

ANNUAL REPORT OF PACKERS

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 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.

This report is required by law (7 U.S.C. 222 and 16 U.S.C. 193a). 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 (7 U.S.C. 223).

Public reporting burden for this collection of information is estimated to average 1 hour per response, including the time for reviewing existing information, gathering additional data, reviewing and validating the data needed, and completing and reviewing the form. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to Washington, DC 20503. When replying, refer to the OMB number and form number in your letter.

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 5010
 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 6-28-01	TITLE Assist VP Corp. Acctg	SIGNATURE (Owner, partner, or corporate officer, if a corporation) Raymond L. Edwards
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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) <input type="checkbox"/> INDIVIDUAL <input type="checkbox"/> PARTNERSHIP <input checked="" type="checkbox"/> CORPORATION <input type="checkbox"/> 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? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO		
3b. IF "YES," GIVE DETAILS		
3c. DID YOU ACQUIRE ANY PLANTS THROUGH PURCHASE, MERGER, LEASE, ETC., DURING REPORTING PERIOD? <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO	3d. DID YOU SELL OR LEASE ANY PLANTS TO OTHERS DURING REPORTING PERIOD? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	
3e. DID YOU OPEN OR PERMANENTLY CLOSE ANY PLANTS DURING REPORTING PERIOD? <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO IF YES, F.I. NO. AND TYPE OF CHANGE Closed Coddle Roasted Meats in January 2001		

4a. ACTIVITIES ENGAGED IN: <input checked="" type="checkbox"/> Slaughtering <input type="checkbox"/> Fabricating <input checked="" type="checkbox"/> Further Processing
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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 (Example for plant facilities reported in Section 4.)

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

P 15/25 69 1539 202 699 069

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

USDA OGC TPD

APR-14-2003 11:45

SECTION I

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.

[illegible]

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)

[illegible]

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

[illegible]

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

[illegible]

SECTION 2 - LIVESTOCK SLAUGHTERING AND PROCESSING OPERATIONS (include your livestock slaughtering operations and those of the subsidiaries and affiliated companies listed in Section 1, Item 2)

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

NAME AND LOCATION OF PLANT	TYPE OF DISPOSITION AND PLANT NO. <i>(Federal, State, City)</i>	NUMBER OF HEADS AUTHORIZED					
		CATTLE	SHEEP	PIGS	HOGS	BUFFALO	OTHER
Gwaltney of Smithfield, Smfd. VA	Fed 221A						
Hancock Hams, Franklinville, NC	Fed 1477						
TOTAL							

A. LIVESTOCK CUSTOM SLAUGHTERED BY YOU FOR OTHERS
(Report for individual farms 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							

2. **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 DOUBLE 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, filed submit a separate Supplemental Report (Form PSEA-22-1) for each plant. Item 1 through 11, report numbers of livestock by species.

ITEM	NUMBER OF HEADS SLAUGHTERED					
	CATTLE		CALVES	HOGS	SHEEP	OTHER
	Heads and Weights	Cows and Bulls				
LIVESTOCK PURCHASED BOTH LIVE WEIGHT AND CARCASS WEIGHT PURCHASES						
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.						

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 P&S-125-1) for each plant. Item 1 through 11, report numbers of livestock by species.

ITEM	NUMBER OF HEAD SLAUGHTERED					
	CATTLE		CALVES	HOGS	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						
10. DO YOU OWN OR OPERATE A SCALE ON WHICH YOU WEIGH LIVESTOCK PURCHASED FOR SLAUGHTER? <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO						

11. DO YOU USE ANY TYPE OF ELECTRONIC EVALUATION DEVICE (other than a scale) FOR FATNESS 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.)

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	NUMBER OF HEAD (removed from feed for slaughter during reporting period)				
	STEERS AND HEIFERS	COWS AND BULLS	CALVES	HOGS	SHEEP

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

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					

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 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 20, 2003

(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)

Other (Exclude all other sales)

\$ REDACTED 101
REDACTED 102
NET SALES 103 \$ REDACTED

B. COST OF SALES:

Opening Inventory

Livestock Purchases

Meat and Meat Food Products Purchased

Other Purchases

Less: Closing Inventory

\$ REDACTED 104
REDACTED 105
REDACTED 106
REDACTED 107
REDACTED 108
REDACTED 109
TOTAL COST OF SALES 110 \$ REDACTED
GROSS INCOME 111 \$ REDACTED

C. OPERATING EXPENSES:

Manufacturing

Advertising

Sales Promotion

Sales Brokerage

Billing (other than above)

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 123 \$ REDACTED
OPERATING INCOME (LOSS) 124 \$ REDACTED

D. OTHER INCOME:

Interest

Other (Specify)

REDACTED

\$ REDACTED 125
REDACTED 126
REDACTED 127
TOTAL OTHER INCOME 128 \$ REDACTED
TOTAL INCOME 129 \$ REDACTED

E. DEDUCTIONS:

(Specify)

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

F. PROVISION FOR INCOME TAXES:

Current

Deferred

\$ REDACTED 134
REDACTED 135
TOTAL INCOME TAX 136 \$ REDACTED
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) (-)

Retained Earnings/Owners' Capital at End of Period

\$ REDACTED 138
REDACTED 139
REDACTED 140
REDACTED 141
REDACTED 142
REDACTED 143

SECTION 5- FINANCIAL INFORMATION (cont'd.)

SUBSIDIARY NAME (if applicable):

Fiscal Year Ending: 4-29-01

(numbers in thousands)

Z. 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			
Advances Made on Livestock and Meat				215
Prepaid Expenses (Rent, Insurance, Etc.)				216
Other Current Assets				217
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SECTION 1 - FINANCIAL INFORMATION (cont'd.)

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

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
			320

C. DEFERRED INCOME TAXES

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

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

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

1. As of the end of the reporting period, were Accounts Receivable and/or Inventory, 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 ☒ YES 405 ☐ NO

(If the answer is YES, fully explain)

2. Are Accounts Receivable collateralized under the agreement?

410 ☒ YES 411 ☐ NO

3. Enter borrowing limit under the agreement:

All Subs Not to Exceed 414 \$ REDACTED

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

416 ☐ YES 417 ☒ NO 418 ☐ NOT APPLICABLE

8. 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

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

406 Chase Manhattan Bank
407 New York, NY
408
409

3. Are Accounts Receivable collateralized under the agreement?

412 ☒ YES 413 ☐ NO

6. Enter borrowing payable as of the end of the reporting period:

All Subs Combined 415 \$ REDACTED

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

419 ☒ YES 420 ☐ NO 421 ☐ NOT APPLICABLE

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

First Union Bank, Smithfield, VA	Chase Manhattan Bank, New York, NY
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P. 21/25 202 690 1539

USDA OGC TPD

APR-14-2003 11:48

**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
803 Smithfield Blvd.
Smithfield, VA 23430**

**Gary 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. Demell
Vice President, Sales & Marketing, Fresh Meats
8020 Club House Road
Suffolk, VA 23433

Robin W. Bissell
Vice President, Essay 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

1015 S. I.

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

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	Millford, 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
Animax	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 8

Name	Position in Reporting Company	Position and Ownership			Name of Other Company	Location	Nature of Business
		Ownership Interest	In Other Company				
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	Millford, 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	Millford, 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	Millford, 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