and construed in accordance with, the laws of the State of New York. This Supplemental Commitment Letter may be executed in any number of counterparts, each of which shall be an original, and all of which, when taken together, shall constitute one agreement. Delivery of an executed signature page of this Supplemental Commitment Letter by facsimile transmission shall be effective as delivery of a manually executed counterpart hereof.

This Supplemental Commitment Letter, the fee arrangements set forth in this Supplemental Commitment Letter and the other terms and conditions contained herein may not be disclosed by the Company to the same extent as provided in the Commitment Letter.

The Additional Lender acknowledges that it has, independently and without any reliance upon any Initial Commitment Party or any of their respective affiliates, or any of their respective officers, directors, employees, agents, advisors or representatives, and based on the financial statements of the Company and its subsidiaries and such other documents as it has deemed appropriate, made its own credit analysis and decision to enter into the commitment evidenced by this Supplemental Commitment Letter.

The compensation, reimbursement, indemnification, jurisdiction and confidentiality provisions contained herein or incorporated herein by reference will remain in full force and effect regardless of whether the definitive financing documentation is executed and delivered and notwithstanding the termination of this Supplemental Commitment Letter, the Commitment Letter, the Additional Lender's commitments hereunder or the Initial Lenders' commitments under the Commitment

Letter; provided, that the Company's obligations under this Supplemental Commitment Letter (other than obligations with respect to confidentiality of the fee arrangements set forth in this Supplemental Commitment Letter shall automatically terminate and be superseded by the provisions of the definitive financing documentation upon the initial funding thereunder, and the Company shall automatically be released from all liability in connection therewith at such time.

Except as otherwise provided herein, all commitments of the Lenders in respect of the Interim Loans hereunder shall continue, and the Lenders shall hold their commitments in respect thereof available for you, until the earlier of (i) the permanent termination or abandonment of the Company's tender offer for or acquisition of the Target's securities, (ii) the consummation of the Acquisition for 100% of the Target's securities and (iii) 5:00 p.m., New York City time, on September 27, 2007. This Supplemental Commitment Letter and the commitments hereunder will terminate if the Closing Date shall not have occurred on or prior to such date.

If the foregoing correctly sets forth our agreement, please indicate your acceptance of the terms hereof by returning to us an executed counterpart hereof.

Very truly yours,

CREDIT SUISSE, CAYMAN ISLANDS BRANCH

By: /s/ Alexis Maged

Name: Alexis Maged

Title: Managing Director

By: /s/ Adam Forchheimer

Name: Adam Forchheimer

Title: Vice President

CREDIT SUISSE SECURITIES (USA) LLC

By: /s/ Alexis Maged

Name: Alexis Maged

Title: Managing Director

LEHMAN BROTHERS COMMERCIAL BANK

By: /s/ George Janes
Name: George Janes
Title: Chief Credit Officer

LEHMAN COMMERCIAL PAPER INC.

By: /s/ Laurie Perper
Name: Laurie Perper
Title: Senior Vice President

LEHMAN BROTHERS INC.

By: /s/ Laurie Perper
Name: Laurie Perper
Title: Senior Vice President