

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>005</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>08/09/1946</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>005</u>	1c Effective date of plan <u>08/09/1946</u>	
1b Three-digit plan number (PN) ▶	<u>005</u>				
1c Effective date of plan <u>08/09/1946</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>SMITHFIELD FOODS, INC.</u> <u>200 COMMERCE ST.</u> <u>SMITHFIELD, VA 23430</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>52-0845861</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>757-357-1691</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>311610</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>52-0845861</u>	2c Sponsor's telephone number <u>757-357-1691</u>	2d Business code (see instructions) <u>311610</u>	
2b Employer Identification Number (EIN) <u>52-0845861</u>					
2c Sponsor's telephone number <u>757-357-1691</u>					
2d Business code (see instructions) <u>311610</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>10/14/2013</u> Date	<u>MEGAN GERRY</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address SMITHFIELD FOODS, INC. P.O. BOX 9004 SMITHFIELD, VA 23431		3b Administrator's EIN 52-0845861
		3c Administrator's telephone number 757-357-1691
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 16863
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	5185
b Retired or separated participants receiving benefits.....	6b	4123
c Other retired or separated participants entitled to future benefits.....	6c	5598
d Subtotal. Add lines 6a , 6b , and 6c	6d	14906
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	826
f Total. Add lines 6d and 6e	6f	15732
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	41
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1G 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>SMITHFIELD FOODS, INC.</u>	D Employer Identification Number (EIN) <u>52-0845861</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>	
2 Assets:	
a Market value	2a <u>476948208</u>
b Actuarial value	2b <u>506481950</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>5775</u> <u>325589370</u>
b For terminated vested participants.....	3b <u>6578</u> <u>175993104</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>10614415</u>
(2) Vested benefits.....	3c(2) <u>160575231</u>
(3) Total active	3c(3) <u>5286</u> <u>171189646</u>
d Total	3d <u>17639</u> <u>672772120</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>5.55 %</u>
6 Target normal cost.....	6 <u>10741488</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>10/09/2013</u>
Signature of actuary		Date
<u>DANIEL M. SECKAR</u>		<u>11-06799</u>
Type or print name of actuary		Most recent enrollment number
<u>MERCER</u>		<u>412-355-8800</u>
Firm name		Telephone number (including area code)
<u>SIX PPG PLACE</u> <u>PITTSBURGH, PA 15222</u>		
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)		
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9	Amount remaining (line 7 minus line 8)		
10	Interest on line 9 using prior year's actual return of _____%		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		
	b Interest on (a) using prior year's effective interest rate of _____% except as otherwise provided (see instructions)		
	c Total available at beginning of current plan year to add to prefunding balance		
	d Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)		

Part III Funding Percentages			
14	Funding target attainment percentage	14	75.28 %
15	Adjusted funding target attainment percentage	15	%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals ►	18(b)	18(c)

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?		☐ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?		☐ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
		(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b
22 Weighted average retirement age				22
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☐ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☐ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27 2

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)			31a
b Excess assets, if applicable, but not greater than line 31a			31b
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment			
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount			33
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...			34
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			
36 Additional cash requirement (line 34 minus line 35)			36
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)			37
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)			38a
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances			38b
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)			39
40 Unpaid minimum required contributions for all years.....			40

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment			42
43 Excess installment acceleration amount to be carried over to future plan years			43

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN</u>	B Three-digit plan number (PN)	<u>005</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>SMITHFIELD FOODS, INC.</u>	D Employer Identification Number (EIN) <u>52-0845861</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SMITHFIELD FOODS MASTER TRUST</u>		
b Name of sponsor of entity listed in (a): <u>SMITHFIELD FOODS, INC.</u>		
c EIN-PN <u>13-4103752-001</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>457737319</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN		B Three-digit plan number (PN) ► 005
C Plan sponsor's name as shown on line 2a of Form 5500 SMITHFIELD FOODS, INC.		D Employer Identification Number (EIN) 52-0845861

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		652000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	476948208	457737319
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		690462
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		39229913
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	476948208	498309694

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	476948208	498309694
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	652000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		652000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	1215661	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1215661
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-3908656	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-3908656

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		57788297
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		55747302

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	33064739	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		33064739
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	1321077	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1321077
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		34385816

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		21361486
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: KREISCHER MILLER

(2) EIN: 23-1980475

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d			
e Was this plan covered by a fidelity bond?	X		3500000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SMITHFIELD FOODS, INC.</u>	D Employer Identification Number (EIN) <u>52-0845861</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>25-1926855</u> <u>41-6257133</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>1073</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☒ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 57% Investment-Grade Debt: 36% High-Yield Debt: 0% Real Estate: 0% Other: 7%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Independent Auditors' Report

The Participants and Plan Administrator
Farmland Foods, Inc. Employee Retirement Plan
Smithfield, Virginia

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Farmland Foods, Inc. Employee Retirement Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 4 and 6, which was certified by Wells Fargo Bank, N.A. and The Bank of New York Mellon/BNY Mellon N.A., the trustees of the Plan, except for comparing such information with the related information included in the 2012 financial statements. We have been informed by the plan administrator that The Bank of New York Mellon/BNY Mellon N.A. held the Plan's investment assets and executed investment transactions from March 1, 2012 to December 31, 2012 and Wells Fargo Bank, N.A. held the Plan's investment assets and executed investment transactions for the period January 1, 2012 to February 28, 2012. The plan administrator has obtained certifications from the trustees as of and for the year ended December 31 2012 that the information provided to the plan administrator by the trustees is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the 2012 financial statements. Accordingly, we do not express an opinion on the 2012 financial statements.

Other Matter - Supplemental Schedule

The supplemental Schedule H Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Other Matter - 2011 Financial Statements

The financial statements of the Plan as of December 31, 2011 were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated October 5, 2012, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee were presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the 2012 financial statements and supplemental schedule, other than that derived from the information certified by the trustees have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.



Horsham, Pennsylvania
October 10, 2013

Schedule SB, Part V — Summary of Plan Provisions**Summary of major plan provisions**

Most Recent Restatement Date and Plan Year	The original plan effective date is September 8, 1946. The plan was amended and restated as of January 1, 2011. The plan year is the calendar year.
Most recent amendment	Effective January 1, 2011
Applicable Effective Date	<ul style="list-style-type: none"> ▪ Non-Union participants: April 1, 2004 ▪ Union New Benefit participants <ul style="list-style-type: none"> – Denison Iowa plant: January 1, 2005 – Crete Nebraska plant: July 1, 2005 – Wichita Kansas plant: January 1, 2006
Status of the plan	The plan has ongoing benefit accruals and new employees are eligible to participant in the plan once they satisfy the participation requirements.
Significant events that occurred during the year	None
Definitions	
▪ Eligibility	<p>Full-time union employees become a participant in the plan on April 1 or October 1, depending on month of hire, following completion of the first hour of service. Mandatory participation is April 1 or October 1 following the 34th birthday.</p> <p>Effective on the Applicable Effective Date, Non-Union employees must complete 1,000 hours of service and attained age 21 to participant in the plan.</p>
▪ Participant Contributions	<p>Prior to the Applicable Effective Date, participants contributed 2% of Wage Base. Union Old Benefit participants shall continue to contribute 2% of Wage Base.</p> <p>Effective on the applicable effective date, Non-Union and Union New Benefit participants are not required or permitted to make contributions.</p>
▪ Service Considered	<p>For Union Old Benefit employees, employment from hire date to termination date measured in years and months.</p> <p>For Non-Union and Union New Benefit participants, each calendar year during which the employee completed at least 1,000 hours.</p>
▪ Creditable Service	Years and months of Participating Service. Following the Applicable Effective Date, Non-Union and Union New Benefit participants will earn Years of Benefit Service rather than Creditable Service.
▪ Year of Benefit Service	Calendar Year during which the employee completed at least 1,000 hours of service.
▪ Final Average Earnings	Average of the highest five consecutive calendar years of earnings out of the last ten calendar years prior to termination.
▪ Final Average Wage Base	Average of the highest four wage bases of the last ten consecutive wage bases prior to termination. Wage base is defined as W-2 compensation with adjustments for certain expenses and contributions to benefit plans.

Schedule SB, Part V — Summary of Plan Provisions

▪ Normal Retirement Benefit	<p>A lifetime monthly benefit payable at the later of age 65 or 5 years of participation.</p> <p>For Union Old Benefit employees:</p> <p>1.75% of Final Average Wage Base times Creditable Service, where creditable service is years and months of participating service.</p> <p>For Non-Union and Union New Benefit participants, equal to the greater of (a), (b), and (c):</p> <p>a. The sum of (i) 0.8% of Final Average Earnings and (ii) 0.9% of Final Average Earnings in excess of Social Security Covered Compensation. The sum is multiplied by the sum of Creditable Service as of the Applicable Effective Date, and Years of Benefit Service after the Applicable Effective Date.</p> <p>b. The sum of the amount determined under (a) above, but based on Years of Benefit Service beginning after the Applicable Effective Date and (b) Participant's accrued benefit as of the Applicable Effective Date. The accrued benefit for non-union and union new benefit employees as of the Applicable Effective Date is defined as 1.75% of Final Average Wage Base as of the Applicable Effective Date times Creditable Service at the Applicable Effective Date. For grandfathered, Non-Union or Union New Benefit participants (defined as being age 50 with 10 years of Creditable Service as of the Applicable Effective Date) the Final Average Wage used to determine the accrued benefit is to be determined at the date of termination from employment.</p> <p>c. \$75. The \$75 minimum benefit is phased in over 5 years for Non-Union employees hired on or after the Applicable Effective Date.</p>
▪ Late Retirement Benefit	<p>A lifetime monthly benefit equal to the Accrued Benefit, based on Creditable Service or Years of Benefit Service, payable to a participant whose separation from service date follows his normal retirement date.</p>

Schedule SB, Part V — Summary of Plan Provisions

▪ Early Retirement Benefit

A participant is eligible to receive an early retirement annuity after separation from service following age 55 with 5 years of vesting service. For Non-Union participants who first participate in the plan after the Applicable Effective Date, 10 years of vesting service are required to receive an early retirement benefit.

For Union Old Benefit participants, the early retirement annuity is equal to the accrued benefit times the percentage based on age below:

Age	Percentage
62+	100%
61	93
60	86
59	79
58	72
57	65
56	58
55	50

For a Non-Union or a Union New Benefit participant, early retirement benefits accrued before the Applicable Effective Date shall be calculated the same as for Union Old Benefit participants as above and early retirement benefits accrued after the Applicable Effective Date shall be equal to the accrued benefit after the Applicable Effective Date times the percentage based on age below:

Age	Percentage
65	100%
64	94
63	88
62	82
61	76
60	70
59	66
58	62
57	58
56	54
55	50

Schedule SB, Part V — Summary of Plan Provisions

▪ Disability Retirement Benefit	<p>An active Union Old Benefit participant is eligible upon total and permanent disability after completion of 3 years of participating service. The monthly benefit is equal to the greater of i) the accrued benefit (unreduced for age) at the date of disability and ii) 25% of final wage base as of the date of disability.</p> <p>An active Non-Union or Union New Benefit participant is eligible upon total and permanent disability after age 45 and 10 Years of Benefit Service. The monthly benefit shall be computed in the same manner as normal retirement benefits based on service at disability. There is no reduction for early payment.</p>
▪ Deferred Vested Benefit	<p><u>Option A</u></p> <p>A participant not eligible for Normal, Early, or Deferred retirement is eligible to receive a termination annuity at age 65 equal to the sum of (a) and (b), or the actuarial equivalent as early as age 55:</p> <ol style="list-style-type: none"> Employee contributions with interest in the form of an annuity deferred to age 65 Accrued Benefit at 65 times 100% for 5 years of Vesting Service (0% otherwise) minus the amount described in (a) above. <p><u>Option B</u></p> <p>A participant not eligible for Normal, Early, or Deferred retirement is eligible to receive an immediate refund of employee contributions with interest (lump sum or life annuity) plus a termination annuity at age 65 equal to the amount described in (b) above, or the actuarial equivalent as early as age 55.</p>
▪ Pre-Retirement Death Benefit	<p>The spouse of an active or terminated vested participant who dies with at least five years of Vesting Service after age 55 is eligible for a death benefit. The benefit is payable immediately as if the participant had retired on the date of death and elected a 100% Joint Annuity payment option. If death occurs before age 55, the spouse may choose Option A or Option B, with the annuity commencing on the date the participant would have attained age 55.</p> <p>If the participant dies with less than five years of Vesting Service, employee contributions with interest will be refunded.</p>
▪ Post-Retirement Death Benefit	<p>Upon the death of a Union Old Benefit participant who retired on or after age 62, the spouse is eligible to receive a supplemental lump sum benefit equal to 24% of the final Wage Base times Credible Service (up to 10 years). The lump sum shall not be less than \$1,000 and no more than \$10,000.</p> <p>A Non-Union or a Union New Benefit participant who was not eligible for early retirement on the Applicable Effective Date shall not be eligible to receive the above supplemental lump sum.</p>
▪ Normal Form of Benefit	<p>Single Life Annuity. Married participants receive an actuarially reduced 50% Joint Annuity.</p>

Schedule SB, Part V — Summary of Plan Provisions

-
- | | |
|---|---|
| <ul style="list-style-type: none">▪ Optional Forms of Retirement Benefits | <ul style="list-style-type: none">▪ 10 Year Certain and Life annuity▪ Level Income Option with 10 Year Guarantee▪ 50% Joint Annuity▪ 66⅔% Joint Annuity▪ 75% Joint Annuity▪ 100% Joint Annuity <p>All options are actuarially reduced.</p> |
|---|---|
-

Plan provision changes since prior valuation

Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2011 to 2012.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial assumptions**

Investment return	<ul style="list-style-type: none"> 7.75% compounded annually for funding purposes 7.52% compounded annually for RPA '94 current liability 7.52% compounded annually for gateway current liability For maximum deductible calculations, segment rates as of September 1, 2011 were used. 	
Salary increases	See Table	
Social Security Taxable Wage Base increases	3.50% per year compounded annually	
Consumer Price Index	2.75% per year compounded annually	
Interest rate on account balances	5.50% per year compounded annually	
Lump Sum Conversion rate	Implied future segment rates based on November 2011 high-quality corporate bond yield curve for the 417(e) rate, 4% before and after age 65 for PBGC rates.	
Mortality	<ul style="list-style-type: none"> For healthy participants, 2012 PPA separate static annuitant and nonannuitant mortality tables. For disabled participants, Revenue Ruling 96-7 tables for males and females. 	
Withdrawal	See Tables	
Expenses	None Assumed	
Retirement age	See Table	
Disability	See Table. 1985 Pension Disability Study Table Class 1 for males and females.	
Percentage married	<ul style="list-style-type: none"> Males.....85% Females.....85% 	
Age difference	Males are assumed to be three years older than their spouses.	
Form of payment	Single Life	75% J&S
▪ Active retirements	70%	30%
▪ Future vested deferred	70%	30%
▪ Future disabilities	100%	0%
▪ Future deaths	100% ¹	0%
▪ Current vested deferred	70%	30%

¹ REA Spouse's Annuity

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Tables of Sample Rates***Table of salary increases*

Attained Age	Percentage
0-24	8.0%
25-29	8.0
30-34	6.0
35-39	5.0
40-44	4.5
45-49	4.0
50-54	3.5
55-59	3.5
60+	3.5

Withdrawal rates for employees with less than 5 years of service

Service	Percentage
0-1	19.0%
1-2	19.0
2-3	12.0
3-4	12.0
4-5	12.0

Withdrawal rates for employees with more than 5 years of service

Attained Age	Percentage
22	18.0%
32	7.5
42	6.1
52	4.9
62	3.8

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods*Table of retirement rates*

Attained Age	Percentage
55	7.5%
56	7.5%
57	7.5%
58	7.5%
59	10.0%
60	10.0%
61	25.0%
62	22.5%
63	22.5%
64	30.0%
65	40.0%
66	40.0%
67	40.0%
68	40.0%
69	40.0%
70+	100.0%

Disability terminations from active status

Attained Age	Male	Female
22	.032%	.035%
32	.054	.099
42	.147	.250
52	.465	.660
62	1.475	1.188

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Actuarial methods

Asset Methods

The asset valuation method is the smoothed market value without phase-in method, using a smoothing period of 5 years, as described in paragraph 3.15 of IRS Revenue Procedure 2000-40. The actuarial value of assets will equal the market value of assets with gains subtracted or losses added at the rates described below:

- a. 4/5 of the prior year's gain or loss
- b. 3/5 of the second preceding year's gain or loss
- c. 2/5 of the third preceding year's gain or loss
- d. 1/5 of the fourth preceding year's gain or loss

The gain or loss for a year is determined by calculating the difference between the expected value of assets for the year and the market value of assets at the valuation date. The expected value of assets for the year is the market value of assets at the prior-year valuation date brought forward with interest at the valuation interest rate to the current valuation date, plus contributions minus benefit disbursements minus expenses, all adjusted with interest at the valuation rate to the current valuation date. If the expected value is less than the market value, the difference is a gain. If the expected value is greater than the market value, there is a loss. The asset value determined under this method will be adjusted to be no greater than 120% and no less than 80% of the fair market value as defined in Section 1.412(c)(2)-1(c) of the Internal Revenue Code.

Participant Methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on only those employees who have met the eligibility requirements as of the valuation date. No actuarial liability is included for participants who terminated nonvested prior to the valuation date.
- **Transferred participants:** The liabilities for employees who have transferred into another plan of the plan sponsor have been included with the liabilities for terminated vested participants.
- **Disabled participants:** The liabilities for participants on long-term disability have been included with the liabilities for terminated vested participants.

To our knowledge, no benefits are excluded from liabilities presented in the valuation.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Funding method

Actuarial cost method: Liabilities and contributions shown in this report are computed using the projected unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue, taking into consideration future compensation increases. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service. Typically, when this method is introduced, there will be an initial liability for benefits credited for service prior to that date, and to the extent that the liability is not covered by assets of the plan, there is an unfunded liability to be funded over a stipulated period in accordance with an amortization schedule.

A detailed description of the calculation follows:

- An individual's **accrued benefit** for valuation purposes related to a particular separation date is the accrued benefit described under the plan but determined using the projected compensation that would be used in the calculation of the benefit on the expected separation date.
- The **benefit** deemed to accrue for an individual during a plan year is the excess of the accrued benefit for valuation purposes at the end of the plan year over the accrued benefit for valuation purposes at the beginning of the plan year. Both accrued benefits are calculated from the same projections to the various anticipated separation dates as described above.
- An individual's **accrued liability** is the present value of the accrued benefit for valuation purposes at the beginning of the plan year, and an individual's **normal cost** is the present value of the benefit deemed to accrue in the plan year. If multiple decrements are used, the accrued liability and the normal cost for an individual are the sum of the component accrued liabilities and normal costs associated with the various anticipated separation dates. Such accrued liabilities and normal costs reflect the accrued benefits as modified to obtain the benefits payable on those dates and the probability of the individual separating on those dates.
- The plan's **normal cost** is the sum of the individual normal costs, and the plan's **accrued liability** is the sum of the accrued liabilities for all participants under the plan.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Current liability: The current liability is a present value of accrued benefits determined in accordance with IRC Section 412(l). The accrued benefits, including benefits accruing during the year, are valued under two different measures:

- The RPA '94 current liability is computed using an interest rate that is the third segment rate as determined under the Pension Protection Act of 2006 (and as modified by stabilization rates under MAP-21). The required mortality tables are separate for the period before benefits are assumed to begin (nonannuitant table) and after benefits are assumed to – or actually – begin (annuitant table) and for male and female participants. The annuitant mortality tables are based on the RP-2000 Annuitant Mortality Tables for males and females, projected with Scale AA seven years beyond the valuation year (i.e., to 2019 for the 2012 valuation). The nonannuitant mortality tables are based on the RP-2000 Employee Mortality Tables for males and females, projected with Scale AA 15 years beyond the valuation year (i.e., to 2027 for the 2012 valuation). For disabled participants, different IRS mandated tables may be used, as specified in Revenue Ruling 96-7.
- The gateway current liability is computed using the same interest rate and mortality tables as the RPA '94 current liability.

Schedule SB, Line 24 — Change in Actuarial Assumptions

- The investment return for funding purposes was updated from 8.00% to 7.75%.
- The RPA '94 and Gateway current liability interest rates were changed from 6.46% to 7.52%. The interest rates were changed due to changes in the required rate under the Pension Protection Act of 2006 and reflect stabilization due to MAP-21.
- The healthy mortality tables were updated from the 2011 PPA separate static annuitant/nonannuitant tables to the 2012 PPA separate static annuitant/nonannuitant tables.
- For the liabilities used to calculate the maximum deductible contribution, the segment rates as of September 2011 were used in accordance with the plan sponsor's elections for the other PPA-applicable qualified plans.
- The rates used for lump sum conversion changed from November 2010 segment rates to November 2011 segment rates.
- The withdrawal and retirement tables were updated to better reflect expected future plan experience.
- The form of payment for active retirements, future vested deferred and current vested deferred from assuming that 100% of participants elect a life annuity to 70% of participants elect a life annuity and 30% of participants elect a 75% Joint & Survivor annuity.

Schedule SB, Line 26 — Schedule of Active Participant Data

Attained age	Years of credited service									
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up
Under 25	3 36,975	168 36,975	4							
25 – 29	3 40,291	302 40,291	145 45,179	1						
30 – 34	1 41,045	254 41,045	250 50,345	22 56,553						
35 - 39		222 42,838	291 50,462	61 50,680	23 60,967	1				
40 - 44	2 41,737	218 41,737	426 50,985	86 55,482	72 61,869	20 51,454				
45 - 49	1 43,733	197 43,733	310 52,988	206 53,516	66 56,429	55 56,433	38 61,563			
50 - 54	1 45,094	169 45,094	240 51,695	137 47,413	130 50,794	53 68,224	52 60,943	43 59,933		
55 - 59		109 41,728	137 52,532	102 53,251	72 56,611	58 62,720	27 60,545	71 59,192	18	
60 - 64		74 34,603	84 49,590	43 60,914	44 50,799	30 58,743	17 58,750	27 58,750	25 58,299	
65 - 69		19	20 52,156	12	9	3	2	3	2	2
70 & up		2			1					

In each cell, the top number is the count of active participants for each age/service combination. The lower number is the average compensation of the active participants in that group. For cells with fewer than 20 members, earnings have been suppressed to preserve confidentiality.

Total Earnings: \$ 260,185,336

Average credited service: 9.0

Note: Earnings shown in this matrix have been limited to \$250,000, the 401(a)(17) limit for 2012

Schedule SB, Line 32 — Schedule of Amortization Bases

Charge	Amortization Period			Balances		Beginning-of-Year Payment
	Date Created	Initial Years	Years Left	Initial	Outstanding	
Actuarial Loss	01/01/2009	5	2	\$ 89,072,376	\$ 39,782,411	\$ 20,633,236
Assumption Changes	01/01/2009	10	7	838,070	650,259	114,924
Actuarial Loss	01/01/2012	5	5	64,788,173	64,788,173	14,960,409
Assumption Changes	01/01/2012	10	10	15,540,688	15,540,688	2,125,264
Total					\$ 120,761,531	\$ 37,833,833

Credit	Amortization Period			Balances		Beginning-of-Year Payment
	Date Created	Initial Years	Years Left	Initial	Outstanding	
Actuarial Gain	01/01/2010	5	3	\$ 48,551,066	\$ 31,337,315	\$ 11,234,444
Total					\$ 31,337,315	\$ 11,234,444

Schedule SB, Line 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 61.

(A) Retirement Age	(B) Theoretical Population	(C) Retirement Age	(D) Expected Number of Retirements (B) x (C)	(E) Weighted Number of Retirements (A) x (D)
55	1,000	7.5%	75.0	4,125.0
56	925	7.5%	69.4	3,885.0
57	856	7.5%	64.2	3,657.8
58	791	7.5%	59.4	3,442.8
59	732	10.0%	73.2	4,319.4
60	659	10.0%	65.9	3,953.3
61	593	25.0%	148.2	9,043.2
62	445	22.5%	100.1	6,204.2
63	345	22.5%	77.6	4,885.8
64	267	30.0%	80.1	5,128.8
65	187	40.0%	74.8	4,861.7
66	112	40.0%	44.9	2,961.9
67	67	40.0%	26.9	1,804.1
68	40	40.0%	16.2	1,098.6
69	24	40.0%	9.7	668.9
70	15	100.0%	14.5	1,017.8
Total			1,000.0	61,058.3
Weighted average retirement age:				61.1

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		

► Round off amounts to nearest dollar.

► Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">B Three-digit plan number (PN) ►</td> <td style="width: 40%; text-align: center;">005</td> </tr> <tr> <td colspan="2" style="height: 20px;"></td> </tr> <tr> <td colspan="2">D Employer Identification Number (EIN) 52-0845861</td> </tr> </table>	B Three-digit plan number (PN) ►	005			D Employer Identification Number (EIN) 52-0845861	
B Three-digit plan number (PN) ►	005						
D Employer Identification Number (EIN) 52-0845861							
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF SMITHFIELD FOODS, INC.							
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500							

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>			
2 Assets:			
a Market value	2a		476,948,208
b Actuarial value	2b		506,481,950
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	5,775	325,589,370
b For terminated vested participants.....	3b	6,578	175,993,104
c For active participants:			
(1) Non-vested benefits	3c(1)		10,614,415
(2) Vested benefits	3c(2)		160,575,231
(3) Total active.....	3c(3)	5,286	171,189,646
d Total.....	3d	17,639	672,772,120
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	5.55	
6 Target normal cost	6	10,741,488	

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<div style="text-align: center;"> Signature of actuary </div>	<div style="text-align: center;"> <u>10/9/13</u> Date 11-06799 Most recent enrollment number (412) 355-8800 Telephone number (including area code) </div>
DANIEL M. SECKAR Type or print name of actuary		
MERCER Firm name		
SIX PPG PLACE Address of the firm		
PITTSBURGH PA 15222 Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)		
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9	Amount remaining (line 7 minus line 8)		
10	Interest on line 9 using prior year's actual return of _____ %		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		
b	Interest on (a) using prior year's effective interest rate of _____ % except as otherwise provided (see instructions)		
c	Total available at beginning of current plan year to add to prefunding balance		
d	Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)		

Part III Funding Percentages			
14	Funding target attainment percentage	14	75.28 %
15	Adjusted funding target attainment percentage	15	%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	18(c)	

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years	19a
b Contributions made to avoid restrictions adjusted to valuation date	19b
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☐ N/A, full yield curve used
b Applicable month (enter code).....			21b	
22 Weighted average retirement age			22	
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☐ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.....		☐ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.....		☐ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....		☐ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27	2

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....		31a	
b Excess assets, if applicable, but not greater than line 31a		31b	
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment			
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..		34	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			
36 Additional cash requirement (line 34 minus line 35)	36		
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37		
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	
40 Unpaid minimum required contributions for all years		40	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected		☐ 2 plus 7 years ☐ 15 years	
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

**SCHEDULE B
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974, referred to as ERISA, except when attached to Form 5500-EZ and, in all cases, under section 6059(a) of the Internal Revenue Code, referred to as the Code.

▶ Attach to Form 5500 or 5500-EZ if applicable.
▶ See separate instructions.

Official Use Only

OMB No. 1210-0110

2007

This Form Is Open to Public
Inspection (except when
attached to Form 5500-EZ).

For calendar plan year 2007 or fiscal plan year beginning 01/01/2012 , and ending 12/31/2012 ,

▶ Round off amounts to nearest dollar.

▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN		B Three-digit plan number ... ▶ 005
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-EZ SMITHFIELD FOODS, INC.		D Employer Identification Number 52-0845861
E Type of plan: (1) ☐ Multiemployer (2) ☒ Single-employer (3) ☐ Multiple-employer		F 100 or fewer participants in prior plan year ☐

Part I Basic Information (To be completed by all plans)

1a Enter the actuarial valuation date: Month 01 Day 01 Year 2012	
b Assets:	
(1) Current value of assets	b(1) 476948208
(2) Actuarial value of assets for funding standard account	b(2) 506481950
c (1) Accrued liability for plans using immediate gain methods	c(1) 540708262
(2) Information for plans using spread gain methods:	
(a) Unfunded liability for methods with bases	c(2)(a)
(b) Accrued liability under entry age normal method	c(2)(b)
(c) Normal cost under entry age normal method	c(2)(c)

Statement by Enrolled Actuary (see instructions before signing):

To the best of my knowledge, the information supplied in this schedule and on the accompanying schedules, statements, and attachments, if any, is complete and accurate, and in my opinion each assumption, used in combination, represents my best estimate of anticipated experience under the plan. Furthermore, in the case of a plan other than a multiemployer plan, each assumption used (a) is reasonable (taking into account the experience of the plan and reasonable expectations) or (b) would, in the aggregate, result in a total contribution equivalent to that which would be determined if each such assumption were reasonable; in the case of a multiemployer plan, the assumptions used, in the aggregate, are reasonable (taking into account the experience of the plan and reasonable expectations).



Dan Secker DS

Signature of actuary

DANIEL M. SECKAR

Type or print name of actuary

MERCER

Firm name

SIX PPG PLACE

PITTSBURGH

PA

15222

Address of the firm

10/9/13

Date

G 11-06799

Most recent enrollment number

412-355-8800

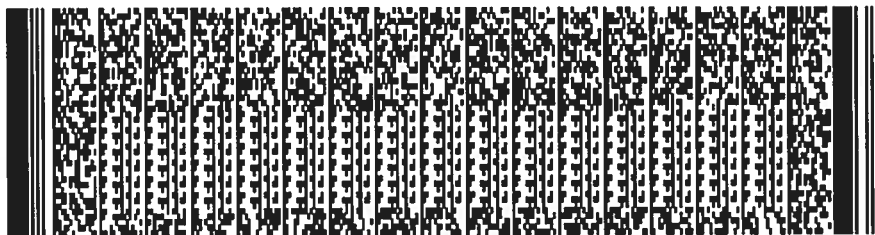
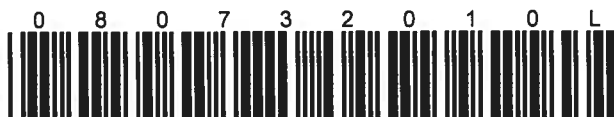
Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions. ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the Instructions for Form 5500 or 5500-EZ.

v10.1

Schedule B (Form 5500) 2007



1d Information on current liabilities of the plan:

(1) Amount excluded from current liability attributable to pre-participation service (see instructions) . . .	d(1)	0
(2) "RPA '94" information:		
(a) Current liability	d(2)(a)	537195602
(b) Expected increase in current liability due to benefits accruing during the plan year	d(2)(b)	8198533
(c) Current liability computed at highest allowable interest rate (see instructions)	d(2)(c)	537195602
(d) Expected release from "RPA '94" current liability for the plan year	d(2)(d)	
(3) Expected plan disbursements for the plan year	d(3)	32976376

2 Operational information as of beginning of this plan year:

a Current value of the assets (see instructions)		2a	476948208	
b "RPA '94" current liability:		(1) No. of Persons	(2) Vested Benefits	(3) Total Benefits
(1) For retired participants and beneficiaries receiving payments		5775	271299879	271299879
(2) For terminated vested participants		6578	133472976	133472976
(3) For active participants		5286	124379950	132422747
(4) Total		17639	529152805	537195602
c If the percentage resulting from dividing line 2a by line 2b(4), column (3), is less than 70%, enter such percentage.				
		2c		%

3 Contributions made to the plan for the plan year by employer(s) and employees:

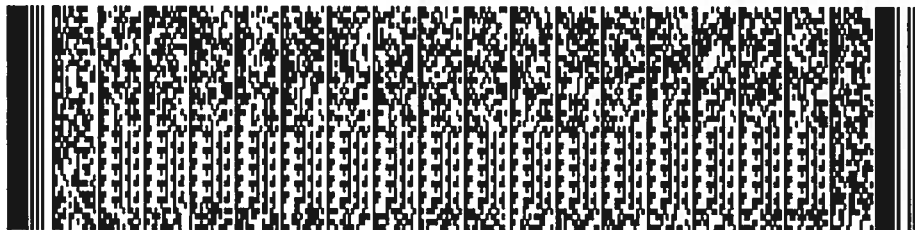
(a) Month-Day-Year	(b) Amount paid by employer	(c) Amount paid by employees	(a) Month-Day-Year	(b) Amount paid by employer	(c) Amount paid by employees
09/13/2013	652000				
3 Totals ▶ (b)				652000	(c) 0

4 Quarterly contributions and liquidity shortfall(s):

a Plans other than multiemployer plans, enter funded current liability percentage for preceding year (see instructions)	4a	90.7 %
--	-----------	--------

b If line 4a is less than 100%, see instructions, and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0



5 Actuarial cost method used as the basis for this plan year's funding standard account computation:**a** ☐ Attained age normal **b** ☐ Entry age normal **c** ☒ Accrued benefit (unit credit)**d** ☐ Aggregate **e** ☐ Frozen initial liability **f** ☐ Individual level premium**g** ☐ Individual aggregate**h** ☐ Other (specify) ▶**i** Has a change been made in funding method for this plan year? ☐ Yes ☒ No**j** If line i is "Yes," was the change made pursuant to Revenue Procedure 2000-40? ☐ Yes ☐ No**k** If line i is "Yes," and line j is "No" enter the date of the ruling letter (individual or

class) approving the change in funding method Month

Day

Year

6 Checklist of certain actuarial assumptions:**a** Interest rate for "RPA '94" current liability. **6a** 7.52 % ☐ N/A**b** Weighted average retirement age **6b** 61 ☐ N/A**c** Rates specified in insurance or annuity contracts . . ☐ N/A**6c** Pre-retirement Post-retirement
☐ Yes ☒ No ☐ Yes ☒ No ☐ N/A**d** Mortality table code for valuation purposes:(1) Males **d(1)** A A(2) Females **d(2)** A A**e** Valuation liability interest rate ☐ N/A **6e** 7.75 % 7.75 % ☐ N/A**f** Expense loading. ☐ N/A **6f** 0.0 % 0.0 % ☐ N/A**g** Annual withdrawal rates:(1) Age 25. **g(1)** S 19.00 % S 19.00 %(2) Age 40. **g(2)** S 19.00 % S 19.00 %(3) Age 55. **g(3)** S 19.00 % S 19.00 %**h** Salary scale ☐ N/A **6h** 4.74 % 4.74 % ☐ N/A**i** Estimated investment return on actuarial value of assets for year ending on the valuation date **6i** 1.9 %**j** Estimated investment return on current value of assets for year ending on the valuation date **6j** 0.4 %**7** New amortization bases established in the current plan year:

(1) Type of Base

(2) Initial Balance

(3) Amortization Charge/Credit

1 64788173

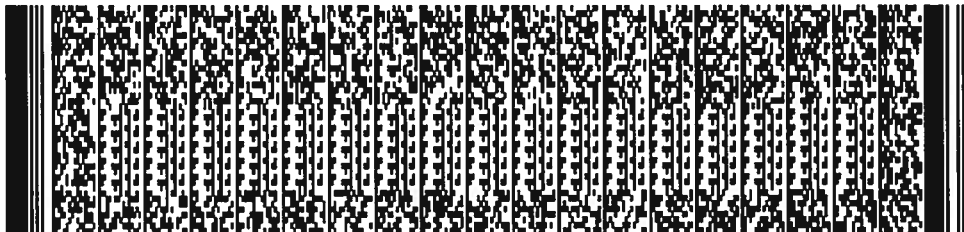
4 15540688

14960409

2125264

8 Miscellaneous information:**a** If a waiver of a funding deficiency or an extension of an amortization period has been approved for this plan year, enter the

date of the ruling letter granting the approval Month Day Year



8b If one or more alternative methods or rules (as listed in the instructions) were used for this plan year, enter the appropriate code in accordance with the instructions ▶

c Is the plan required to provide a Schedule of Active Participant Data? (see instructions) If "Yes," attach schedule. ☒ Yes ☐ No

9 Funding standard account statement for this plan year:

Charges to funding standard account:

a Prior year funding deficiency, if any.	9a	0
b Employer's normal cost for plan year as of valuation date.	9b	7057128
c Amortization charges as of valuation date:		
(1) All bases except funding waivers. ▶ (\$ 120761531)	c(1)	37833833
(2) Funding waivers ▶ (\$ 0)	c(2)	0
d Interest as applicable on lines 9a, 9b, and 9c.	9d	3479049
e Additional interest charge due to late quarterly contributions, if applicable	9e	0
f Adjusted additional funding charge from Part II, line 12q, if applicable ☐ N/A	9f	0
g Total charges. Add lines 9a through 9f.	9g	48370010

Credits to funding standard account:

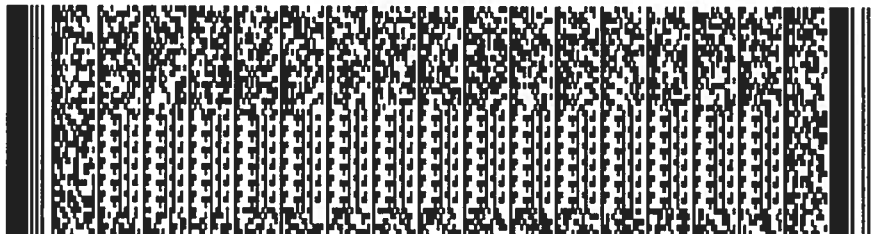
h Prior year credit balance, if any.	9h	33052316
i Employer contributions. Total from column (b) of line 3.	9i	652000
j Amortization credits as of valuation date ▶ (\$ 31337315)	9j	11234444
k Interest as applicable to end of plan year on lines 9h, 9i, and 9j.	9k	3432224
l Full funding limitation (FFL) and credits		
(1) ERISA FFL (accrued liability FFL). l(1) 111919383		
(2) "RPA '94" override (90% current liability FFL). l(2) 0		
(3) FFL credit l(3) 0		
m (1) Waived funding deficiency. m(1) 0		
(2) Other credits m(2) 0		
n Total credits. Add lines 9h through 9k, 9l(3), 9m(1), and 9m(2).	9n	48370984
o Credit balance: If line 9n is greater than line 9g, enter the difference.	9o	974
p Funding deficiency: If line 9g is greater than line 9n, enter the difference.	9p	0

Reconciliation account:

q Current year's accumulated reconciliation account:		
(1) Due to additional funding charges as of the beginning of the plan year	q(1)	22145588
(2) Due to additional interest charges as of the beginning of the plan year	q(2)	0
(3) Due to waived funding deficiencies:		
(a) Reconciliation outstanding balance as of valuation date.	q(3)(a)	0
(b) Reconciliation amount. Line 9c(2) balance minus line 9q(3)(a).	q(3)(b)	0
(4) Total as of valuation date. ▶	q(4)	23861871

10 Contribution necessary to avoid an accumulated funding deficiency. Enter the amount in line 9p or the amount required under the alternative funding standard account if applicable **10** 0

11 Has a change been made in the actuarial assumptions for the current plan year? If "Yes," see instructions ☒ Yes ☐ No



Part II Additional Information for Certain Plans Other Than Multiemployer PlansPlease see **Who Must File** in the Schedule B instructions to determine if you must complete Part II.**12 Additional required funding charge (see instructions):**

- a**
- Enter "Gateway %." Divide line 1b(2) by line 1d(2)(c) and multiply by 100.

If line 12a is at least 90%, go to line 12q and enter -0-.

If line 12a is less than 80%, go to line 12b.

If line 12a is at least 80% (but less than 90%), see instructions and, if applicable, go to line 12q and enter -0-. Otherwise, go to line 12b.

- b**
- "RPA '94" current liability. Enter line 1d(2)(a)

- c**
- Adjusted value of assets (see instructions)

- d**
- Funded current liability percentage. Divide line 12c by 12b and multiply by 100

- e**
- Unfunded current liability. Subtract line 12c from line 12b.

- f**
- Liability attributable to any unpredictable contingent event benefit

- g**
- Outstanding balance of unfunded old liability

- h**
- Unfunded new liability. Subtract the total of lines 12f and 12g from line 12e. Enter -0- if negative

- i**
- Unfunded new liability amount (_____ % of line 12h)

- j**
- Unfunded old liability amount

- k**
- Deficit reduction contribution. Add lines 12i, 12j, and 1d(2)(b).

- l**
- Net charges in funding standard account used to offset the deficit reduction contribution. Enter a negative number if less than zero.

m Unpredictable contingent event amount:

- (1) Benefits paid during year attributable to unpredictable contingent event . . .

- (2) Unfunded current liability percentage. Subtract the percentage on line 12d from 100%.

- (3) Enter the product of lines 12m(1) and 12m(2)

- (4) Amortization of all unpredictable contingent event liabilities

- (5) "RPA '94" additional amount (see instructions).

- (6) Enter the greatest of lines 12m(3), 12m(4), or 12m(5).

- n**
- Preliminary additional funding charge: Enter the excess of line 12k over line 12l (if any), plus line 12m(6), adjusted to end of year with interest

- o**
- Contributions needed to increase current liability percentage to 100% (see instructions)

- p**
- Additional funding charge prior to adjustment: Enter the lesser of line 12n or 12o

- q**
- Adjusted additional funding charge. (_____ .0 % of line 12p).

12a	94.3 %
12b	
12c	
12d	%
12e	
12f	
12g	
12h	
12i	
12j	
12k	
12l	
12m(1)	
12m(2)	%
12m(3)	
12m(4)	
12m(5)	
12m(6)	
12n	
12o	
12p	
12q	0



**FARMLAND FOODS, INC.
EMPLOYEE RETIREMENT PLAN**

Financial Statements
December 31, 2012 and 2011

Kreischer
Miller

PEOPLE | IDEAS | SOLUTIONS

FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN
December 31, 2012 and 2011

CONTENTS

INDEPENDENT AUDITORS' REPORT

FINANCIAL STATEMENTS

Statements of Net Assets Available for Benefits	1
Statements of Changes in Net Assets Available for Benefits	2
Notes to Financial Statements	3-20

SUPPLEMENTAL SCHEDULE

Schedule I – Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	21
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Independent Auditors' Report

The Participants and Plan Administrator
Farmland Foods, Inc. Employee Retirement Plan
Smithfield, Virginia

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Farmland Foods, Inc. Employee Retirement Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 4 and 6, which was certified by Wells Fargo Bank, N.A. and The Bank of New York Mellon/BNY Mellon N.A., the trustees of the Plan, except for comparing such information with the related information included in the 2012 financial statements. We have been informed by the plan administrator that The Bank of New York Mellon/BNY Mellon N.A. held the Plan's investment assets and executed investment transactions from March 1, 2012 to December 31, 2012 and Wells Fargo Bank, N.A. held the Plan's investment assets and executed investment transactions for the period January 1, 2012 to February 28, 2012. The plan administrator has obtained certifications from the trustees as of and for the year ended December 31 2012 that the information provided to the plan administrator by the trustees is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the 2012 financial statements. Accordingly, we do not express an opinion on the 2012 financial statements.

Other Matter - Supplemental Schedule

The supplemental Schedule H Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Other Matter - 2011 Financial Statements

The financial statements of the Plan as of December 31, 2011 were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated October 5, 2012, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee were presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the 2012 financial statements and supplemental schedule, other than that derived from the information certified by the trustees have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.



Horsham, Pennsylvania
October 10, 2013

FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN

Statements of Net Assets Available for Benefits December 31, 2012 and 2011

	2012	2011
Assets:		
Investments, at fair value:		
Investment in Smithfield Foods Master Trust	\$ 457,737,319	\$ 476,948,208
Smithfield Foods, Inc. common stock	39,229,913	-
Registered investment company	690,462	-
Total investments	497,657,694	476,948,208
Employer contributions receivable	652,000	-
Net assets available for benefits	\$ 498,309,694	\$ 476,948,208

See accompanying notes to financial statements.

FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN

Statements of Changes in Net Assets Available for Benefits Years Ended December 31, 2012 and 2011

	2012	2011
Change in net assets attributed to:		
Investment income (loss):		
Net investment income from		
Smithfield Foods Master Trust	\$ 57,788,297	\$ 3,405,973
Net depreciation in fair value of investments	(3,908,656)	-
Interest and dividends	1,215,661	-
Total investment income	55,095,302	3,405,973
Employer contributions	652,000	640,000
Total additions	55,747,302	4,045,973
Deductions from net assets attributed to:		
Benefits paid to participants	33,064,739	31,673,937
Administrative fees	1,321,077	1,280,794
Total deductions	34,385,816	32,954,731
Net increase (decrease)	21,361,486	(28,908,758)
Net assets available for benefits:		
Beginning of year	476,948,208	505,856,966
End of year	\$ 498,309,694	\$ 476,948,208

See accompanying notes to financial statements.

FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements December 31, 2012 and 2011

(1) Description of Plan

The following description of the Farmland Foods, Inc. Employee Retirement Plan (the Plan) provides general information only. Participants should refer to the plan agreement for a more complete description of the plan provisions.

General

The Plan was established January 1, 1946 as a defined benefit plan covering substantially all eligible employees of Farmland Industries, Inc. A subsidiary of Farmland Industries, Inc., Farmland Foods, Inc. (the Company), was purchased by Smithfield Foods, Inc. (Smithfield) on October 28, 2003. At that time, all benefits for non-Farmland Foods, Inc. employees were frozen.

The Company is now a wholly-owned subsidiary of Smithfield, and Smithfield has assumed the obligations under the Plan. Effective April 1, 2004 participation is mandatory for union employees who have attained the age of 35 years old following completion of the first hour of service. Non-union employees must complete 1,000 hours of service and have attained the age of 21 to participate in the Plan. The Plan is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

During 2007, Premium Standard Farms, LLC (PSF) was acquired by Smithfield. Effective January 1, 2008, PSF adopted the Plan and certain employees are now covered by the Plan and were granted past vesting service.

The majority of the Plan's investments are in the Smithfield Foods Master Trust (the Master Trust). The Master Trust was created to hold investment assets of the Plan as well as investment assets of several other plans (collectively, the Participating Plans) sponsored by Smithfield or its subsidiaries.

Plan Administration

Overall responsibility for administering the Plan rests with Smithfield. Effective March 1, 2012, the plan administrator entered into a trust agreement with The Bank of New York Mellon/BNY Mellon N.A. (Mellon), the current trustee of the Plan, replacing Wells Fargo Bank, N.A. (Wells Fargo), the former trustee of the Plan. The Smithfield Foods, Inc. Administrative Committee and Investment Committee (the Committees) are responsible for oversight of the Plan, determine the appropriateness of the Plan's investment offerings, monitor investment performance, control and manage the operation and administration of the Plan. The Committees report directly to the audit committee of the Board of Directors.

Continued...

FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements
December 31, 2012 and 2011

(1) Description of Plan, Continued

Funding Policy

Contributions to provide benefits under the Plan are made solely by the Company. The Company's funding policy is to make cash contributions to the Plan in the amount required under government regulations, plus amounts necessary to maintain an 80% funded status in order to avoid benefit restrictions under the Pension Protection Act. The Company met the minimum funding requirements of ERISA for the years ended December 31, 2012 and 2011.

Until April 2004, employee contributions were made to the Plan. As a result, accumulated contributions as of the benefit information date, January 1, 2012, are approximately \$167,100,000. The balances earn interest at the rate of 120% of the Federal mid-term rate in effect on the first month of the trust year. Interest was credited at 2.34% for the year ended January 1, 2012, the date of the actuarial valuation.

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

Pension Benefits

Certain union employees with 5 or more years of service are entitled to monthly pension benefits beginning at normal retirement age (65) equal to 1.75% of their final average wage base for each year of creditable service. Other union employees as well as non-union employees with 5 or more years of service are entitled to monthly pension benefits beginning at normal retirement age (65) equal to the greatest pension benefit resulting from application of varying rates, as outlined in the Plan. The Plan permits early retirement at ages 55-64 with reduced benefits. Retirement benefits are usually paid in equal monthly installments, at varying rates, depending on the benefit option selected by the retiree. The participant may elect to receive a lump sum payment if the value of all payments is less than a specified amount.

Death and Disability Benefits

The spouse of an active participant who dies with at least five years of service is eligible for a death benefit. The benefit is payable at early retirement as if the participant had survived to retirement and elected the joint annuity option.

Certain union participants, with three years of service, who are totally and permanently disabled, are eligible for a benefit equal to the greater of their accumulated pension benefit (fully vested) or 25% of final wage base as of the date of disability. Other union and non-union participants, after age 45 and ten years of service, are eligible for a benefit equal to normal retirement benefit based on service at disability.

FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements
December 31, 2012 and 2011

(2) Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein, disclosure of contingent assets and liabilities; and the actuarial present value of accumulated plan benefits at the date of the financial statements, and changes therein. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Committees determine the Plan's valuation policies utilizing information provided by its investment advisors and trustee. See Notes 5 and 6 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Smithfield Foods Master Trust

The fair value of the Plan's interest in the Master Trust is based on the beginning of year value of the Plan's interest in the trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses.

Net investment income from the Master Trust includes the Plan's share of interest, dividends, and net realized and unrealized appreciation (depreciation) of the fair value of the Master Trust's investments. Although the investment assets of the Participating Plans are commingled in the Master Trust, the trustee maintains supporting records for the purpose of allocating the net investment income of the Master Trust to the Participating Plans. All interest, dividends, and net appreciation (depreciation) of the Master Trust are allocated in accordance with the Master Trust's investment asset pools.

Continued...

FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements
December 31, 2012 and 2011

(2) Summary of Significant Accounting Policies, Continued

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Expenses

The Plan's administrative expenses are paid by either the Plan or the Company, as provided by the plan document. Expenses that are paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statements of changes in net assets available for benefits. Certain administrative functions are performed by employees of the Company. No such employee receives compensation from the Plan. Expenses of maintaining the Plan were paid by the Company during 2012 and 2011.

Subsequent Events

The Plan has evaluated subsequent events through October 10, 2013, the date the financial statements were available to be issued.

(3) Investments

The following presents a summary of the Plan's investments at December 31:

	2012	2011
Investments at fair value:		
Investment in Smithfield Foods Master Trust	\$ 457,737,319 *	\$ 476,948,208 *
Smithfield Foods, Inc. common stock	39,229,913 *	-
Registered investment company	690,462	-
Total investments	\$ 497,657,694	\$ 476,948,208

*Represents 5% or more of the Plan's assets at year end.

Continued...

FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements December 31, 2012 and 2011

(3) Investments, Continued

During 2012 and 2011 the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) as follows:

	2012	2011
Investment income (loss):		
Net investment income from Smithfield Master Trust	\$ 57,788,297	\$ 3,405,973
Net depreciation in fair value of investments:		
Smithfield Foods, Inc. common stock	(3,908,656)	-
	<u>\$ 53,879,641</u>	<u>\$ 3,405,973</u>

(4) Financial Information Certified by the Trustees

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Mellon and Wells Fargo, the trustees of the Plan, as complete and accurate, except for comparing such information certified by the trustees to information included in the Plan's financial statements and supplemental schedule. The trustees have certified the following as complete and accurate:

- The investments at fair value at December 31, 2012.
- Net investment income from Smithfield Foods Master Trust for the year ended December 31, 2012.
- Net depreciation in fair value of investments for the year ended December 31, 2012.
- Interest and dividend income for the year ended December 31, 2012.
- Schedule H, Line 4i - Schedule of Assets (Held at End of Year).

FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements
December 31, 2012 and 2011

(5) Fair Value Measurements

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Plan's interest in the Master Trust: See Note 6 for valuation methodology.

Smithfield Foods Inc. common stock: Valued at the closing price reported on the New York Stock Exchange.

Continued...

FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements December 31, 2012 and 2011

(5) Fair Value Measurements, Continued

Registered investment company: Valued at the daily closing price as reported by the fund. The registered investment company held by the Plan is an open-end investment that is registered with the Securities and Exchange Commission. This investment is required to publish its daily net asset value (NAV) and to transact at that price. The investment held by the Plan is deemed to be actively traded.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets, excluding the investment in Master Trust, at fair value as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Smithfield Foods, Inc. common stock	\$ 39,229,913	\$ -	\$ -	\$ 39,229,913
Registered investment company	690,462	-	-	690,462
Total assets at fair value	\$ 39,920,375	\$ -	\$ -	\$ 39,920,375

The preceding methods described may produce a fair value calculation that may not be indicative of the net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

(6) Interest in Master Trust (Unaudited)

The Plan invests the majority of its plan assets in the Master Trust. The Master Trust was created to hold the investment assets of the Plan as well as the investment assets of several other plans (collectively, the Participating Plans) sponsored by Smithfield or one of its subsidiaries. The assets of the Master Trust are held by Mellon as of and for the year ended December 31, 2012 and Wells Fargo as of and for the year ended December 31, 2011. The Plan's interest in the net assets of the Master Trust was approximately 47% and 48% at December 31, 2012 and 2011, respectively.

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Mellon and Wells Fargo, the trustees of the Master Trust, as complete an accurate, except for comparing such information certified by the trustees to information included in the Plan's financial statements and supplemental schedule.

Continued...

FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements December 31, 2012 and 2011

(6) Interest in Master Trust (Unaudited), Continued

The trustees have certified to the accuracy and completeness of the investment in the net assets of the Master Trust at fair value as of December 31, 2012, and the net investment income of the Master Trust for the year ended December 31, 2012, as summarized below.

The following table presents the investments of the Master Trust as of December 31:

	2012	2011
Investments at fair value:		
Common collective trusts	\$ 604,365,782	\$ 207,383,935
Common stock	226,645,910	287,866,194
Limited partnerships	69,524,415	75,675,698
Alternative investments	29,460,267	-
Registered investment companies	25,079,740	183,052,480
Corporate debt	854,787	87,117,469
U.S. government and agencies	804,246	71,382,380
Cash equivalents	698,234	-
Preferred stock	444,633	93,502
Money market funds	-	78,932,459
Municipal bonds	-	1,741,751
Insurance contracts	-	1,607,044
	957,878,014	994,852,912
Cash	4,993,742	661,928
Receivables	20,348,795	1,239,011
Liabilities	(13,448,447)	(2,911,423)
	\$ 969,772,104	\$ 993,842,428

Continued...

FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements December 31, 2012 and 2011

(6) Interest in Master Trust (Unaudited), Continued

Investment income (loss) for the Master Trust was as follows for the years ended December 31:

	2012	2011
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments:		
Common collective trusts	\$ 26,960,849	\$ (26,741,878)
Common stock	46,879,028	17,956,611
Limited partnerships	5,429,383	(2,025,298)
Alternative investments	460,267	-
Registered investment companies	15,801,807	285,307
Corporate debt	11,097,546	(503,199)
U.S. government and agencies	1,634,281	4,059,892
Cash equivalents	8,246	-
Preferred stock	205,889	(4,697)
Municipal bonds	-	(1,005,945)
	108,477,296	(7,979,207)
Interest	171,611	6,479,194
Dividends	6,764,026	11,397,113
Other	1,758,801	4,855,060
	\$ 117,171,734	\$ 14,752,160

Following is a description of the valuation methodologies used for assets measured at fair value held by the Master Trust.

Common collective trusts: Valued at the NAV of units of a bank collective trust. The NAV as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

Common stock: Valued at the closing price reported on the active market on which the individual securities are traded.

Continued...

FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements December 31, 2012 and 2011

(6) Interest in Master Trust (Unaudited), Continued

Limited partnerships: The valuation of limited partnership investments requires the use of significant unobservable inputs due to the absence of quoted market prices, inherent lack of liquidity and long-term nature of such assets and are classified as level 3. These investments are initially valued at cost with quarterly valuations performed utilizing available market data to determine the fair value of these investments. Such market data consists primarily of the observations of trading multiples of public companies considered comparable to the investments with adjustments for investment-specific issues, the lack of liquidity and other items.

Alternative investments: The fair values of alternative investments are obtained from pricing services, broker quotes or other model-based valuation techniques with observable inputs and classified as level 2. The nature of these alternative investments include instruments for which quoted prices are available but traded less frequently, instruments whose fair value has been derived using a model where inputs to the model are directly observable in the market, or can be derived principally from or corroborated by observable market data and securities that are valued using other financial instruments, the parameters of which can be directly observed. Level 2 alternative investments include diversified investment funds, domestic options contracts and futures contracts.

Registered investment companies: Valued at the daily closing price as reported by the registered investment company. Registered investment companies held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These investments are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Corporate debt: Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings, recently executed transactions, market price quotations (where observable), bond spreads or credit default swap spreads.

Cash equivalents: Valued at the closing price reported on the active market on which the individual securities are traded.

Money market funds: Represents investments in common collective trusts which seek to provide investors with a high level of stability of principal and liquidity by investing in a diversified portfolio of money market instruments with an average maturity of 90 days or less. There are no unfunded commitments, redemption frequency restrictions, or other redemption restrictions.

Preferred stock: Represents investments in preferred stock valued at fair value using recent activity for similar instruments.

Continued...

FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements December 31, 2012 and 2011

(6) Interest in Master Trust (Unaudited), Continued

U.S. government agencies and municipal bonds: Represents investments in U.S. federal and state government debt securities valued using quoted market prices. If quoted market prices are not available for the specific security, then fair prices are estimated using pricing models, quoted prices of securities with similar characteristics or discounted cash flows.

Asset backed securities: Represents investments in asset-backed securities valued based on cash flow stream models for securities with similar maturities and pass-through rates.

Insurance contracts: Represents investments in insurance contracts valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer.

The following table sets forth by level, within the fair value hierarchy, the Master Trust's investments at fair value:

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Common collective trusts:				
Domestic	\$ -	\$ 560,507,324	\$ -	\$ 560,507,324
International	-	43,858,458	-	43,858,458
Total common collective trusts	-	604,365,782	-	604,365,782
Common stock:				
Healthcare	25,773,636	-	-	25,773,636
Financials	43,052,466	-	-	43,052,466
Consumer staples	12,576,277	-	-	12,576,277
Consumer discretionary	35,405,020	-	-	35,405,020
Energy	19,844,453	-	-	19,844,453
Technology	38,260,661	-	-	38,260,661
Industrials	35,224,652	-	-	35,224,652
Telecommunications	9,377,182	-	-	9,377,182
Other	7,131,563	-	-	7,131,563
Total common stock	226,645,910	-	-	226,645,910
Limited partnerships	-	-	69,524,415	69,524,415
Alternative investments	-	29,460,267	-	29,460,267
Registered investment company	25,079,740	-	-	25,079,740
Corporate debt	-	854,787	-	854,787
U.S. government and agencies	-	804,246	-	804,246
Cash equivalents	698,234	-	-	698,234
Preferred stock	-	444,633	-	444,633
Total assets at fair value	\$ 252,423,884	\$ 635,929,715	\$ 69,524,415	\$ 957,878,014

Continued...

FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements December 31, 2012 and 2011

(6) Interest in Master Trust (Unaudited), Continued

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Common collective trusts:				
Domestic	\$ -	\$ 95,523,615	\$ -	\$ 95,523,615
International	-	111,860,320	-	111,860,320
Total common collective trusts	-	207,383,935	-	207,383,935
U.S. common stock:				
Healthcare	20,146,597	-	-	20,146,597
Utilities	2,871,406	-	-	2,871,406
Financials	20,867,381	-	-	20,867,381
Consumer staples	138,090,016	-	-	138,090,016
Consumer discretionary	20,673,572	-	-	20,673,572
Materials	8,616,576	-	-	8,616,576
Energy	15,439,768	-	-	15,439,768
Information technology	21,489,113	-	-	21,489,113
Industrials	27,127,828	-	-	27,127,828
Telecommunications	417,312	-	-	417,312
Total U.S. common stock	275,739,569	-	-	275,739,569
International common stock	12,126,625	-	-	12,126,625
Limited partnerships	-	-	75,675,698	75,675,698
Registered investment companies:				
International	36,658,111	-	-	36,658,111
Domestic large cap	-	5,179,490	-	5,179,490
Balanced	30,060,805	-	-	30,060,805
Total registered investment companies	66,718,916	5,179,490	-	71,898,406
Fixed income:				
Registered investment companies	109,775,021	1,379,053	-	111,154,074
Asset-backed securities	-	77,531,744	-	77,531,744
Corporate debt securities	-	48,893,618	-	48,893,618
Government debt securities	24,624,506	9,191,732	-	33,816,238
Total fixed income	134,399,527	136,996,147	-	271,395,674
Money market funds	-	78,932,459	-	78,932,459
Preferred stock	-	93,502	-	93,502
Insurance contracts	-	-	1,607,044	1,607,044
Total assets at fair value	\$ 488,984,637	\$ 428,585,533	\$ 77,282,742	\$ 994,852,912

Master Trust assets above do not include net receivables and payables for unsettled trades as well as accrued income and cash.

The Master Trust recognizes transfers between the levels as of the beginning of the reporting period. There were no transfers for the years ended December 31, 2012 and 2011.

Continued...

FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements December 31, 2012 and 2011

(6) Interest in Master Trust (Unaudited), Continued

Level 3 Gains and Losses

The following tables illustrate the activity of the Master Trust's level 3 assets measured at fair value on a recurring basis for the years ended December 31:

	2012	
	Insurance Contracts	Limited Partnerships
Beginning balance	\$ 1,607,044	\$ 75,675,698
Realized gains	-	1,973,445
Unrealized gains relating to instruments still held at the reporting date	-	3,455,938
Purchases	136,760	39,041,341
Sales	(206,782)	(50,622,007)
Transfers out of Master Trust	(1,537,022)	-
Ending balance	\$ -	\$ 69,524,415

	2011	
	Insurance Contracts	Limited Partnerships
Beginning balance	\$ 1,827,456	\$ 31,805,414
Realized losses	-	(306,774)
Unrealized gains relating to instruments still held at the reporting date	-	(1,718,524)
Purchases	1,049,583	59,644,366
Sales	(1,269,995)	(13,748,784)
Ending balance	\$ 1,607,044	\$ 75,675,698

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Master Trust believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements December 31, 2012 and 2011

(7) Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Participant benefits are based on a set dollar amount multiplied by years of benefit service, as defined in the plan document.

The actuarial present value of accumulated plan benefits is determined by the Plan's independent actuary, Mercer Human Resource Consulting, and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions underlying the valuations as of January 1, 2012 and 2011 were as follows:

Interest rate	7.75% (8.00% as of January 1, 2011)
Discount rate	4.75% (5.85% as of January 1, 2011)
Mortality:	
Healthy participants	2012 Pension Protection Act (PPA) separate static annuitant and nonannuitant mortality tables (2011 PPA separate static annuitant and nonannuitant mortality tables as of January 1, 2011)
Disabled participants	Revenue Ruling 96-7 tables for disabled participants
Retirement age	Attained age 65
Funding method	Unit Credit Actuarial Cost Method

Continued...

FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements December 31, 2012 and 2011

(7) Actuarial Present Value of Accumulated Plan Benefits, Continued

The actuarial present value of accumulated plan benefits is as follows as of January 1:

	2012	2011
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Active participants	\$ 120,590,110	\$ 110,142,163
Inactive participants with deferred benefits	129,207,423	127,771,009
Inactive participants receiving benefits	267,539,915	259,635,647
	517,337,448	497,548,819
Nonvested benefits	7,784,690	8,222,839
Total actuarial present value of accumulated plan benefits	\$ 525,122,138	\$ 505,771,658

The change in the actuarial present value of accumulated plan benefits is as follows for the years ended January 1:

	2012	2011
Actuarial present value of accumulated plan benefits at beginning of year	\$ 505,771,658	\$ 478,794,557
Increase (decrease) during the year attributable to:		
Benefits accumulated and losses	10,862,508	6,312,908
Increase for interest due to decrease in discount period	37,867,658	36,999,681
Benefits paid	(31,673,937)	(30,089,611)
Change in actuarial assumptions	2,294,251	13,754,123
Actuarial present value of accumulated plan benefits at end of year	\$ 525,122,138	\$ 505,771,658

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits. The computations of the actuarial present value of accumulated plan benefits were made as of January 1, 2012 and 2011. Had the valuations been performed as of December 31 there would be no material differences.

Continued...

FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements December 31, 2012 and 2011

(7) Actuarial Present Value of Accumulated Plan Benefits, Continued

On March 1, 1987, the Trust purchased annuity contracts in the amounts of \$87,381,311 and \$80,998,263 through Prudential Insurance Company of America (Prudential) and Transamerica Occidental Life Insurance Company (Transamerica), respectively, to provide monthly benefits to substantially all employees participating in the Plan as of December 31, 1986. In accordance with the annuity contracts, monthly benefit payments made to beneficiaries are paid out of the Trust and reimbursed by Prudential and Transamerica. The Trust is liable for such monthly benefits should Prudential or Transamerica default on payments for any reason.

(8) Plan Termination

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

1. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under plan provisions in effect at any time during the five years preceding plan termination.
2. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) (a U.S. government agency) up to the applicable limitations.
3. All other vested benefits (that is, vested benefits not insured by the PBGC).
4. All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit that the PBGC guarantees.

Whether all participants receive their benefits, should the Plan be terminated at some future time, will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the plan sponsor and the level of benefits guaranteed by the PBGC. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements December 31, 2012 and 2011

(9) Tax Status

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated October 23, 2008, that the Plan and related trust are designed in accordance with applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2009.

(10) Related Party Transactions and Party-In-Interest Transactions

The Plan invests in the Master Trust, which is managed by Smithfield. The Master Trust invests in a money market fund managed by the trustee, common stock of the trustee, and Smithfield common stock. Within the Master Trust, there were 2,397,508 shares of Smithfield common stock allocated to the Plan at December 31, 2011 with a fair value of \$40,178,981. There are no shares of Smithfield common stock held by the Master Trust at December 31, 2012. The Plan held 1,818,726 shares of Smithfield common stock outside the Master Trust at December 31, 2012 with a fair value of \$39,229,913.

The Master Trust pays fees to various parties-in-interest on behalf of the Participating Plans. Fees paid to parties-in-interest for 2012 and 2011 were as follows:

	2012	2011
Investment management	\$ 2,661,459	\$ 2,419,142
Consulting	37,500	74,998
	<u>\$ 2,698,959</u>	<u>\$ 2,494,140</u>

FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements
December 31, 2012 and 2011

(11) Risks and Uncertainties

The Plan invests in various investment securities. Investment securities, in general, are exposed to various risks such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

SUPPLEMENTAL SCHEDULE

FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN

Plan No: 005

EIN: 52-0845861

Supplemental Schedule

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2012

	(b)	(c)		(d)	(e)
(a)	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value		Cost	Current Value
	Common stock:				
*	Smithfield Foods, Inc.	Common stock	\$	41,647,597	\$ 39,229,913
	Registered investment company:				
	Dreyfus	Treasury Prime Cash Management Fund		690,462	690,462
			\$	42,338,059	\$ 39,920,375

* Party-in-interest

FARMLAND FOODS, INC. EMPLOYEE RETIREMENT PLAN

Plan No: 005

EIN: 52-0845861

Supplemental Schedule

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2012

	(b)	(c)		(e)
(a)	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	Current Value
	Common stock:			
*	Smithfield Foods, Inc.	Common stock	\$ 41,647,597	\$ 39,229,913
	Registered investment company:			
	Dreyfus	Treasury Prime Cash Management Fund	690,462	690,462
			<u>\$ 42,338,059</u>	<u>\$ 39,920,375</u>

* Party-in-interest