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

ANNUAL REPORT OF PACKERS

INSTRUCTIONS: This report must be filed by any PACKER, as that term is defined in the Packers and Stockyards Act, 1921, as amended and supplemented, and must be filed not later than April 15 following the calendar year end or 90 days after the close of fiscal period if business is on other than a calendar year basis. If space provided in any item is not sufficient, attach additional sheets containing the information and make reference to the relevant section and item number.

See enclosed instructions before completing this report.

Response is required by law to ensure compliance with the Packers and Stockyards Act, 1921, as amended and supplemented. Refer to report after number of default will result in forfeiture to the United States the sum of $1.10 for each and every day of the continuance of such failure.

According to the Paperwork Reduction Act of 1995, no persons are required to respond to a collection of information unless it displays a valid OMB control number. The valid OMB control number for this information is 0580-0014. The time required to complete this information collection is estimated to average of 5 hours per response, including the time to review instructions, search existing data resources, gather the data needed, and complete and review the information collection.

REPORT FOR YEAR ENDED: April 28, 2002

IF NOT FOR CALENDAR YEAR, INDICATE PERIOD COVERED: 4/30/01 - 4/28/02

RETURN COMPLETED REPORT TO:
USDA, GIPSA
Packers and Stockyards Programs
75 Spring Street, Suite 230
Atlanta, GA 30303

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	TITLE	SIGNATURE (Owner, partner, or corporate officer if a corporation)
7-3-02	Assist VP Corp. Acc'ting	Raymond L Edwards

SECTION 1. GENERAL INFORMATION

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

1a. TELEPHONE NUMBER
757-357-3131
Fax Number 757-365-1791

2a. TYPE OF ORGANIZATION (check one)
☐ INDIVIDUAL ☒ CORPORATION ___ L.L.C.
☐ PARTNERSHIP ☐ OTHER (specify) ___ L.L.P.

2b. Date Incorporated/Registered: DE

2c. Date Incorporated/Registered: 9/14/81

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, F.I. NO. AND TYPE OF CHANGE

4a. ACTIVITIES ENGAGED IN: ☒ Slaughtering ☐ Fabricating ☒ Further Processing

5. OWNERS, PARTNERS, OFFICERS, AND DIRECTORS

NAME	TITLE	Percent of Ownership	Social Security Number	MAILING 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 OWNING 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
See Attached			

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

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

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

SECTION 1.

1. 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 SKIP	FURTHER PROCESS	TOTAL POUNDS
Gwaltney of Smithfield-Smithfield, VA		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			
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
REDACTED	REDACTED	REDACTED
REDACTED	REDACTED	REDACTED

SECTION 4. PROCUREMENT OF LIVESTOCK FOR SLAUGHTER. Include your slaughter livestock procurement activities and those of the subsidiaries a 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 PSSP-175-1) for each plant. Item 1 through 11, report numbers of livestock by species.

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

SECTION 4. (Continued) - - PROCUREMENT OF LIVESTOCK FOR SLAUGHTER. Include your daughter livestock procurement activities and those of th 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 separat Supplemental Report (FORM P&SP-125-1) for each plant. Item 1 through 11, report numbers of livestock by species.

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

REDACTED

	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					

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

DELIVERY DATE	CONTRACT 1/	MARKETING AGREEMENTS 2/	PACKER FED 3/	OTHER 4/	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/ 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, OR 3.

SECTION 6 – FINANCIAL INFORMATION *(Complete this Section as of the end of the reporting period summarizing 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 28,

1. STATEMENT OF INCOME (Numbers in Thousands

A. SALES:

Gross Sales Less Sales Returns and Allowances:			
Meat and Meat Food Products (Exclude all edible products and byproducts)	$ REDACTED	101	
Other (Exclude 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	$
	GROSS INCOME	111	$ REDACTED

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	
	TOTAL OPERATING EXPENSES	123	$
	OPERATING INCOME (LOSS)	124	$ REDACTED

REDACTED

D. OTHER INCOME:

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

E. DEDUCTIONS:

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

F. PROVISION FOR INCOME TAXES:

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

REDACTED

G. Retained Earnings/Owners' Capital at Beginning of Period ..... 138 $

Additions to Owners' Capital – If unincorporated (+) ..... 139 $

Dividends Declared/Owners' Withdrawals (-) ..... $ REDACTED 140

Other Deductions (Specify) (-) REDACTED 141

NET ADJUSTMENT 142 $ REDACTED

Retained Earnings/Owners' Capital at End of Period ..... 143 $

SECTION 5— FINANCIAL INFORMATION (cont'd.)

SUBSIDIARY NAME (If applicable): Fiscal Year Ending April 1 3

1. BALANCE SHEET — ASSETS

(Numbers in Thousan

A. CURRENT ASSETS:

Cash on Hand and in Banks (Enter overdraft on next page under Current Liabilities)			REDACTED	201
Temporary Cash Investments (Marketable securities, certificates of deposit, commercial paper, etc.)				202
Amounts Receivable:				
From Trade	203			
From Others (Owners, officers, employees, subsidiaries and affiliated companies)	204			
	205		REDACTED	
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, Shareholders	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			REDACTED	216
Prepaid Expenses (Rent, Insurance, Etc.)				217
Other Current Assets				218
TOTAL CURRENT ASSETS				219 REDACTED

B. INVESTMENTS:

Subsidiaries and Affiliated Companies (Section 2, Item 7 only)			REDACTED	220
Other				221
TOTAL INVESTMENTS				222 REDACTED

C. FIXED ASSETS:

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

D. OTHER ASSETS:

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

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			308
Accrued Liabilities				309
Accrued Federal and Other Income Taxes				310
Accrued Other Taxes				311
Other Current Liabilities				312
TOTAL CURRENT LIABILITIES			$	313

REDACTED REDACTED 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. Names and addresses of financial lending institutions having security interests:

404 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 owned 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 422
(b) Minimum working capital ratio to be maintained (give ratio) 423
(c) Others (describe) 424

REDACTED

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

Chase Manhattan Bank, New York, NY

GWALTNEY OF SMITHFIELD, LTD.
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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
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
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.
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Section 1, Item #7

Name	Location	Nature of Business	Percentage of Control
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

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
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

GWALTNEY OF SMITHFIELD, LTD.
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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	Murphy-Brown	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
Joseph W. Luter, III	Chairman & CEO	Chairman & CEO	Quik-to-Fix	Garland, TX	Meat Production
Joseph W. Luter, III	Chairman & CEO	Chairman & CEO	Moyer Packing Co.	Souderton, PA	Beef Production
Joseph W. Luter, III	Chairman & CEO	Chairman & CEO	Packerland Packing Co.	Green Bay , WI	Beef Production
Daniel G. Stevens	Chief Finan. Officer	Treasurer	The Smithfield Packing Co., Inc.	Smithfield, VA	Pork Slaug/Proc/Sale
Daniel G. Stevens	Chief Finan. Officer	Treasurer	Patrick Cudahy Incorporated	Cudahy, WI	Pork Proc/Sales
Daniel G. Stevens	Chief Finan. Officer	Treasurer	John Morrell & co.	Cincinnati, OH	Pork Slaug/Proc/Sale
Daniel G. Stevens	Chief Finan. Officer	Treasurer	Brown's of Carolina, Inc.	Warsaw, NC	Hog Production
Daniel G. Stevens	Chief Finan. Officer	Treasurer	Northside Foods, Inc.	Arnold, PA	Pork Proc/Sales
Daniel G. Stevens	Chief Finan. Officer	Treasurer	Circle Four Farms	Milford, UT	Hog Production
Daniel G. Stevens	Chief Finan. Officer	Treasurer	Murphy-Brown	Warsaw, NC	Hog Production
Daniel G. Stevens	Chief Finan. Officer	Treasurer	Carroll's Foods of Virginia, Inc.	Waverly, VA	Hog Production
Daniel G. Stevens	Chief Finan. Officer	Treasurer	Murphy Farms, Inc.	Rose Hill, NC	Hog Production
Daniel G. Stevens	Chief Finan. Officer	Treasurer	Quik-to-Fix	Garland, TX	Meat Production
Daniel G. Stevens	Chief Finan. Officer	Treasurer	Moyer Packing Co.	Souderton, PA	Beef Production
Daniel G. Stevens	Chief Finan. Officer	Treasurer	Packerland Packing Co.	Green Bay , WI	Beef 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	Murphy-Brown	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
Michael H. Cole	Corporate Council	Secretary	Quik-to-Fix	Garland, TX	Meat Production
Michael H. Cole	Corporate Council	Secretary	Moyer Packing Co.	Souderton, PA	Beef Production
Michael H. Cole	Corporate Council	Secretary	Packerland Packing Co.	Green Bay , WI	Beef Production

APR-15-2003 10:06

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

ANNUAL REPORT OF PACKERS

INSTRUCTIONS: This report must be filed by any PACKER, as that term is defined in the Business and Stockyards Act, 1921, as amended and supplemented, and must be filed not later than April 15 following the calendar year and or 30 days after the close of fiscal period if business is on other than a calendar year basis. If space provided in any item is not sufficient, attach additional sheets containing the information and make reference to the relevant section and item number.

See enclosed instructions before completing this report.

Response is required by law to ensure compliance with the Packers and Stockyards Act, 1921, as amended and supplemented. 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.

According to the Paperwork Reduction Act of 1995, no persons are required to respond to a collection of information unless it displays a valid OMB control number. The valid OMB control number for this information is 0580-0021. The time required to complete this information collection is estimated to average of 3 hours per response, including the time to review instructions, search existing data resources, gather the data needed, and complete and review the information collection.

REPORT FOR YEAR ENDED: April 28, 2002

IF NOT FOR CALENDAR YEAR, INDICATE PERIOD COVERED: 4/30/01 - 4/28/02

RETURN COMPLETED REPORT TO: USDA, GIPSA
Packers and Stockyards Programs
75 Spring Street, Suite 230
Atlanta, GA 30303

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	TITLE	SIGNATURE (Owner, partner, or corporate officer if a corporation)
7-3-02	Assist VP Corp. Acctng	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

1a. TELEPHONE NUMBER: 757-357-4321
Fax Number 757-365-1791

2a. TYPE OF ORGANIZATION (check one): ☐ INDIVIDUAL ☐ PARTNERSHIP ☒ CORPORATION ☐ OTHER (specify) ___ L.L.C. ___ L.L.P.

2b. State Incorporated/Registered/Formed: VA

2d. State Incorporated/Registered/Formed: 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, F.I. 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	Social Security Number	HOME ADDRESS (Street, town, 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 OWNING CORPORATION OR INDIVIDUAL:

7. SUBSIDIARIES AND AFFILIATED COMPANIES WHOSE OPERATIONS ARE INCLUDED IN THIS REPORT (Include in all appropriate sections 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
Smithfield Packing Co.-Lykes Division	Plant City, FL	Meat Processor	100

8. SUBSIDIARIES AND AFFILIATED COMPANIES WHOSE OPERATIONS ARE NOT INCLUDED IN THIS REPORT (Except for their feeding activities reported in Section 6.)

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. Filson
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 Pasesky
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 23815

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. Greskevitch
Asst. Vice President, Cost Accounting
119 Pitchkettle Point Circle
Suffolk, VA 23434

James J. Krause
Vice President, Processed Meats
4513 Miarfield 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
Goldsboro, 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
11318 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
REDACTED		

Smithfield Packing Company
Fiscal Year 2002
Section II

Livestock Fed By You

Hogs		
Smithfield	Tarheel	Brooks County
REDACTED		-

Delivery Date	[redacted]	Tarheel				[redacted]
		Contract	Marketing Agreements	Packer Fed	Total Slaughtered	
May-01		REDACTED				
Jun-01						
Jul-01						
Aug-01						
Sep-01						
Oct-01						
Nov-01						
Dec-01						
Jan-02						
Feb-02						
Mar-02						
Apr-02						
Total						