MINUTES OF MEETING OF
BOARD OF DIRECTORS OF
SMITHFIELD FOODS, INC.

August 27, 1998

A regular meeting of the Board of Directors of Smithfield Foods, Inc. was held in the Boardroom of the Omni Richmond Hotel, 100 South 12th Street, Richmond, Virginia, on August 27, 1998, following the Company's Annual Meeting of Shareholders. Present were: Robert L. Burrus, Jr., F. J. Faison, Jr., Joel W. Greenberg, George E. Hamilton, Jr., Richard J. Holland, Roger R. Kapella, Lewis R. Little, Joseph W. Luter, III, Joseph B. Sebring, Timothy A. Seely and Aaron D. Trub. William H. Prestage was absent. Aaron D. Trub, Secretary of the Company, recorded.

The meeting was called to order at 3:30 p.m. by Joseph W. Luter, III, Chairman of the Board, who presided.

Mr. Luter stated that the only items of business to be taken up at the meeting were the election of officers for Smithfield Foods, Inc. for the ensuing year, the election of the members of the Executive, Audit, and Compensation Committees of the Board, and the selection of the directors of the Company's subsidiaries.

The persons named in the resolution set forth hereinafter were nominated to serve as officers of the Company in the positions set forth after their respective names. There being no further nominations, upon motion duly made and seconded, the following resolution was unanimously adopted:

> RESOLVED, that the following named persons be, and they hereby are, duly elected to the offices of this Company which are hereinafter set forth after their respective names, to serve until one year from August 27, 1998, or until their successors are duly elected and qualified:

Joseph W. Luter, III	Chairman and Chief Executive Officer
Lewis R. Little	President and Chief Operating Officer
Thomas D. Davis	Executive Vice President
Elaine C. Abicht	Vice President, Purchasing
William J. Arbuckle	Vice President, Logistics
Raoul J. Baxter	Vice President, Corporate Development
Jeffrey M. Luckman	Vice President, Livestock Procurement
C. Larry Pope	Vice President, Finance
Richard J. M. Poulson	Vice President and Senior Advisor to the Chairman
Dhamu Thamodaran	Vice President, Price Risk Management
Aaron D. Trub	Vice President, Chief Financial Officer and Secretary
Robert F. Urell	Vice President, Engineering
Michael H. Cole	Corporate Counsel and Assistant Secretary

Mr. Luter then presented his views regarding the composition of the various committees of the Company. The composition of each respective committee was fully discussed and thereafter, upon motion duly made and seconded, the following resolution was unanimously adopted:

> RESOLVED, that Richard J. Holland, Lewis R. Little and Joseph W. Luter, III be, and they hereby are, elected members of the Executive Committee of this Company; that Robert L. Burrus, Jr., Joel W. Greenberg and Richard J. Holland be, and they hereby are, elected members of the Compensation Committee of this Company; and that Robert L. Burrus, Jr., F. J. Faison, Jr. and William H. Prestage be, and they hereby are, elected members of the Audit Committee of this Company, to serve as members of said committees at the discretion of this Board of Directors.

Mr. Luter then made his recommendations regarding the composition of the Board of Directors of the Company's subsidiaries. The composition of each respective Board of Directors was fully discussed and thereafter, upon motion duly made and seconded, the following resolution was unanimously adopted:

> RESOLVED, that Aaron D. Trub be appointed as this Company's true and lawful attorney to vote upon the stock owned by this Company in the various subsidiaries of this Company listed on Exhibit A attached hereto at the next meeting of the stockholders of each respective subsidiary company, and that he be authorized to cast the votes of the Company for the election of the persons shown on Exhibit A as the directors of each respective subsidiary company, and to vote upon such other business as may be brought before each respective meeting.

There being no further business to come before the meeting, it was adjourned at 4:00 p.m.

Respectfully submitted,

Aaron D. Trub
Secretary

Date: August 27, 1998