

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

ANNUAL REPORT OF PACKERS

Response is required by law to certain communications with the Packers and Stockyards Act, 1910, as amended and supplemented. No report other than of such kind shall be furnished in the United States the sum of \$10 for each and every day of the violation of such law.

According to the Packers and Stockyards Act of 1910, as amended, an official licensed for the collection of information under this Act is authorized to conduct such investigations as may be necessary to enforce the provisions of this Act. The data required in compliance with this Act is confidential in nature and shall not be disclosed to any person other than those to whom it is furnished for official use without the express written consent of the Department of Agriculture.

INSTRUCTIONS: This report must be filed by the PACKER, or that person authorized by the Packers and Stockyards Act, 1910, as amended and supplemented, and must be filed not later than April 15 following the calendar year end or 60 days after the close of fiscal period if business is on other than a calendar year basis. If space provided is not sufficient, attach additional sheets containing the information and make reference to the relevant section and form number.

REPORT FOR YEAR ENDING: April 28, 2002  
IF FIRST FOR CALENDAR YEAR, BUSINESS PERIOD COVERED: 4/30/01 - 4/28/02  
REPORT COMPLETED BY: USDA, GIPSA  
Packers and Stockyards Program  
75 Spring Street, Suite 230  
Atlanta, GA 30303

See enclosed instructions before completing this report.

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

DATE: 7-3-02  
TITLE: Asst VP Corp. Accounting  
SIGNATURE: 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  
1b. TYPE OF ORGANIZATION: CORPORATION  
1c. FEDERAL IDENTIFICATION NUMBER: DE  
1d. DATE OF ORGANIZATION: 9/14/81

2a. DID ANY CHANGE IN ORGANIZATION TAKE PLACE DURING THE YEAR? YES NO  
2b. IF "YES," GIVE DETAILS

3a. DID YOU ACQUIRE ANY PLANTS THROUGH PURCHASE, MORTGAGE, LEASE, ETC., DURING REPORTING PERIOD? YES NO  
3b. DID YOU SELL OR LEASE ANY PLANTS TO OTHERS DURING REPORTING PERIOD? YES NO

3c. DID YOU OPEN OR PERMANENTLY CLOSE ANY PLANTS DURING REPORTING PERIOD? YES NO  
IF YES, PL. NO. AND TYPE OF CHANGE

4a. ACTIVITIES ENGAGED IN: Slaughtering, Feederling, Further Processing

5. OWNERS, PARTNERS, OFFICERS, AND DIRECTORS

NAME	TITLE	Percent of Ownership	Social Security Number	MAILING ADDRESS (Street, 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 CORP. 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
See Attached			

8. SUBSIDIARIES AND AFFILIATED COMPANIES WHOSE OPERATIONS ARE NOT INCLUDED IN THIS REPORT (Leave blank for those packing activities reported in Section 2.)

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

SECTION 1.

9. OTHER 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.

Table with 6 columns: 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. Row 1: See Attached.

SECTION 2. - BEEF FABRICATION AND HOG CUTTING AND PROCESSING

10. DO YOU FABRICATE STEER AND HEIFER CARCASSES INTO FEDERAL OR SUBFEDERAL CUTS, VACUUM PACKED AND COMMONLY REFERRED TO AS BOXED BEEF?  YES  NO (IF YES, COMPLETE THIS SECTION)

Table for boxed beef production. Columns: NAME AND LOCATION OF PLANT, INSPECTION NUMBER, NUMBER OF CARCASSES FABRICATED INTO BOXED BEEF (FROM OWN SLAUGHTER, FROM OUTSIDE PURCHASES), TOTAL POUNDS OF BOXED BEEF (include trimmings and ground beef). Includes a TOTAL row.

11. DO YOU FABRICATE COW AND BULL CARCASSES INTO FEDERAL OR SUBFEDERAL CUTS, VACUUM PACKED AND COMMONLY REFERRED TO AS BOXED BEEF?  YES  NO (IF YES, COMPLETE THIS SECTION)

Table for boxed beef production (cows and bulls). Columns: NAME AND LOCATION OF PLANT, INSPECTION NUMBER, NUMBER OF CARCASSES FABRICATED INTO BOXED BEEF (FROM OWN SLAUGHTER, FROM OUTSIDE PURCHASES), TOTAL POUNDS OF BOXED BEEF (include trimmings and ground beef). Includes a TOTAL row.

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

Table for hog processing. Columns: NAME AND LOCATION OF PLANT, NUMBER OF CARCASSES, CITY AND STATE, FURTHER PROCESS, TOTAL POUNDS. Row 1: Gwaltney of Smithfield-Smithfield, VA, REDACTED.

**SECTION 3. LIVESTOCK SLAUGHTERING AND PROCESSING OPERATIONS** (include your livestock slaughtering operations and those of the affiliated companies reported 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 PLANTING (Federal, State, City)	NUMBER OF HEAD SLAUGHTERED						
		CATTLE		CALVES	HOGS	SHEEP	OTHER	
		Steers and Heifers	Cows and Bulls					
Gwaltney of Smithfield, Smd, VA	Red 221A							REDACTED
<b>TOTAL</b>								

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							
<b>TOTAL VOLUME OF INDIVIDUAL FIRMS SLAUGHTERED LESS THAN 100 HEAD</b>							
<b>TOTAL</b>							

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							
<b>TOTAL VOLUME OF INDIVIDUAL FIRMS SLAUGHTERED LESS THAN 100 HEAD</b>							
<b>TOTAL</b>							

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

NAME	ADDRESS	DOLLAR VOLUME
REDACTED	REDACTED	REDACTED
REDACTED	REDACTED	REDACTED
REDACTED	REDACTED	REDACTED

**SECTION 4. PROCUREMENT OF LIVESTOCK FOR SLAUGHTER** (include your slaughter livestock procurement activities and those of the affiliates or 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 Rep (FORM P-SP-125-1) for each plant. Item 1 through 11; report numbers of livestock by species.

ITEM	LIVESTOCK PURCHASED BOTH LIVE WEIGHT AND CARCASS WEIGHT PURCHASES	NUMBER OF HEAD SLAUGHTERED					
		CATTLE		CALVES	HOGS	SHEEP	OTHER
		Steers and Heifers	Cows and Bulls				
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 TENDRAL STOCK YARDS.						

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 1, Item 1, also submit a separate Supplemental Report (FORM PAS-125-1) for each plant, Item 1 through 11, report numbers of livestock by species.

FORM	NUMBER OF HEAD SLAUGHTERED					
	CATTLE		CALVES	PIGS	SHEEP	OTHER
LIVESTOCK PURCHASED BOTH LIVE WEIGHT AND CARCASS WEIGHT PURCHASES	Steers and Heifers	Cows and Bulls				
1. LIVESTOCK PURCHASED FROM OTHER PACKERS						
2. LIVESTOCK SOLD						
3. LIVESTOCK ON HAND FOR SLAUGHTER OR FEEDING AT THE END OF THE REPORTING PERIOD						
4. TOTAL LIVESTOCK SLAUGHTERED						
5. OF TOTAL LIVESTOCK SLAUGHTERED, NUMBER PURCHASED AND PAID FOR ON A FRESH WEIGHT OR A CARCASS WEIGHT BASIS						
14. DO YOU OWN OR OPERATE A SCALE ON WHICH YOU WEIGH LIVESTOCK PURCHASED FOR SLAUGHTER? YES <input type="checkbox"/> NO <input type="checkbox"/>						

REDACTED

11. DO YOU USE ANY TYPE OF ELECTRONIC EVALUATION DEVICE (such as a scale) FOR FAT THICKNESS 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 subsidiaries and affiliated companies reported in Section 1 Item 7.)

1. LIVESTOCK FED BY YOU	NUMBER OF HEAD <small>(carcass weight paid for slaughter during reporting period)</small>				
	STEERS AND HEIFERS	COWS AND BULLS	CALVES	PIGS	SHEEP
2. LIVESTOCK OWNED BY YOU, BUT FED BY OTHERS	NUMBER OF HEAD <small>(carcass weight paid for slaughter during reporting period)</small>				
N/A					

REDACTED

3. COMPLETE SEPARATE FORM FOR EACH FEED CONTRACT AND SPECIES. (To be completed for all plants where live animal total slaughter is greater than 100,000 carcass weight, 10,000 sheep, or 1,000,000 lbs.)

DELIVERY DATE	CONTRACT #	MARKETING AGREEMENT #	PACKER FEED #	OTHER #	TOTAL SLAUGHTERED FOR MONTH
JANUARY 02					
FEBRUARY 02					
MARCH 02					
APRIL 02					
MAY 01					
JUNE 01					
JULY 01					
AUGUST 01					
SEPTEMBER 01					
OCTOBER 01					
NOVEMBER 01					
DECEMBER 01					
TOTAL					

REDACTED

REDACTED

REDACTED

REDACTED

REDACTED

- 1. FEED 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 EXCLUSIVELY 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, OR 3.

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

NOTE: A copy of financial statements or such report, if available for the period covered by this report, may be furnished in full 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 28,

1. STATEMENT OF INCOME

(Numbers in Thousands)

A. SALES:

Gross Sales Less Sales Returns and Allowances:
Meat and Meat-Feed Products (Exclude all utility products and byproducts)
Other (Exclude all other sales)

REDACTED 101
REDACTED 102
NET SALES 103

REDACTED

B. COST OF SALES:

Opening Inventory
Livestock Purchases
Meat and Meat-Feed Products Purchased
Other Purchases
Less: Closing Inventory

REDACTED 104
REDACTED 105
REDACTED 106
REDACTED 107
REDACTED 108
TOTAL COST OF SALES 118
GROSS INCOME 111

REDACTED

C. OPERATING EXPENSES:

Manufacturing
Advertising
Sales Promotion
Sales Discounts
Selling (exclusive of sales)
Delivery
General and Administrative
Depreciation and Amortization
Interest
Consulting Fees
Other

REDACTED 112
REDACTED 113
REDACTED 114
REDACTED 115
REDACTED 116
REDACTED 117
REDACTED 118
REDACTED 119
REDACTED 120
REDACTED 121
REDACTED 122
TOTAL OPERATING EXPENSES 125
OPERATING INCOME (LOSS) 124

REDACTED

D. OTHER INCOME:

Interest
Other (Specify):
REDACTED

REDACTED 126
REDACTED 127
TOTAL OTHER INCOME 128
TOTAL INCOME 129

REDACTED

E. DEDUCTIONS:

(Specify)
REDACTED

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

REDACTED

F. PROVISION FOR INCOME TAXES:

Current
Deferred

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

REDACTED

G. Retained Earnings/Owners' Capital at Beginning of Period

Additions to Owners' Capital - if unincorporated (+)
Dividends Declared/Owners' Withdrawals (-)
Other Deductions (Specify) (-)
REDACTED
Retained Earnings/Owners' Capital at End of Period

REDACTED 138
REDACTED 139
REDACTED 140
REDACTED 141
NET ADJUSTMENT 142
REDACTED 143

REDACTED

**SECTION 5 - FINANCIAL INFORMATION (cont'd)**

**ESTIMATED NAME (If applicable):**

**Fiscal Year Ending:** April 30

**2. BALANCE SHEET - ASSETS**

(Numbers in Thousands)

**A. CURRENT ASSETS:**

Cash on Hand and in Banks <i>(Enter amount on next page under Current Liabilities)</i>		\$	REDACTED	201
Temporary Cash Investments (Marketable securities, certificates of deposit, commercial paper, etc.)				202
Accounts Receivable:				
From Trade	203	\$	REDACTED	
From Others (Owners, officers, employees, subsidiaries and affiliated companies)	204			
	205			
Less Allowance for Doubtful Accounts	206		REDACTED	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	\$	REDACTED	
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
				REDACTED
			<b>TOTAL CURRENT ASSETS</b>	\$ 219

**B. INVESTMENTS:**

Subsidiaries and Affiliated Companies (Other than Item 2)		\$	REDACTED	220
Other				221
				<b>TOTAL INVESTMENTS</b> \$ 222

**C. FIXED ASSETS:**

Land		\$		223
Buildings, Equipment, and Other Fixed Assets	224	\$	REDACTED	
Less Accumulated Depreciation and Amortization	225			226
				<b>NET FIXED ASSETS</b> \$ 227

**D. OTHER ASSETS:**

Notes Receivable (Due after 1 year)		\$		228
Goodwill, Patents, Trade-marks				229
Other Assets (Identify)			REDACTED	230
				231
			<b>TOTAL OTHER ASSETS</b>	\$ 232
				<b>TOTAL ASSETS</b> \$ 233

SECTION 8 - FINANCIAL INFORMATION (cont'd.)

SUBSIDIARY NAME (if applicable)

Fiscal Year Ending April 28

3. 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	
Accrual Liabilities .....		308
Accrued Federal and Other Income Taxes .....		309
Accrued Other Taxes .....		310
Other Current Liabilities .....		311
<b>TOTAL CURRENT LIABILITIES</b> \$		<b>312</b>

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
<b>TOTAL LONG-TERM LIABILITIES</b> \$		<b>318</b>
<b>TOTAL LIABILITIES</b> \$		<b>319</b>

C. DEFERRED INCOME TAXES

D. OWNERS' EQUITY:

If incorporated:

Capital Stock - Preferred and Common .....		321
Additional Paid-in Capital .....		322
Retained Earnings .....	323 \$	324
Less Cost of Treasury Stock .....	325	
Total Retained Earnings .....		326

If unincorporated:

Owners' Capital - Net of Withdrawals .....		328
<b>TOTAL OWNERS' EQUITY</b> \$		<b>327</b>
<b>TOTAL LIABILITIES &amp; OWNERS' EQUITY</b> \$		<b>329</b>

E. CONTINGENT LIABILITIES (Attach explanation)

4. ITEMS A AND B BELOW ARE TO BE COMPLETED BY FACERS 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
<b>TOTAL LIVESTOCK PURCHASED</b>		<b>403</b>

B. ACCOUNTS RECEIVABLE AND/OR INVENTORY FINANCING ARRANGEMENTS

1. As of the end of the reporting period, were Accounts Receivable and/or Inventory, or any part thereof, pledged, assigned, or hypothecated in connection with a financing or lease agreement? (If answer is "YES", complete questions 2 thru 6.)  404 <input checked="" type="checkbox"/> YES 405 <input type="checkbox"/> NO <i>(If the answer is YES, also complete)</i>	2. Name and address of financial institution having account/line of credit <u>Chase Manhattan Bank</u> <u>New York, NY</u> 406 407 408
3. Are inventories collateralized under the agreement? 410 <input checked="" type="checkbox"/> YES 411 <input type="checkbox"/> NO	4. Are financial statements collateralized under the agreement? 412 <input checked="" type="checkbox"/> YES 413 <input type="checkbox"/> NO
5. Total borrowing limit under the agreement: <b>All Subs not to exceed</b> 414 \$ <b>REDACTED</b>	6. Total borrowing payable as of the end of the reporting period: <b>All subs combined</b> 415 \$ <b>REDACTED</b>
7. Are any Company owners, directors, officers, or stockholders named as a guarantor under the agreement? 416 <input type="checkbox"/> YES 417 <input checked="" type="checkbox"/> NO 418 <input type="checkbox"/> NOT APPLICABLE	8. If Company is a subsidiary of another, is the Parent Company named as a guarantor under the agreement? 419 <input checked="" type="checkbox"/> YES 420 <input type="checkbox"/> NO 421 <input type="checkbox"/> NOT APPLICABLE
9. Restrictions and covenants under financing or lease agreement: (a) Minimum Cash balance to be maintained on deposit <b>REDACTED</b> 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 ones is needed)

Chase Manhattan Bank, New York, NY

**GWALTNEY OF SMITHFIELD, LTD.  
PACKERS & STOCKYARD REPORT - 2002**

**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**

**Daniel G. Stevens  
Chief Financial Officer  
301 Barrington Lane  
Yorktown, VA 23693**

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

**Thomas L. Evans  
Vice President, Product Quality and Development  
108 Martners Circle  
Smithfield, VA 23430**

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

**Robert E. Boggsard  
Vice President, Operations  
104 S. James Landing Court  
Smithfield, VA 23430**

**P. Lin Gupton  
Vice President, Food Service Sales & Marketing  
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  
6302 Northwalk Drive  
Roanoke, VA 24019**

**James W. Porter  
Asst. Vice President, Military and Export Sales  
11254 Magnolia Place  
Smithfield, VA 23430**

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

**William G. DelChairo  
Executive Vice President, Sales & Marketing - Smithfield Companies  
104 Ridings Cove  
Williamsburg, VA 23185**

**GWALTNEY OF SMITHFIELD, LTD.  
PACKERS & STOCKYARD REPORT - 2002**

**Section 1, Item #7**

<b>Name</b>	<b>Location</b>	<b>Nature of Business</b>	<b>Percentage of Control</b>
Hancock's Old Fashioned Country Hams	Franklinville, NC	Meat Processing	100
Stadler Country Hams	Elon, NC	Meat Processing	100
Smithfield Companies	Portsmouth, VA	Mail Order	100
Smithfield Ham & Products	Smithfield, VA	Meat Processing	100
Pruden Packing	Suffolk, VA	Meat Processing	100
Williamsburg Foods	Toano, VA	Nut Processing	100
Peanut Shops	Williamsburg, VA	Retail	100

**GWALTNEY OF SMITHFIELD, LTD.  
PACKERS & STOCKYARD REPORT - 2002**

**Section 1, Item 8**

<u>Name of Company</u>	<u>Location</u>	<u>Nature of Business</u>	<u>Percentage of Control By Reporting Company</u>
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 Salesons	Landivisau, France	Meat Processing	0
SF Investments, Inc.	Wilmington, DE	Investments	42
Eskey Investments, Inc.	Wilmington, DE	Investments	100
Animex	Warsaw, Poland	Meat Processing	0
Murphy-Brown	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
Quik-to-Fix	Garland, TX	Meat Processing	0
Moyer Packing Co.	Souderton, PA	Meat Processing	0
Packerland Packing Co.	Green Bay, WI	Meat Processing	0

GUALTNEY OF SMITHFIELD, LTD.  
 PACKERS & STOCKYARD REPORT - 2002

Section 1, Item 8

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	Luttreburg, NC	Pork Processing
Joseph W. Luter, III	Chairman & CEO	Chairman & CEO	The Smithfield Packing Co., Inc.	Smithfield, VA	Pork Slaughter/Sale
Joseph W. Luter, III	Chairman & CEO	Chairman & CEO	Payco Outdry Incorporated	Outdry, WI	Pork Slaughter/Sale
Joseph W. Luter, III	Chairman & CEO	Chairman & CEO	John Morral & Co.	Chardon, OH	Pork Slaughter/Sale
Joseph W. Luter, III	Chairman & CEO	Chairman & CEO	Brown's of Carolina, Inc.	Wyers, NC	Hog Production
Joseph W. Luter, III	Chairman & CEO	Chairman & CEO	Northside Foods, Inc.	Wyers, NC	Hog Production
Joseph W. Luter, III	Chairman & CEO	Chairman & CEO	Circle Four Farms	Arick, PA	Pork Production
Joseph W. Luter, III	Chairman & CEO	Chairman & CEO	Circle Four Farms	Arick, PA	Pork Production
Joseph W. Luter, III	Chairman & CEO	Chairman & CEO	Murphy-Brown	Wesley, UT	Hog Production
Joseph W. Luter, III	Chairman & CEO	Chairman & CEO	Carroll's Foods of Virginia, Inc.	Wesley, NC	Hog Production
Joseph W. Luter, III	Chairman & CEO	Chairman & CEO	Murphy Farms, Inc.	Wesley, VA	Hog Production
Joseph W. Luter, III	Chairman & CEO	Chairman & CEO	Quik-Fix	Rose Hill, NC	Hog Production
Joseph W. Luter, III	Chairman & CEO	Chairman & CEO	Moyer Packing Co.	Garland, TX	Meat Production
Joseph W. Luter, III	Chairman & CEO	Chairman & CEO	Packerland Packing Co.	Souderton, PA	Beef Production
Daniel G. Stovers	Chief Fin. Officer	Treasurer	The Smithfield Packing Co., Inc.	Smithfield, VA	Pork Slaughter/Sale
Daniel G. Stovers	Chief Fin. Officer	Treasurer	Patrick Outdry Incorporated	Outdry, WI	Pork Slaughter/Sale
Daniel G. Stovers	Chief Fin. Officer	Treasurer	John Morral & Co.	Chardon, OH	Pork Slaughter/Sale
Daniel G. Stovers	Chief Fin. Officer	Treasurer	Brown's of Carolina, Inc.	Wesley, NC	Hog Production
Daniel G. Stovers	Chief Fin. Officer	Treasurer	Northside Foods, Inc.	Wyers, NC	Hog Production
Daniel G. Stovers	Chief Fin. Officer	Treasurer	Circle Four Farms	Arick, PA	Pork Production
Daniel G. Stovers	Chief Fin. Officer	Treasurer	Circle Four Farms	Arick, PA	Pork Production
Daniel G. Stovers	Chief Fin. Officer	Treasurer	Murphy-Brown	Wesley, NC	Hog Production
Daniel G. Stovers	Chief Fin. Officer	Treasurer	Carroll's Foods of Virginia, Inc.	Wesley, VA	Hog Production
Daniel G. Stovers	Chief Fin. Officer	Treasurer	Murphy Farms, Inc.	Rose Hill, NC	Hog Production
Daniel G. Stovers	Chief Fin. Officer	Treasurer	Quik-Fix	Garland, TX	Meat Production
Daniel G. Stovers	Chief Fin. Officer	Treasurer	Moyer Packing Co.	Souderton, PA	Beef Production
Daniel G. Stovers	Chief Fin. Officer	Treasurer	Packerland Packing Co.	Green Bay, WI	Beef Production
Michael H. Cole	Corporate Counsel	Secretary	The Smithfield Packing Co., Inc.	Smithfield, VA	Pork Slaughter/Sale
Michael H. Cole	Corporate Counsel	Secretary	Patrick Outdry Incorporated	Outdry, WI	Pork Slaughter/Sale
Michael H. Cole	Corporate Counsel	Secretary	John Morral & Co.	Chardon, OH	Pork Slaughter/Sale
Michael H. Cole	Corporate Counsel	Secretary	Brown's of Carolina, Inc.	Wesley, NC	Hog Production
Michael H. Cole	Corporate Counsel	Secretary	Northside Foods, Inc.	Wyers, NC	Hog Production
Michael H. Cole	Corporate Counsel	Secretary	Circle Four Farms	Arick, PA	Pork Production
Michael H. Cole	Corporate Counsel	Secretary	Circle Four Farms	Arick, PA	Pork Production
Michael H. Cole	Corporate Counsel	Secretary	Murphy-Brown	Wesley, NC	Hog Production
Michael H. Cole	Corporate Counsel	Secretary	Carroll's Foods of Virginia, Inc.	Wesley, VA	Hog Production
Michael H. Cole	Corporate Counsel	Secretary	Murphy Farms, Inc.	Rose Hill, NC	Hog Production
Michael H. Cole	Corporate Counsel	Secretary	Quik-Fix	Garland, TX	Meat Production
Michael H. Cole	Corporate Counsel	Secretary	Moyer Packing Co.	Souderton, PA	Beef Production
Michael H. Cole	Corporate Counsel	Secretary	Packerland Packing Co.	Green Bay, WI	Beef Production

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

**ANNUAL REPORT OF PACKERS**

Support is provided by law to ensure compliance with the Packers and Stockyards Act, 1909, as amended and enforcement. Full compliance with the Act will result in benefits to the United States the sum of \$100 for each and every day of the violation of such Act.

According to the Packers and Stockyards Act of 1909, no person is permitted to export to a collection of information which is a part of the public domain. The report shall contain the information in 4000-0001. The data compiled in compliance with the information collection is subject to change of 7 days per response, including the time to receive information, check existing data sources, make the data available, and complete and update the information collection.

**INSTRUCTIONS:** This report must be filed by any PACKER, at the time it is filed in the Packers and Stockyards Act, 1909, as amended and enforcement, and must be filed not later than April 15 following the calendar year end or 90 days after the close of fiscal period if that is in an other than a calendar year basis. If space provided is not sufficient, attach additional sheets explaining the information and make reference to the relevant section and item number.

REPORT FOR YEAR ENDING: April 28, 2002  
IF NOT FOR CALENDAR YEAR, SUBMIT VOUCHER DATES: 4/30/01 - 4/28/02

USDA, GIPSA  
Packers and Stockyards Programs  
75 Spring Street, Suite 230  
Atlanta, GA 30303

See enclosed instructions before completing this report:

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

DATE: 7-3-02 TITLE: ASSIST PD Corp. Packing SIGNATURE (Owner, partner, or representative if incorporated): Raymond L. Edwards

**SECTION 1. GENERAL INFORMATION**

1. NAME AND ADDRESS OF PACKER (include ZIP code):  
Smithfield Packing Co., Inc.  
P. O. Box 447  
Smithfield, VA 23431

2a. TELEPHONE NUMBER:  
757-357-4321  
Fax Number: 757-365-179

2b. TYPE OF ORGANIZATION (check one):  
 INDIVIDUAL  CORPORATION  PARTNERSHIP  OTHER (specify):  
3c. State: VA 3d. Date incorporated (month/year): 9/10/36

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

3b. IF "YES," GIVE DETAILS

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

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

3e. DID YOU OPEN OR PERMANENTLY CLOSE ANY PLANTS DURING REPORTING PERIOD?  YES  NO IF YES, PL NO. AND TYPE OF CHANGE:  
Closed Brooks County Sausage 8/20/01 EIN 58-1964694

4a. ACTIVITIES ENGAGED IN:  Slaughtering  Fabricating  Further Processing

5. OWNERS, PARTNERS, OFFICERS, AND DIRECTORS

NAME	TITLE	Percent of Ownership	Stock Security Member	MAILING ADDRESS (street, city, state, and zip code)
See Attached				

6. IF REPORTING COMPANY IS OWNED OR CONTROLLED BY ANY CORPORATION OR INDIVIDUAL OTHER THAN THOSE NAMED 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
<u>Smithfield Packing Co.-Lykes Division</u>	<u>Plant City, FL</u>	<u>Meat Processor</u>	<u>100</u>

8. SUBSIDIARIES AND AFFILIATED COMPANIES WHOSE OPERATIONS ARE NOT INCLUDED IN THIS REPORT (check for their packing facilities reported in Section 4.)

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

**SMITHFIELD PACKING COMPANY, INC.  
PACKERS AND STOCKYARD REPORT - 2002**

**Section 1, Item 5**

**Joseph W. Luter, III  
Chairman and CEO  
P. O. Box 447  
Smithfield, VA 23430**

**Lewis R. Little  
President & COO  
18005 Days Point Road  
Smithfield, VA 23430**

**Daniel G. Stevens  
Chief Financial Officer  
301 Barrington Lane  
Yorktown, VA 23693**

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

**David R. Fison  
Senior Vice President, Operations  
107 The Machrie  
Smithfield, VA 23430**

**Douglas R. Crouser  
Vice President, Operations - Plant City Division  
4611 Lykes Road  
Plant City, FL 33567**

**P. Scott Pesesky  
Vice President and Controller  
200 College Place Apt. 201  
Norfolk, VA 23510**

**Michael P. Riley  
Vice President, Foodservice Sales & Marketing  
324 Millstream Way  
Williamsburg, VA 23185**

**Sherrie J. String  
Vice President, Human Resources  
104 Mariners Court  
Smithfield, VA 23430**

**James D. Schloss  
Vice President, Marketing  
8057 Clubhouse Drive  
Suffolk, VA 23434**

Gary L. Conrad  
Vice President, Logistics & Transportation  
1605 Carriage House Way  
Williamsburg, VA 23188

Larry A. Johnson  
Vice President, General Manager  
307 Lake Place  
Elizabethtown, NC 28337

Joseph T. Grskevitch  
Asst. Vice President, Cost Accounting  
119 Pitchkettle Point Circle  
Suffolk, VA 23434

James J. Krause  
Vice President, Processed Meats  
4513 Marfield Arcade  
Chesapeake, VA 23321

Deborah D. Moody  
Asst. Vice President, Credit  
16342 Courthouse Highway  
Smithfield, VA 23430

John R. Moody  
Asst. Vice President, Inventory Management  
16342 Courthouse Highway  
Smithfield, VA 23430

Terrence M. O'Rourke  
Asst. Vice President, Plant Manager, Kinston  
1351 Dollard Town Road  
Goldboro, NC 27534

Frank E. Miller  
Asst. Vice President, Transportation  
7458 Lewis Avenue  
Gloucester, VA 23061

Greg Brown  
Asst. Vice President, Fresh Meat Sales  
1577 Cherry Grove Road N.  
Suffolk, VA 23432

Jeffery T. Sullivan  
Vice President, Retail Sales  
113 Picadilly Court  
Anderson, SC 29625

Joseph Z. Weber  
Vice President, Fresh Meat Sales  
11316 Magnolia Place  
Smithfield, VA 23430

**Smithfield Packing Company**  
**Fiscal Year 2002**  
**Section 4**

- 1. Beginning Inventory
- 3. Livestock Purchases
- 6. Livestock Sold
- 7. Ending Inventory
- 8. Total Livestock Slaughtered
- 9. Carcass Merit Basis

Hogs		
Smithfield	Tarheel	Brooks County
<b>REDACTED</b>		



Brookfield Packing Company  
Fiscal Year 2002  
Section 8

Livestock Fed By You

How	How
State	State
Brooks County	Brooks County

Delivery Date	Tribal			Total Slaughtered
	Contract	Marketing Agreements	Packer Fed	
May-01				
Jun-01				
Jul-01				
Aug-01				
Sep-01				
Oct-01				
Nov-01				
Dec-01				
Jan-02				
Feb-02				
Mar-02				
Apr-02				
<b>Totals</b>				

REDACTED