

B1 (Official Form 1)(4/10)

United States Bankruptcy Court Northern District of Georgia		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Cagle's, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): DBA Integrated Poultry Company		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 58-0625713		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 1385 Collier Road, N.W. Atlanta, GA		Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 30318		ZIP Code
County of Residence or of the Principal Place of Business: Fulton		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):
ZIP Code		ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above):		
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input checked="" type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 bil		



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Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Cagle's, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: Cagle's Farms, Inc.		Case Number:	Date Filed:
District: Northern District of Georgia		Relationship: Subsidiary	Judge:
<p style="text-align:center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align:center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p><input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s) (Date)</p>	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

B 1A (Official Form 1, Exhibit A) (9/97)

[If debtor is required to file periodic reports (e.g. forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

**United States Bankruptcy Court
Northern District of Georgia**

In re Cagle's, Inc. Debtor(s) Case No. _____ Chapter 11

EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-07138.

2. The following financial data is the latest available information and refers to the debtor's condition on July 2, 2011.

a. Total assets		\$	<u>92,025,000.00</u>	
b. Total debts (including debts listed in 2.c., below)		\$	<u>62,991,000.00</u>	
c. Debt securities held by more than 500 holders:				Approximate number of holders:
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>0.00</u>		<u>0</u>
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>0.00</u>		<u>0</u>
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>0.00</u>		<u>0</u>
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>0.00</u>		<u>0</u>
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>0.00</u>		<u>0</u>
d. Number of shares of preferred stock			<u>0</u>	<u>0</u>
e. Number of shares common stock			<u>4,616,000</u>	<u>117</u>

Comments, if any:

3. Brief description of Debtor's business:

The Debtors produce, market and distribute a variety of fresh and frozen poultry products.

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

See Attachment A for a list of each person known to management to be the beneficial owner of more than five percent of the voting securities of the Company as of May 20, 2011.

In re Cagle's Inc. Debtor(s) Case No. _____

EXHIBIT "A" TO VOLUNTARY PETITION
Attachment A

The following table sets forth each person known to management to be the beneficial owner of more than five percent of the voting securities of the Company as of May 20, 2011:

<u>Name and Address of Beneficial Owner</u>	<u>Title of Class</u>	<u>Amount and Nature of Beneficial Ownership(1)</u>	<u>Percent of Class</u>
J. Douglas Cagle 1385 Collier Road, N.W. Atlanta, Georgia 30318	Class A Common Stock	2,335,584(2)	50.60%
George Douglas Cagle 1385 Collier Road, N.W. Atlanta, Georgia 30318	Class A Common Stock	1,527,220(3)	33.08%
James David Cagle 1385 Collier Road, N.W. Atlanta, Georgia 30318	Class A Common Stock	1,498,818(4)	32.47%
Cagle Family Holdings, LLC 1385 Collier Road, N.W. Atlanta, Georgia 30318	Class A Common Stock	1,191,104(5)	25.80%
Dimensional Fund Advisors LP 6300 Bee Cave Road Austin, TX 78746	Class A Common Stock	361,184(6)	7.82%
Advisory Research Inc. 180 North Stetson St., Suite 5500 Chicago, IL 60601	Class A Common Stock	316,649(7)	6.86%
Wynnefield Partners affiliates 450 Seventh Avenue, Suite 509 New York, New York 10123	Class A Common Stock	244,807(8)	5.30%

- (1) Of the shares shown in this column, management knows of no shares with respect to which such listed beneficial owners have the right to acquire beneficial ownership as specified in regulations of the Securities and Exchange Commission.
- (2) This amount includes 1,191,104 shares held indirectly by Mr. Cagle through Cagle Family Holdings, LLC (the "LLC"). As a manager of the LLC, Mr. Cagle shares the power to vote and dispose of the shares held by the LLC with his sons, George Douglas Cagle and James David Cagle, the other managers of the LLC.
- (3) This amount includes 1,191,104 shares held indirectly by Mr. Cagle through the LLC. As a manager of the LLC, Mr. Cagle shares the power to vote and dispose of the shares held by the LLC with his father, J. Douglas Cagle, and brother, James David Cagle, the other managers of the LLC.

- (4) This amount includes 1,191,104 shares held indirectly by Mr. Cagle through the LLC. As a manager of the LLC, Mr. Cagle shares the power to vote and dispose of the shares held by the LLC with his father, J. Douglas Cagle, and brother, George Douglas Cagle, the other managers of the LLC.
- (5) Cagle Family Holdings, LLC is managed by J. Douglas Cagle, George Douglas Cagle, and James David Cagle, who share the power to vote the shares held by the LLC. These shares are included in the beneficial ownership calculations for J. Douglas Cagle, George Douglas Cagle, and James David Cagle. See notes 2, 3 and 4 above.
- (6) Dimensional Fund Advisors LP is the beneficial owner of 361,184 shares as of December 31, 2010, which are held by various funds and accounts, of which Dimensional Fund Advisors LP serves as investment advisor or manager.
- (7) Advisory Research Inc. is the beneficial owner of 316,649 shares as of December 31, 2010. Advisory Research, Inc. is a subsidiary of Piper Jaffray Companies, a Delaware corporation.
- (8) As of December 31, 2010, Wynnefield Partners Small Cap Value L.P., Wynnefield Partners Small Cap Value L.P. I, Wynnefield Small Cap Value Offshore Fund, Ltd., Wynnefield Capital Management, LLC, Wynnefield Capital, Inc., and Nelson Obus, which are affiliated, each separately owned a beneficial interest in a portion of the shares listed in the table.

CAGLE'S, INC.

CERTIFICATE OF RESOLUTION

I, Harry C. Woodring, Secretary and Treasurer of Cagle's, Inc., a Georgia corporation (the "Company"), hereby certify that the following resolutions were duly adopted in accordance with the Company's bylaws and Section 14-2-821 of the Georgia Business Corporation Code and that said resolutions have not been modified or rescinded, and are still in full force and effect on the date hereof:

RESOLVED, that in the judgment of the Board of Directors of the Company, it is desirable and in the best interests of the Company that Keith F. Cooper with the firm of FTI Consulting, Inc. be, and hereby is, elected to the office of Chief Restructuring Officer;

RESOLVED, that in the judgment of the Board of Directors of the Company, it is desirable and in the best interests of the Company that Sean M. Harding with the firm of FTI Consulting, Inc. be, and hereby is, elected to the office of Vice President - Restructuring;

RESOLVED, that in the judgment of the Board of Directors of the Company, it is desirable and in the best interests of the Company, its creditors, stockholders, employees, and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Code");

RESOLVED, that J. Douglas Cagle and Mark M. Ham IV (each an "Authorized Officer" and together, the "Authorized Officers"), are, and each of them is, hereby authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify a petition under chapter 11 of the Code and to cause the same to be filed in the United States Bankruptcy Court for the Northern District of Georgia at such time as said officer executing the same shall determine and in such form or forms as either such Authorized Officer may approve in such Authorized Officer's sole discretion;

RESOLVED, that the law firm of King & Spalding, LLP with an office currently located at 1180 Peachtree Street, N.E., Atlanta, Georgia 30309 be, and hereby is, employed as counsel for the Company in connection with the prosecution of the Company's case under chapter 11 of the Code;

RESOLVED, that the firm of FTI Consulting, Inc. with an office currently located at 1201 W. Peachtree Street, N.W., Suite 500, Atlanta, GA 30309 be, and it hereby is, employed as financial and restructuring advisers to the Company in connection with the prosecution of the Company's case under chapter 11 of the Code;

RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized to prepare (or cause to be prepared), execute and file (or cause to be filed) any and all petitions, schedules, motions, lists, applications, pleadings, and other papers, to take any and all such other and further actions which the Authorized Officers or the Company's legal counsel may deem necessary, desirable or appropriate in connection with filing the voluntary petition for relief under chapter 11 of the Code, including, but not limited to, motions to obtain the use of cash collateral and to incur debtor in possession financing, and to take and perform any and all further acts and deeds which they deem necessary, proper or desirable in connection with the chapter 11 case, with a view to the successful prosecution of such case;

RESOLVED, that each of the Authorized Officers, or their designate, be, and each of them hereby is, authorized to cause the Company, and the Company is hereby authorized, to incur post-petition secured and super-priority indebtedness in an amount determined to be necessary or advisable by either such Authorized Officers, and each such Authorized Officer or designate is hereby authorized to negotiate, execute and deliver definitive loan documentation evidencing such indebtedness (the "Post-Petition Credit Agreement"), and the Company is authorized to perform all of its obligations and agreements thereunder (including the repayment of any amount owing thereunder) and to consummate the transactions contemplated thereby, and each such Authorized Officer or designate is hereby authorized to negotiate, make, sign, execute, acknowledge, deliver and perform any and all such other instruments and agreements which they deem necessary, proper or desirable in connection therewith, including (without limitation) a guarantee and security agreement and pledge agreement, pursuant to which all of the assets of the Company will be pledged to the lenders as collateral under the Post-Petition Credit Agreement, in each case, in such forms and with such changes, modifications or additions thereto as the executing Authorized Officer or designate shall approve in his sole discretion (such approval to be conclusively evidenced by the execution of the Post-Petition Credit Agreement and such other instruments and agreements);

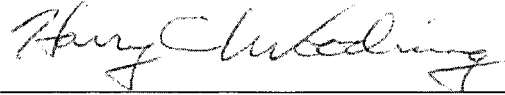
RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized to employ and retain on behalf of the Company financial advisors, accountants, public relations advisors and other professionals, to advise the Company in connection with its case under chapter 11 of the Code;

RESOLVED, that the Authorized Officers of the Company be, and each of them hereby is, authorized and directed on behalf of the Company to take such actions and to make, sign, execute, acknowledge, deliver and perform (and record in a relevant office of the county clerk, if necessary) any and all such agreements, including any and all affidavits, orders, directions, certificates, requests, receipts, financing statements or other instruments, as may reasonably be required to give effect to the foregoing Resolutions, and to execute and deliver such agreements (including exhibits thereto) and related documents, and to perform fully the terms and provisions thereof;

RESOLVED, that the Company be, and hereby is, authorized to pay all fees and expenses incurred by it or for its account in connection with the actions approved in any or all of the foregoing Resolutions, and all actions related thereto, and each Authorized Officer, or their designate, be, and each of them hereby is, authorized, empowered and directed to make said payments as such Authorized Officer or designate may deem necessary, appropriate, advisable or desirable, such payment by any such officer to constitute conclusive evidence of such officer's determination and approval of the necessity, appropriateness, advisability or desirability thereof; and

RESOLVED, that to the extent that any of the actions authorized by any of the foregoing Resolutions have been taken previously by the officers of the Company on its behalf, such actions are hereby ratified, approved and confirmed in their entirety.

IN WITNESS WHEREOF, I have hereunto set my hand this 18 day of October 2011.



Harry C. Woodring, Secretary and Treasurer

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

In re:) Chapter 11
)
 CAGLE'S, INC.,) Case No. 11-_____
)
 Debtor.)
 _____)

LIST OF EQUITY SECURITY HOLDERS

Following is a list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Holders of Series A Common Stock

HOLDER	ADDRESS	SHARES
CEDE & CO	PO BOX 20, BOWLING GREEN STN, NEW YORK NY, 10274	1,598,720
CAGLE FAMILY HOLDINGS LLC	2000 HILLS AVE, ATLANTA GA, 30318-2817	1,191,104
J DOUGLAS CAGLE	C/O CAGLES INC, 2000 HILLS AVE NW, ATLANTA GA, 30318-2817	1,143,880
GEORGE DOUGLAS CAGLE	C/O GEORGE L CAGLE, 2000 HILLS AVE NW ATLANTA GA, 30318-2817	336,116
JAMES DAVID CAGLE	C/O CAGLES INC, 2000 HILLS AVE NW, ATLANTA GA, 30318-2817	307,714
CAGLE'S INC	2000 HILLS AVE NW, ATLANTA GA, 30318-2817	79,200
CAGLES INC	1385 COLLIER RD NW, ATLANTA GA, 30318	47,590
WILLIAM R LINDSAY TR UA 04/21/94 ZUXX TRUST	1000 NORTH GREEN VALLEY PRKWY, SUITE 300-112, HENDERSON NV, 89074	15,000
EDWARD J WOLANSKI + CYNTHIA W HAMMOND TR UA 05/10/91 JENNIE P WOLANSKI TRUST	1774 BARTERBROOK RD, STAUNTON VA, 24401	2,516
GRANT J WELLS + HELEN WELLS JT TEN	400 N RILEY RD, MUNCIE IN, 47304	2,250
SWIFT CURRIE MCGHEE & HIERS ATTORNEYS AT LAW	SUITE 300, 1355 PEACHTREE ST, ATLANTA GA, 30309-3269	2,000
BLAND BYRNE	3555 CASTLEGATE DR, ATLANTA GA, 30327	1,750

HOLDER	ADDRESS	SHARES
ROBERT F BENTLER + ETHEL M BENTLER JT TEN	1098 OAKFIELD AVE, WANTAGH NY, 11793-1739	1,624
TRAVIS W ARTERBURY + MARY ANN ARTERBURY JT TEN	1409 LANDS END N, RUSSELLVILLE AR, 72802-8830	1,000
STANLEY L WEGRZYNOWICZ + NORMA R WEGRZYNOWICZ JT TEN	23125 N ROSEDALE CT, SAINT CLAIR SHORES MI, 48080-2612	776
RONALD K CLAYTON	2143 N HUDSON AVE, CHICAGO IL, 60614-4522	750
WILLIAM L LESTER	C/O ELBERTON POULTRY CO INC, PO BOX 876, ELBERTON GA, 30635-0876	750
VICTORIA M D ARMOND	7428 SESAME ST, COLUMBUS GA, 31909-2639	500
WILLARD S HARROUN + JANICE HARROUN JT TEN	5420 HALTATA COURT, NEW PRT RCHY FL, 34655	500
MISS RENEE LINSKY	240 EAST 39TH ST 19 K, NEW YORK NY, 10016	500
GEORGE F PARRIS JR	P O BOX 247, HOUSTON TX, 77001-0247	500
HANNAH JONES SPEER	323 DEBORAH DR, SHREVEPORT LA, 71106	500
GEORGE E SEATON	PO BOX 158, DANVILLE GA, 31017-0158	466
JOHNNY W EVANS + EVELYN J EVANS JT TEN	45 REDDING RD SW, CARTERSVILLE GA, 30120-5347	374
RALPH W BURRUSS	1199 VESTER DR, MARIETTA GA, 30062-4975	312
MRS MARIE E DEDERICH	4909 WELL ROAD, VESPER WI, 54489	312
ALONZO J STRICKLAND III	PO BOX 870225, TUSCALOOSA AL, 35487-0225	254
ELISABETH ANDERSON	1701 TILLING WAY, STONE MOUNTAIN GA, 30087-2330	250
G BLAND BYRNE	3555 CASTLEGATE DR E, ATLANTA GA, 30307	250
EVELYN A BOSEMAN CRIDER	BOX 25, METTER GA, 30439-0025	250
JACQUELINE FLEMING	1002 12TH ST APT 307, SANTA MONICA CA, 90403-4222	250
W M GENTRY JR	GENTRY POULTRY PO BOX 38, WARD SC, 29166	250
DELMAR R LEE	4436 PRICE RD, GAINESVILLE GA, 30506-5372	250
LAWRENCE Y MCAULEY + MRS DOLORES M MCAULEY JT TEN	4707 JAMERSON PL, ORLANDO FL, 32807-1023	250
PATRICIA MCGARR	1701 TILLING WAY, STONE MOUNTAIN GA, 30087-2330	250

HOLDER	ADDRESS	SHARES
MRS BEVERLY L DILL	3390 MISTY HARBOUR TRL, DORAVILLE GA, 30340-4229	62
VINCENT J PELLERITO + MARY PELLERITO JT TEN	32186 SUSILANE, ROSEVILLE MI, 48066-1019	52
LOUISE B BUTTERWORTH + EUGENE C BUTTERWORTH JT TEN	317 SHENANDOAH DR NE, CALHOUN GA, 30701-4720	50
EUGENE C BUTTERWORTH	317 SHENANDOAH DR NE, CALHOUN GA, 30701-4720	46
LONNIE A PILGRIM	PO BOX 93, PITTSBURG TX, 75686-0093	46
RICHARD BIKE + MRS EVELYN BIKE JT TEN	1100 BETTE LN, GLENVIEW IL, 60025-2429	44
MRS PATRICIA COX HADLEY	5143 CARNLOUGH LN, WINSTON SALEM NC, 27104-5074	44
CORNILIUS M HOOGESTEGER CUST DIRK JOHN HOOGESTEGER UGMA WI	472 SHADY BROOK LANE, NEKOOSA WI, 54457	44
MRS IRENE F OSORIO	2050 169TH STREET, HAMMOND IN, 46323-2007	44
MRS MARY W PENTIN	2315 SUTTON RD, YORK PA, 17403	44
GLENN SMITH	1707 WALTON ST, DALTON GA, 30721-5913	44
SCOTT D CALHOUN	998 WADSWORTH DR NW, ATLANTA GA, 30318	42
STANLEY M NEY	245 THE SOUTH CHACE NE, ATLANTA GA, 30328	37
BB&T EX UW RAY C HOLLOWAY	3520 PIEDMONT RD 110, ATLANTA GA, 30305	36
MRS CYNTHIA EDWARDS COGDELL	2203 ROSECROFT BLVD, FORT WASHINGTON MD, 20744	36
ROXI D DICKINSON	508 ROCKMART RD, BUCHANAN GA, 30113	35
TED M SIMMONS	1800 BRANDON HILLS RD, YEADKINVILLE NC, 27055	31
G THOMAS CORNETT JR	PO BOX 2362, GAINESVILLE GA, 30503	30
FLAG INVESTMENTS	C/O MRS SIDNEY GOTTLER, 961 MILLEDGE PL NE, ATLANTA GA, 30329-4031	26
JAY WILLIAM DENNISTON	1033 STATE HWY #74, BOX 9, WESTERN NE, 68464-2205	22
ROBERT R RIEDEL	115 MUSTANG DR, GUYTON GA, 31312	22
CHARLES W SMITH	PO BOX 1049, LA GRANGE GA, 30241-1049	20
RAY F WIGHT + JUDY C WIGHT JT TEN	2012 OAKWOOD DR, TWIN FALLS ID, 83301-4933	20


HOLDER	ADDRESS	SHARES
GEORGE SCHAUMBERG + MRS IRENE SCHAUMBERG JT TEN	W2588 STATE RD 54-55, SEYMOUR WI, 54165	232
GENE D SULLIVAN	5562 LEATHER STOCKING LN, STONE MOUNTAIN GA, 30087-1627	224
MARTHA HOIDEN TR UA 9/12/91 MARTHA HOIDEN TRUST	2322 RIDGELAND AVE, BERWYN IL, 60402-2429	186
MRS MABEL S SPENCE	135 ELAINE DR, ROSWELL GA, 30075	186
HELEN P STANLEY	13629 BRITTON DR, HUDSON FL, 34667	185
RICHARD J SINNOTT + UNA SINNOTT JT TEN	921 METROPOLITAN AVE, HYDE PARK MA, 02136-3648	162
RICHARD E YOCUM	1072 GEORGIA RD, CIRCLEVILLE OH, 43113-1319	162
PATRICIA BARNETT CROWE	5420 DORSETT SHOALS RD, DOUGLASVILLE GA, 30135	154
BETTY J PHARAOH	C/O JENNIFER PHARAOH, 327 CONSTITUTION AVE, WASHINGTON DC, 20002	139
DANIEL B BRIDGES + SHELENE M BRIDGES JT TEN	16231 GA HWY 315, ELLERSLIE GA, 31807-9568	124
MARNE B GIPSON	1030 W 45TH ST, KANSAS CITY MO, 64111-3504	100
JOHN H MORGADO TR UA 6/12/97 THE JOHN H MORGADO TRUST	5537A VIA LAMESA, LAGUNA WOODS CA, 92653	100
MARTY ROBBINS	PO BOX 55170, BRIDGEPORT CT, 06610-5170	100
HELEN M DENNARD	616 VALLEY DR, DALTON GA, 30720-8107	92
MRS LOUIS SATTERFIELD	1211 STACY DR, DALTON GA, 30721-4013	92
JAMES SHAHIN + MRS JOANN SHAHIN JT TEN	504 W CHAPEL LN, MIDLAND MI, 48640-7328	92
DAVID E WHISENANT	581 HURT RD SW, SMYRNA GA, 30082-2939	92
GEORGE W PUGH	167 SUNSET BLVD, BATON ROUGE LA, 70808-5073	86
MRS GLADYS J BELL	1151 HARBINS RD, DACULA GA, 30211-2403	76
RONALD W LEWIS	7214 4 MI SQ RD, TROUT CREEK MI, 49967	76
GLEN M SMITH	1707 WALTON ST, DALTON GA, 30721-5913	76
ROBERT W HENDERSON + CAROLYN Y HENDERSON JT TEN	295 TIMBERLINE DRIVE, KINGSTON TN, 37763	74
TIMOTHY W HOLMES	154 VILLAGE DR, HARTSELLE AL, 35640	74
BOND ALMOND JR	93 PEACHTREE BATTLE AVE, ATLANTA GA, 30305-4109	66

HOLDER	ADDRESS	SHARES
CLYDE WILLIAMS + MRS CORRIE P WILLIAMS JT TEN	911 10TH ST SW, ALABASTER AL, 35007	20
CHARLES W BRUBECK	5860 PARIS PIKE, LEXINGTON KY, 40511	16
LEE ROY MARTIN CUST GAYLE MARTIN A MINOR U/L GA	PO BOX 2429, CUMMINGS GA, 30028	15
VERNON W BRIDGES	252 ZELMA SW ST, MARIETTA GA, 30060-7320	14
CARL G GREENEWAY	2920 SHADY LN, WISCONSIN RAPIDS WI, 54494-6233	14
STANLEY L WEGRZYNOWICZ CUST MARK J WEGRZYNOWICX UGMA MI	23125 N ROSEDALE CT, SAINT CLAIR SHORES MI, 48080-2612	14
HOYT E JENKINS CUST DAL E JENKINS UTMA GA	75 CONNELL ST, JASPER GA, 30143	12
BERNICE SCALES CUST VALERIE N SCALES UTMA NJ	2008 LYNN RD, GREENSBORO NC, 27405	12
STANLEY L WEGRZYNOWICZ CUST MATTHEW GEORGE WEGRZYNOWICZ UGMA MI	23125 N ROSEDALE CT, SAINT CLAIR SHORES MI, 48080-2612	12
DENNIS G ZAKAS + JULIE C ZAKAS JT TEN	4110 ROYAL PENNON CT, NORCROSS GA, 30092-2180	12
JOHN M ROGERS	101 COVE LN, MADISON MS, 39110-7913	10
HOYT E JENKINS CUST DAVID B JENKINS A MINOR U/L GA	75 CONNELL ST, JASPER GA, 30143	6
EARL W MILLER	316 OLD MILL CREEK DRIVE, WACO TX, 76712-6452	6
ROXI S DICKINSON CUST JOSHUA R DICKINSON UTMA GA	508 ROCKMART RD, BUCHANAN GA, 30113	5
HOYT E JENKINS	75 CONNELL ST, JASPER GA, 30143	4
HOYT E JENKINS CUST MELANIE CAROLINE JENKINS UTMA GA	75 CONNELL ST, JASPER GA, 30143	4
MISS CHRISTINE KING	1415 WILSON RD, KNOXVILLE TN, 37912-2600	4
JOHN R ALLEN + SALLY F ALLEN JT TEN	110 S PHILLIPS ST, SEAFORD DE, 19973-3712	2
ATLANTA BUSINESS CHRONICLE INC	ANITA SHARPE EDITOR, 1801 PEACHTREE ST NE, ATLANTA GA, 30309-1859	2
NANCY H CAGLE CUST CHRISTIAN H CAGLE FL GIFT MIN ACT	11559 HALETHORPE DR, JACKSONVILLE FL, 32223	2
NANCY H CAGLE CUST MICHAEL P CAGLE FL GIFT MIN ACT	11559 HALETHORPE DR, JACKSONVILLE FL, 32223	2
IDO E COLANTUONI	628 DUNAWAY CT, MCLEAN VA, 22101-2204	2

HOLDER	ADDRESS	SHARES
CUDDY INTERNATIONAL	1226 TRAFALGAR STREET, LONDON ON, N5Z 1H5	2
MRS LILLIE B DAVIS	3430 VALLEY RD NW, ATLANTA GA, 30305-1147	2
VICTOR C GLAVACH JR	1838 CHERRY ST, WHEATON IL, 60187-3210	2
JACK FROST INC	ATTN STEVE JUREK, PO BOX 1106, ST CLOUD MN, 56302-1106	2
LADY FORREST FARM INC	PO BOX D, FOREST MS, 39074-0558	2
JAMES A PERDUE	PO BOX 1537, SALISBURY MD, 21802-1537	2
THOMAS J ROCCHIO CUST DAVID SCOTT ROCCHIO UGMA NY	108 NOTTINGHAM RD APT B, BEDFORD HILLS NY, 10507	2
SANDRA D ROGERS	162 WATERWOOD DR, BRANDON MS, 39042-6527	2
MARCUS RUST	6393 WEST 1600 S, REMINGTON IN, 47977	2
SOUTHLAND BROILERS INC	PO BOX 1440, ENTERPRISE AL, 36331-1440	2
A CALVIN BAIRD	PO BOX 4840, CHATTANOOGA TN, 37405	1
MRS NELL MASON FLATAU	424 LAMAR DR, MACON GA, 31210-4706	1
LEON J LA CHANCE + DOROTHY D LA CHANCE JT TEN	41 RIVERS END, SEAFORD DE, 19973	1

I, the Executive Vice President and Chief Financial Officer of the corporation named as the Debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Executed on October 19, 2011, at Atlanta, Georgia.


 Mark M. Ham IV
 Executive Vice President and
 Chief Financial Officer