U.S. DEPARTMENT OF AGRICULTURE
GRAIN INSPECTION, PACKERS AND STOCKYARDS ADMINISTRATION
PACKERS AND STOCKYARDS PROGRAMS

ANNUAL REPORT OF PACKERS

This report is required by law (7 U.S.C. 222 and 15 U.S.C. 49 [illegible]). Failure to report after notice of default will result in forfeiture to the United States the sum of $100 for each and every day of the continuance of such failure (15 U.S.C. 50).

Public reporting burden for this collection of information is estimated to average [illegible] hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the form. Send comments regarding this burden estimate or any other aspects of this collection of information, including suggestions for reducing the burden, to USDA, OIRM, Clearance Officer, Room 404-W, Washington, DC 20250. When replying refer to this OMB Number and Form Number in your letter.

INSTRUCTIONS: This report must be filed by any individual, partnership, corporation, or association, as determined by the Secretary, that is engaged in the business of a PACKER, as that term is defined in the Packers and Stockyards Act, 1921, and should be returned not later than April 15 following calendar year end or 90 days after close of least period of business in an other than a calendar year basis. If space provided in any item is not sufficient, attach additional sheets containing this information and make reference to the relevant Section and Item number.

See enclosed instructions before completing this report.

REPORT FOR YEAR ENDED: December 31, 19

IF NOT FOR CALENDAR YEAR, INDICATE PERIOD COVERED: 4-29-01

RETURN COMPLETED REPORT TO:

USDA, GIPSA
PACKERS AND STOCKYARDS PROGRAMS
100 ALABAMA STREET SW, SUITE 5R10
ATLANTA, GA 30303

CERTIFICATION: I certify that the following report has been prepared by me or under my direction, and that to the best of my knowledge and belief, said report correctly reflects the operations of the reporting packer.

DATE	TITLE	SIGNATURE (Owner, partner, or corporate officer if a corporation)
6-28-01	Assist VP Corp- Acting	Raymond L. Edwards

SECTION 1. GENERAL INFORMATION

1. NAME AND ADDRESS OF PACKER (Include ZIP code)
Gwaltney of Smithfield
P. O. Box 489
Smithfield, VA 23431

1a. TELEPHONE NUMBER: 757-357-3131

2a. TYPE OF ORGANIZATION (check one): [ ] INDIVIDUAL [X] CORPORATION [ ] PARTNERSHIP [ ] OTHER (specify)

2b. IF A CORPORATION, STATE IN WHICH INCORPORATED: DE

2c. DATE INCORPORATED: 9/14/81

3a. DID ANY CHANGE IN ORGANIZATION TAKE PLACE DURING THE YEAR? [ ] YES [X] NO

3b. IF "YES," GIVE DETAILS

3c. DID YOU ACQUIRE ANY PLANTS THROUGH PURCHASE, MERGER, LEASE, ETC., DURING REPORTING PERIOD? [X] YES [ ] NO

3d. DID YOU SELL OR LEASE ANY PLANTS TO OTHERS DURING REPORTING PERIOD? [ ] YES [X] NO

3e. DID YOU OPEN OR PERMANENTLY CLOSE ANY PLANTS DURING REPORTING PERIOD? [X] YES [ ] NO IF YES, F.I. NO. AND TYPE OF CHANGE

Closed Coddle Roasted Meats in January 2001

4a. ACTIVITIES ENGAGED IN: [X] Slaughtering [ ] Fabricating [X] Further Processing

5. OWNERS, PARTNERS, OFFICERS, AND DIRECTORS

NAME	TITLE	Percent of Ownership	Social Security Number	HOME ADDRESS (Street and no., city, state, and ZIP code)
See Attached				

6. IF REPORTING COMPANY IS OWNED OR CONTROLLED BY ANY CORPORATION OR INDIVIDUAL OTHER THAN THOSE LISTED UNDER ITEM 5 ABOVE, GIVE NAME AND ADDRESS OF SUCH CORPORATION OR INDIVIDUAL:

7. SUBSIDIARIES AND AFFILIATED COMPANIES WHOSE OPERATIONS ARE INCLUDED IN THIS REPORT (Include in all appropriate portions of report TOTAL operations of ALL subsidiaries and affiliated companies listed in this item.)

NAME OF COMPANY	LOCATION (City and state)	NATURE OF BUSINESS	PERCENTAGE OF CONTROL BY REPORTING COMPANY
Hancock's Old Fashioned Country Hams, Inc.	Franklinville, NC	Meat Processing	100

8. SUBSIDIARIES AND AFFILIATED COMPANIES WHOSE OPERATIONS ARE NOT INCLUDED IN THIS REPORT (Except for those business activities reported in Section 4.)

NAME OF COMPANY	LOCATION (City and state)	NATURE OF BUSINESS	PERCENTAGE OF CONTROL BY REPORTING COMPANY
See Attached			

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REDACTED PURSUANT TO STIPULATED
PROTECTIVE ORDER GOVERNING CONFIDENTIAL
INFORMATION ENTERED JUNE 17, 2003

SECTION 1.

9. OWNERS, PARTNERS, OFFICERS, AND DIRECTORS OF REPORTING COMPANY WHO ARE PARTNERS, OFFICERS, OR DIRECTORS IN, OR CONTROL OTHER FIRMS ENGAGED IN SLAUGHTERING LIVESTOCK OR POULTRY, MANUFACTURING OR PREPARING MEAT OR MEAT FOOD PRODUCTS, MARKETING, AT WHOLESALE OR RETAIL, MEAT OR MEAT FOOD PRODUCTS, OPERATING A STOCKYARD, MARKET AGENCY, OR DEALER ORGANIZATION HANDLING LIVESTOCK OR LIVE POULTRY, OR FEEDING LIVESTOCK OR POULTRY.

NAME	POSITION IN REPORTING COMPANY	POSITION AND OWNERSHIP INTEREST IN OTHER COMPANY	NAME OF OTHER COMPANY	LOCATION OF OTHER COMPANY (City and State)	NATURE OF BUSINESS OF OTHER COMPANY
See Attached					

SECTION 2. - BEEF FABRICATION AND HOG CUTTING AND PROCESSING

1a. DO YOU FABRICATE STEER AND HEIFER CARCASSES INTO PRIMAL OR SUBPRIMAL CUTS, VACUUM PACKED AND COMMONLY REFERRED TO AS BOXED BEEF? ☐ YES ☒ NO (IF YES, COMPLETE THIS SECTION)

NAME AND LOCATION OF PLANT	INSPECTION NUMBER	NUMBER OF CARCASSES FABRICATED INTO BOXED BEEF		TOTAL POUNDS OF BOXED BEEF (exclude trimmings and ground beef)
		FROM OWN SLAUGHTER	FROM OUTSIDE PURCHASES	
TOTAL				

1b. DO YOU FABRICATE COW AND BULL CARCASSES INTO PRIMAL OR SUBPRIMAL CUTS, VACUUM PACKED AND COMMONLY REFERRED TO AS BOXED BEEF? ☐ YES ☒ NO (IF YES, COMPLETE THIS SECTION)

NAME AND LOCATION OF PLANT	INSPECTION NUMBER	NUMBER OF CARCASSES FABRICATED INTO BOXED BEEF		TOTAL POUNDS OF BOXED BEEF (exclude trimmings and ground beef)
		FROM OWN SLAUGHTER	FROM OUTSIDE PURCHASES	
TOTAL				

2. DO YOU CUT OR FURTHER PROCESS HOG CARCASSES? ☒ YES ☐ NO (IF YES, COMPLETE THIS SECTION)

NAME AND LOCATION OF PLANT	NUMBER OF CARCASSES	CUT AND SHIP	FURTHER PROCESS	TOTAL POUNDS
Gwaltney of Smithfield - Smithfield, VA	REDACTED		REDACTED	

SECTION 3. - LIVESTOCK SLAUGHTERING AND PROCESSING OPERATIONS *(Include your livestock slaughtering operations and those of the subsidiaries and affiliated companies listed in Section 1, Item 7)*

1. ALL LIVESTOCK SLAUGHTERED BY PLANT *(Including item 2 of this section)*

NAME AND LOCATION OF PLANT	TYPE OF INSPECTION AND PLANT NO. *(Federal, State, City)*	NUMBER OF HEAD SLAUGHTERED					
		CATTLE					
		Steers and Heifers	Cows and Bulls	CALVES	HOGS	SHEEP	OTHER
Gwaltney of Smithfield, Smfd, VA	Fed 221A			REDACTED			
Hancock Hams, Franklinville, NC	Fed 1477				—		
TOTAL							

2. LIVESTOCK CUSTOM SLAUGHTERED BY YOU FOR OTHERS
(Report for individual firms for whom you slaughtered 100 head or more)

NAME AND LOCATION OF FIRMS FOR WHOM SLAUGHTERED							
N/A							
TOTAL VOLUME OF INDIVIDUAL FIRMS SLAUGHTERED LESS THAN 100 HEAD							
TOTAL							

3. LIVESTOCK CUSTOM SLAUGHTERED FOR YOU BY OTHERS
(Report for individual firms who slaughtered 100 head or more for you)

NAME AND LOCATION OF FIRMS WHO SLAUGHTERED FOR YOU							
N/A							
TOTAL VOLUME OF INDIVIDUAL FIRMS SLAUGHTERED LESS THAN 100 HEAD							
TOTAL							

4. LIST TOP THREE OUT-OF-STATE CUSTOMERS YOU SOLD EDIBLE PRODUCT TO DURING THE YEAR.

NAME	ADDRESS	DOLLAR VOLUME
REDACTED	REDACTED	REDACTED

SECTION 4. PROCUREMENT OF LIVESTOCK FOR SLAUGHTER. Include your slaughter livestock procurement activities and those of the subsidiaries and affiliated companies reported in Section 1, Item 7. - If you reported two or more plants under Section 3, Item 1, then submit a separate Supplemental Report (FORM FSSA-128-1) for each plant. Item 1 through 11, report numbers of livestock by species.

ITEM	NUMBER OF HEAD SLAUGHTERED					
LIVESTOCK PURCHASED BOTH LIVE WEIGHT AND CARCASS WEIGHT PURCHASES	CATTLE					
	Steers and Heifers	Cows and Bulls	CALVES	HOGS	SHEEP	OTHER
1. LIVESTOCK ON HAND FOR SLAUGHTER OR FEEDING AT THE BEGINNING OF THE REPORTING PERIOD.			REDACTED			
2. LIVESTOCK TRANSFERRED FROM FEEDING.						
3. LIVESTOCK PURCHASED FOR SLAUGHTER DIRECTLY AT THE PACKING PLANT, BUYING STATIONS, COUNTRY POINTS, AND FEEDLOTS.			REDACTED			
4. LIVESTOCK PURCHASED AT AUCTION MARKETS, VIDEO SALES, AND TERMINAL STOCKYARDS.						

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SECTION 4. *(Continued)* - - **PROCUREMENT OF LIVESTOCK FOR SLAUGHTER.** Include your slaughter livestock procurement activities and those of the subsidiaries and affiliated companies reported in Section 1. Item 7 - If you reported two or more plants under Section 3, Item 1, also submit a separate Supplemental Report (FORM FSCP-125-1) for each plant. Item 1 through 11, report numbers of livestock by species.

ITEM	NUMBER OF HEAD SLAUGHTERED					
LIVESTOCK PURCHASED BOTH LIVEWEIGHT AND CARCASS WEIGHT PURCHASES:	CATTLE		CALVES	HOGS	SHEEP	OTHER
	Steers and Heifers	Cows and Bulls				
5. LIVESTOCK PURCHASED FROM OTHER PACKERS.						
6. LIVESTOCK SOLD.						
7. LIVESTOCK ON HAND FOR SLAUGHTER OR FEEDING AT THE END OF THE REPORTING PERIOD.						
8. TOTAL LIVESTOCK SLAUGHTERED.						
9. OF TOTAL LIVESTOCK SLAUGHTERED, NUMBER PURCHASED AND PAID FOR ON A DRESSED WEIGHT OR A CARCASS MERIT BASIS						

REDACTED

10. DO YOU OWN OR OPERATE A SCALE ON WHICH YOU WEIGH LIVESTOCK PURCHASED FOR SLAUGHTER? ☒ YES ☐ NO

11. DO YOU USE ANY TYPE OF ELECTRONIC EVALUATION DEVICE (other than a scale) FOR PAYMENT DETERMINATION? ☒ YES ☐ NO IF YES, TYPE OF EQUIPMENT AND MANUFACTURER.

Fat-o-meter
SFK Technology A/S
Saborg, Denmark

SECTION 5. - LIVESTOCK FEEDING AND CONTRACTING ACTIVITIES *(Include your domestic livestock feeding activities and those of the subsidiaries and affiliated companies reported in Section 1 Item 7.)*

	NUMBER OF HEAD (removed from feed for slaughter during reporting period)				
	STEERS AND HEIFERS	COWS AND BULLS	CALVES	HOGS	SHEEP
1. LIVESTOCK FED BY YOU.					
	NUMBER OF HEAD (removed from feed for slaughter during reporting period)				
	STEERS AND HEIFERS	COWS AND BULLS	CALVES	HOGS	SHEEP
2. LIVESTOCK OWNED BY YOU, BUT FED BY OTHERS	N/A				

REDACTED

3. COMPLETE SEPARATE FORM FOR EACH PLANT AND SPECIES - (To be completed for all plants where firm annual total slaughter is greater than 100,000 steers and heifers, 100,000 cows, or 1,000,000 hogs)

DELIVERY DATE	CONTRACT 1/	MARKETING AGREEMENTS 2/	PACKER FED 3/	OTHER 4/	TOTAL SLAUGHTERED FOR MONTH
JANUARY 01					
FEBRUARY 01					
MARCH 01					
APRIL 01					
MAY 00					
JUNE 00					
JULY 00					
AUGUST 00					
SEPTEMBER 00					
OCTOBER 00					
NOVEMBER 00					
DECEMBER 00					
TOTAL					

REDACTED

REDACTED

REDACTED

1/ FIXED PRICE OR BASIS CONTRACT.

2/ AGREEMENT TO PURCHASE LIVESTOCK AT A FUTURE DATE WITH THE PRICE TO BE DETERMINED AT OR AFTER THE TIME OF SLAUGHTER.

3/ INCLUDE ALL COMPANY OWNED CATTLE FED FOR SLAUGHTER, WHETHER CUSTOM FED OR FED IN A COMPANY OWNED OR OPERATED LOT AND ANY PARTNERSHIP, JOINT VENTURE, OR OTHER FEEDING ARRANGEMENT.

4/ ANY LIVESTOCK PURCHASED OVER TWO WEEKS IN ADVANCE OF SLAUGHTER AND NOT LISTED IN COLUMNS 1 & 2 A.

SECTION 8 – FINANCIAL INFORMATION *(Complete this Section as of the end of the reporting period including financial information for all subsidiaries and affiliated companies listed in Section 1, Item 7. IN ADDITION, complete this Section for EACH of these subsidiaries and affiliated companies engaged in slaughtering of livestock.)*

NOTE: A copy of financial statements or audit report, if available for the period covered by this report, may be furnished in lieu of the Balance Sheet and Statement of Income Information below, PROVIDED information requested herein but not shown in such statements or reports is furnished under this section.

SUBSIDIARY NAME *(If applicable)*: Fiscal Year Ending: April 24, 2[illegible]

(numbers in thousands)

1. STATEMENT OF INCOME

A. SALES:

Gross Sales Less Sales Returns and Allowances:

Meat and Meat Food Products *(Include all edible products and byproducts)*	$ REDACTED	101	
Other *(Include all other sales)*		102	REDACTED
	NET SALES	103	$

B. COST OF SALES:

Opening Inventory	$	104	
Livestock Purchases		105	
Meat and Meat Food Products Purchased		106	
Other Purchases		107	
	$	108	
Less: Closing Inventory		109	
	TOTAL COST OF SALES	110	$ REDACTED
	GROSS INCOME	111	$

REDACTED

C. OPERATING EXPENSES:

Manufacturing	$	112	
Advertising		113	
Sales Promotion		114	
Sales Brokerage		115	
Selling *(other than above)*		116	
Delivery		117	
General and Administrative		118	
Depreciation and Amortization		119	
Interest		120	
Consulting Fees		121	
Other		122	REDACTED
	TOTAL OPERATING EXPENSES	123	$
	OPERATING INCOME (LOSS)	124	$

REDACTED

D. OTHER INCOME:

Interest	$	125	
Other *(Specify)*	REDACTED	126	
		127	
	TOTAL OTHER INCOME	128	$ REDACTED
	TOTAL INCOME	129	$

REDACTED

E. DEDUCTIONS:

(Specify)	$	130	
		131	
	TOTAL DEDUCTIONS	132	$
	INCOME (LOSS) BEFORE INCOME TAXES	133	$ REDACTED

F. PROVISION FOR INCOME TAXES:

Current	$ REDACTED	134	
Deferred		135	
	TOTAL INCOME TAX	136	$ REDACTED
	NET INCOME (LOSS)	137	$

G.

Retained Earnings/Owners' Capital at Beginning of Period		138	$ REDACTED
Additions to Owners' Capital – if unincorporated (+)		139	$
Dividends Declared/Owners' Withdrawals (-)	$	140	
Other Deductions (Specify) (-)		141	
	NET ADJUSTMENT	142	$ REDACTED
Retained Earnings/Owners' Capital at End of Period		143	$

REDACTED

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SECTION 6– FINANCIAL INFORMATION (cont'd.)

SUBSIDIARY NAME (if applicable): Fiscal Year Ending: 4-29-01

(numbers in thousands)

2. BALANCE SHEET – ASSETS

A. CURRENT ASSETS:

Cash on Hand and in Banks (Enter overdraft on next page under Current Liabilities)			$	201
Temporary Cash Investments (Marketable securities, certificates of deposit, commercial paper, etc.)				202
Accounts Receivable:				
From Trade	203	$		
From Others (Owners, officers, employees; subsidiaries and affiliated companies)	204			
	205			
Less Allowance for Doubtful Accounts	206			207
Notes and Loans Receivable (Due within 1 year):				
Due from Subsidiaries and Affiliated Companies	208	$		
Due from Owners, Directors, Officers, Stockholders	209			
Due from Others	210			211
Inventories:				
Livestock	212	$		
Meat and Meat Food Products	213			
Other Inventories	214			215
Advances Made on Livestock and Meat				216
Prepaid Expenses (Rent, Insurance, Etc.)				217
Other Current Assets				218
			TOTAL CURRENT ASSETS $	219

REDACTED

REDACTED

REDACTED

REDACTED

REDACTED

B. INVESTMENTS:

Subsidiaries and Affiliated Companies (Section 1, Item 7 only)			$	220
Other				221
			TOTAL INVESTMENTS $	222

REDACTED

REDACTED

C. FIXED ASSETS:

Land			$	223
Buildings, Equipment, and Other Fixed Assets	224	$		
Less Accumulated Depreciation and Amortization	225			226
			NET FIXED ASSETS $	227

REDACTED

REDACTED

D. OTHER ASSETS:

Notes Receivable (Due after 1 year)			$	228
Goodwill, Patents, Trade-marks				229
Other Assets (Specify)				230
				231
			TOTAL OTHER ASSETS $	232
			TOTAL ASSETS $	233

REDACTED

REDACTED

REDACTED

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SECTION B – FINANCIAL INFORMATION (cont'd.)

SUBSIDIARY NAME (if applicable): Fiscal Year Ending: 4-29-01

2. BALANCE SHEET – LIABILITIES AND OWNERS' EQUITY (numbers in thousands)

A. CURRENT LIABILITIES:

Bank Overdraft (Per books)		$	301
Accounts Payable – Livestock			302
Accounts Payable – Meat and Other			303
Notes and Loans Payable (Due within 1 year):			
Due to Banks, Financing and Lending Companies	304 $		
Due to Subsidiaries and Affiliated Companies	305		
Due to Owners, Directors, Officers, Stockholders	306		
Due to Others	307		308
Accrued Liabilities			309
Accrued Federal and Other Income Taxes			310
Accrued Other Taxes			311
Other Current Liabilities			312
TOTAL CURRENT LIABILITIES		$	313

REDACTED

B. LONG-TERM LIABILITIES (Due after 1 year):

Due to Banks, Financing and Lending Companies		$	314
Due to Subsidiaries and Affiliated Companies			315
Due to Owners, Directors, Officers, Stockholders			316
Due to Others			317
TOTAL LONG-TERM LIABILITIES		$	318
TOTAL LIABILITIES		$	319

REDACTED

REDACTED

C. DEFERRED INCOME TAXES $ 320

D. OWNERS' EQUITY:

If Incorporated:

Capital Stock – Preferred and Common		$	321
Additional Paid-In Capital			322
Retained Earnings	323		
Less Cost of Treasury Stock	324		
Total Retained Earnings			325
If Unincorporated:			
Owners' Capital – Net of Withdrawals		$	326
TOTAL OWNERS' EQUITY		$	327
TOTAL LIABILITIES & OWNERS' EQUITY		$	328

REDACTED

REDACTED

E. CONTINGENT LIABILITIES (Attach explanation)

4. ITEMS A AND B BELOW ARE TO BE COMPLETED BY PACKERS BUYING LIVESTOCK FOR SLAUGHTER. (numbers in thousands)

A. BOND INFORMATION

NOTE: Include Total Purchase Price of ALL Livestock Purchased

1. Total livestock purchased for feeding		401
2. Total livestock purchased for slaughter		402
TOTAL LIVESTOCK PURCHASED	$	403

REDACTED

B. – ACCOUNTS RECEIVABLE AND/OR INVENTORY FINANCING ARRANGEMENT(S)

1. As of the end of the reporting period, were Accounts Receivable and/or Inventories, or any part thereof, pledged, assigned, or hypothecated as collateral under a financing or loan agreement? (If answer is "YES", complete questions 2 thru 8.)

404 [X] YES 405 [ ] NO

(If the answer is YES, fully explain)

2. Name and address of financial lending institutions having security interests:

406 Chase Manhattan Bank
407 New York, NY
408
409

3. Are Inventories collateralized under the agreement? 410 [X] YES 411 [ ] NO

4. Are Accounts Receivable collateralized under the agreement? 412 [X] YES 413 [ ] NO

5. Enter borrowing limit under the agreement: All Subs Not to Exceed 414 $ REDACTED

6. Enter borrowing payable as of the end of the reporting period: All Subs Combined 415 $ REDACTED

7. Are any Company owners, directors, officers, or stockholders named as a guarantor under the agreement?

416 [ ] YES 417 [X] NO 418 [ ] NOT APPLICABLE

8. If Company is a subsidiary of another, is the Parent Company named as a guarantor under the agreement?

419 [X] YES 420 [ ] NO 421 [ ] NOT APPLICABLE

9. Restrictions and covenants under financing or loan agreement:

(a) Minimum Cash balance to be maintained on deposit $ REDACTED 422
(b) Minimum working capital ratio to be maintained (give ratio) 423
(c) Others (describe) 424

10. Name and location of banks used for livestock payments (Attach list if additional space is needed.):

Inter River Bank, Smithfield, VA Chase Manhattan Bank, New York, NY

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GWALTNEY OF SMITHFIELD, LTD.
PACKERS & STOCKYARD REPORT - 2001

Section 1, Item 5

Joseph W. Luter, III
Chairman and CEO
200 Commerce Street
Smithfield, VA 23430

Timothy A. Seely
President and COO
100 Commodore Lane
Smithfield, VA 23430

Charles L. Pope
Chief Financial Officer
113 West Landing
Williamsburg, VA 23185

Michael H. Cole
Corporate Council
712 Botetourt Gardens
Norfolk, VA 23501

Thomas L. Evans
Vice President, Product Quality and Development
106 Mariners Circle
Smithfield, VA 23430

Norman Fisher
Vice President, Industrial Relations and Human Resources
1475 Cherry Grove Road
Suffolk, VA 23432

Robert E. Bogaard
Assistant Vice President, Operations
104 S. James Landing Court
Smithfield, VA 23430

P. Lin Gupton
Vice President, Food Service
903 Smithfield Blvd.
Smithfield, VA 23430

Cary W. Jones
Asst. Vice President, Plant Engineering and Maintenance
14144 Racetrack Road
Ivor, VA 23866

Larry R. Seekford
Asst. Vice President, Financial Analysis
3816 Pine Road
Portsmouth, VA 23703

Walter H. Voorhies, II
Vice President, Food Safety & HACCP
104 Royal Dornoch
Smithfield, VA 23430

Steven P. Wright
Vice President, Finance
3410 Princeview Drive
Suffolk, VA 23434

Ronald W. Marsh
Vice President, Sales & Marketing, Processed Meats
112 Tradewinds Drive
Yorktown, VA 23693

Robert A. Darrell
Vice President, Sales & Marketing, Fresh Meats
8020 Club House Road
Suffolk, VA 23433

Robin W. Bissell
Vice President, Esskay Division
9 Burnbrae Road
Towson, MD 21204

Theodore Arven, Jr.
Vice President & General Manager, Valleydale
8302 Northwalk Drive
Roanoke, VA 24019

James W. Porter
Asst. Vice President, International Sales
11254 Magnolia Place
Smithfield, VA 23430

David R. Hovey
Vice President, Transportation
106 Clipper Creek Court
Smithfield, VA 23430

GWALTNEY OF SMITHFIELD, LTD.
PACKERS & STOCKYARD REPORT - 2001

Section 1, Item 8

Name of Company	Location	Nature of Business	Percentage of Control By Reporting Company
Smithfield Packing Co., Inc.	Smithfield, VA	Meat Processing	0
John Morrell & Co.	Cincinnati, OH	Meat Processing	0
Patrick Cudahy Incorporated	Cudahy, WI	Meat Processing	0
Brown's of Carolina	Warsaw, NC	Hog Production	0
Northside Foods, Corp.	Arnold, PA	Meat Processing	0
Circle Four Farms	Milford, UT	Hog Production	0
Schneiders Corporation	Kitchner, Ontario	Meat Processing	0
Societe Bretonne De Salaisons	Landivisiau, France	Meat Processing	0
SF Investments, Inc.	Wilmington, DE	Investments	42
Esskay Investments, Inc.	Wilmington, DE	Investments	100
Animex	Warsaw, Poland	Meat Processing	0
Carroll's Foods, Inc.	Warsaw, NC	Hog Production	0
Carroll's Foods of Virginia	Waverly, VA	Hog Production	0
Murphy Farms	Rose Hill, NC	Hog Production	0
Smithfield Inn Corp.	Smithfield, VA	Bed & Breakfast	0
Smithfield Packing Transportation Co.	Smithfield, VA	Transportation	0

GWALTNEY OF SMITHFIELD, LTD.
PACKERS & STOCKYARD REPORT - 2001

Section 1, Item 9

Name	Position in Reporting Company	Position and Ownership Interest in Other Company	Name of Other Company	Location	Nature of Business
Joseph W. Luter, III	Chairman & CEO	Director	Luter Packing Company	Laurinburg, NC	Pork Processing
Joseph W. Luter, III	Chairman & CEO	Chairman & CEO	The Smithfield Packing Co., Inc.	Smithfield, VA	Pork Slaug/Proc/Sale
Joseph W. Luter, III	Chairman & CEO	Chairman & CEO	Patrick Cudahy Incorporated	Cudahy, WI	Pork Proc/Sales
Joseph W. Luter, III	Chairman & CEO	Chairman & CEO	John Morrell & co.	Cincinnati, OH	Pork Slaug/Proc/Sale
Joseph W. Luter, III	Chairman & CEO	Chairman & CEO	Brown's of Carolina, Inc.	Warsaw, NC	Hog Production
Joseph W. Luter, III	Chairman & CEO	Chairman & CEO	Northside Foods, Inc.	Arnold, PA	Pork Proc/Sales
Joseph W. Luter, III	Chairman & CEO	Chairman & CEO	Circle Four Farms	Milford, UT	Hog Production
Joseph W. Luter, III	Chairman & CEO	Chairman & CEO	Carroll's Foods, Inc.	Warsaw, NC	Hog Production
Joseph W. Luter, III	Chairman & CEO	Chairman & CEO	Carroll's Foods of Virginia, Inc.	Waverly, VA	Hog Production
Joseph W. Luter, III	Chairman & CEO	Chairman & CEO	Murphy Farms, Inc.	Rose Hill, NC	Hog Production
Charles L. Pope	Chief Finan. Officer	Treasurer	The Smithfield Packing Co., Inc.	Smithfield, VA	Pork Slaug/Proc/Sale
Charles L. Pope	Chief Finan. Officer	Treasurer	Patrick Cudahy Incorporated	Cudahy, WI	Pork Proc/Sales
Charles L. Pope	Chief Finan. Officer	Treasurer	John Morrell & co.	Cincinnati, OH	Pork Slaug/Proc/Sale
Charles L. Pope	Chief Finan. Officer	Treasurer	Brown's of Carolina, Inc.	Warsaw, NC	Hog Production
Charles L. Pope	Chief Finan. Officer	Treasurer	Northside Foods, Inc.	Arnold, PA	Pork Proc/Sales
Charles L. Pope	Chief Finan. Officer	Treasurer	Circle Four Farms	Milford, UT	Hog Production
Charles L. Pope	Chief Finan. Officer	Treasurer	Carroll's Foods, Inc.	Warsaw, NC	Hog Production
Charles L. Pope	Chief Finan. Officer	Treasurer	Carroll's Foods of Virginia, Inc.	Waverly, VA	Hog Production
Charles L. Pope	Chief Finan. Officer	Treasurer	Murphy Farms, Inc.	Rose Hill, NC	Hog Production
Michael H. Cole	Corporate Council	Secretary	The Smithfield Packing Co., Inc.	Smithfield, VA	Pork Slaug/Proc/Sale
Michael H. Cole	Corporate Council	Secretary	Patrick Cudahy Incorporated	Cudahy, WI	Pork Proc/Sales
Michael H. Cole	Corporate Council	Secretary	John Morrell & co.	Cincinnati, OH	Pork Slaug/Proc/Sale
Michael H. Cole	Corporate Council	Secretary	Brown's of Carolina, Inc.	Warsaw, NC	Hog Production
Michael H. Cole	Corporate Council	Secretary	Northside Foods, Inc.	Arnold, PA	Pork Proc/Sales
Michael H. Cole	Corporate Council	Secretary	Circle Four Farms	Milford, UT	Hog Production
Michael H. Cole	Corporate Council	Secretary	Carroll's Foods, Inc.	Warsaw, NC	Hog Production
Michael H. Cole	Corporate Council	Secretary	Carroll's Foods of Virginia, Inc.	Waverly, VA	Hog Production
Michael H. Cole	Corporate Council	Secretary	Murphy Farms, Inc.	Rose Hill, NC	Hog Production