



### **BACKGROUND**

3. On October 19, 2011 (the "Petition Date"), each of the Debtors filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code.

4. The Debtors' chapter 11 cases have been consolidated for procedural purposes only.

5. The factual background relating to the Debtors' commencement of these cases is set forth in detail in the *Declaration of Mark M. Ham IV in Support of First Day Motions and Applications* [Docket No. 14] filed on the Petition Date and incorporated herein by reference.

6. As of the date of this filing, no request has been made for the appointment of a trustee or examiner.

7. An official committee of unsecured creditors (the "Committee") was appointed in these cases on October 27, 2011, and the Committee retained counsel and a financial adviser.

8. On June 15, 2012, the Debtors closed the sale of substantially all of their assets (the "Sale") under that certain Second Amended and Restated Asset Purchase Agreement by and between JCG Foods LLC and the Debtors dated as of May 10, 2012, as amended [Docket No. 433].

### **RELIEF REQUESTED**

9. By this Motion, the Debtors seek the entry of an order (the "Approval Order") in the form attached hereto as Exhibit A approving: (1) the *Disclosure Statement for Plan of Liquidation Filed by Cagle's, Inc. and Cagle's Farms, Inc., dated July 25, 2012* (as it may be amended, the "Disclosure Statement"), (2) procedures for solicitation and tabulation of votes to accept or reject the *Plan of Liquidation for Cagle's, Inc. and Cagle's Farms, Inc., dated July 25,*

2012 (as it may be amended, the “Plan”),<sup>1</sup> and (3) related notice and objection procedures, including dates for hearings and objections with respect to the approval of the Disclosure Statement and confirmation of the Plan.

**SUMMARY OF CONFIRMATION-RELATED DEADLINES**

10. On July 25, 2012, the Debtors filed the Plan and the Disclosure Statement. The Plan provides for an allocation and distribution of the proceeds of the Sale and the Debtors’ remaining assets among the Debtors’ stakeholders.

11. By this Motion, the Debtors request that the Court establish the following dates with respect to the approval of the Disclosure Statement and the confirmation of the Plan:

- a. ***August 29, 2012***: Deadline for objections to adequacy of the Disclosure Statement.
- b. ***September 6, 2012***: Hearing to approve the Disclosure Statement and the Voting Record Date (as defined below).
- c. ***September 27, 2012***: Deadline to file a Rule 3018 Motion (as defined below).
- d. ***October 11, 2012***: Deadline for submission of ballots on the Plan and objections to confirmation.
- e. ***October 15, 2012***: Filing of certificate of voting tabulation.
- f. ***October 18, 2012***: Confirmation Hearing.

12. The Debtors believe that this proposed timeline is appropriate under the circumstances and will provide creditors, shareholders and other parties in interest with sufficient notice and adequate time to review the Plan and the Disclosure Statement and determine whether to vote to accept or reject the Plan. In addition, it will allow the Debtors to

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<sup>1</sup> All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Plan.

resolve their chapter 11 cases expeditiously, thereby minimizing costs and maximizing value for the benefit of all stakeholders.

13. The Debtors further assert that the Disclosure Statement provides adequate information as required by section 1125, and that the solicitation materials for which the Debtors seek approval hereby will provide for proper solicitation of votes on the Plan as contemplated by the Bankruptcy Code, Bankruptcy Rules, and the Local Rules of the United States District Court of the Northern District of Georgia, Atlanta Division (the “Local Rules”).

### **BASIS FOR RELIEF**

#### **I. The Disclosure Statement Contains Adequate Information and Should Be Approved**

14. The Debtors request that the Disclosure Statement be approved as providing “adequate information” within the meaning of section 1125. Under section 1125, a debtor must provide its creditors and interest holders with “adequate information” regarding the debtor’s proposed plan of reorganization:

“[A]dequate information” means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such a hypothetical investor of the relevant class to make an informed judgment about the plan . . . and in determining whether a disclosure statement provides adequate information, the court shall consider the complexity of the case, the benefit of additional information to creditors and other parties in interest, and the cost of providing additional information . . . .

11 U.S.C. § 1125(a)(1). Thus, a debtor’s disclosure statement must provide information that is “reasonably practicable” to permit an “informed judgment” by creditors and interest holders entitled to vote on the debtor’s plan of reorganization. *Enron Corp. v. The New Power Co. (In re*

*New Power Corp.*), 438 F.3d 1113, 1118 (11th Cir. 2006); *Abel v. Shugrue (In re Ionosphere Clubs, Inc.)*, 179 B.R. 24, 29 (S.D.N.Y. 1995).

15. The determination of the adequacy of information in a disclosure statement must be made on a case-by-case basis, focusing on the unique facts and circumstances of each case. In that regard, courts generally examine whether a disclosure statement contains, as applicable, the following types of information:

- a. the circumstances that gave rise to the filing of the bankruptcy petition;
- b. a complete description of the available assets and their value;
- c. the source of the information provided in the disclosure statement;
- d. a disclaimer, which typically indicates that no statements or information concerning the debtor or its assets or securities are authorized, other than those included in the disclosure statement;
- e. the financial condition and performance of the debtor while in chapter 11;
- f. information regarding claims against the debtor's estate;
- g. a liquidation analysis identifying the estimated return that creditors would receive if the debtor's bankruptcy case were a case under chapter 7;
- h. the accounting and valuation methods used to produce the financial information in the disclosure statement;
- i. a summary of the plan of liquidation;
- j. an estimate of all administrative expenses, including attorney's fees and accountants' fees;
- k. the collectability of any accounts receivables;
- l. any financial information, valuations or pro forma projections that would be relevant to creditors' determinations of whether to accept or reject the plan of reorganization;
- m. information relevant to the risks being taken by the creditors and interest holders;
- n. the existence, likelihood and possible success of non-bankruptcy litigation;

- o. the tax consequences of the plan; and
- p. the relationship of the debtor with its affiliates.

*See, e.g., In re Scioto Valley Mortgage Co.*, 88 B.R. 168, 170–71 (Bankr. S.D. Ohio 1988).

16. The Disclosure Statement contains ample information relating to, and descriptions and summaries of, among other things: (a) the terms of the Plan; (b) certain events preceding the Debtors' chapter 11 cases; (c) the operation of the Debtors' businesses; (d) the sale of substantially all of the Debtors' assets; (e) estimates of the Claims asserted, or to be asserted, against the Debtors' estates and the value of Distributions to be received by Holders of Allowed Claims and Allowed Interests; (f) the risk factors that may affect the Plan; (g) the method and timing of Distributions under the Plan; and (h) appropriate disclaimers regarding the Court's approval of information only as contained in the Disclosure Statement. Accordingly, the Disclosure Statement contains adequate information within the meaning of section 1125.

## **II. The Solicitation Procedures Should Be Approved**

### **A. Establishment of a Voting Record Date**

17. Bankruptcy Rule 3017(d) provides that, for the purposes of soliciting votes in connection with confirmation of a plan of reorganization, "creditors and equity security holders shall include holders of stock, bonds, debentures, notes and other securities of record on the date the order approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing." Fed. R. Bankr. P. 3017(d). Bankruptcy Rule 3018(a) contains a similar provision regarding determination of the record date for voting purposes.

18. The Plan and Disclosure Statement contemplate a lapse of time between this Court's approval of the Disclosure Statement and the Voting Deadline. Accordingly, the Debtors request that the Court establish the date of the hearing to approve the Disclosure

Statement as the record date (the “Voting Record Date”) for purposes of determining: (a) the Holders of Claims and the Holders of Interests entitled to vote to accept or reject the Plan; and (b) in the case of nonvoting classes, the Holders of Claims and the Holders of Interests that are entitled to receive non-voting materials. Under the timeline set forth above, the Debtors propose September 6, 2012 as the Voting Record Date.

**B. Notices to Nonvoting Classes**

19. Holders of Claims in Classes 1 and 2 are not entitled to vote for or against the Plan. Holders of Claims in Classes 1 and 2 are designated under the Plan as unimpaired and, therefore, are conclusively presumed to accept the Plan. *See* 11 U.S.C. § 1126(f).

20. Bankruptcy Rule 3017(d) provides, in relevant part, as follows:

If the court orders that the disclosure statement and the plan or a summary of the plan shall not be mailed to any unimpaired class, notice that the class is designated in the plan as unimpaired and notice of the name and address of the person from whom the plan or summary of the plan and disclosure statement may be obtained upon request and at the plan proponent’s expense, shall be mailed to members of the unimpaired class together with the notice of the time fixed for filing objections to and the hearing on confirmation.

Fed. R. Bankr. P. 3017(d). Accordingly, the Debtors propose to send to Holders of unimpaired Claims in Classes 1 and 2 a notice of non-voting status, substantially in the form attached to the proposed Approval Order as Exhibit 1 (the “Notice of Non-Voting Status”), which informs such Holders that their Claims are unimpaired and sets forth the manner in which they may obtain a copy of the Plan and Disclosure Statement at no charge.

21. The Debtors submit that such notice satisfies the requirements of the Bankruptcy Code and Bankruptcy Rules.

**C. Approval of Solicitation Packages**

22. Bankruptcy Rule 3017(d) sets forth the materials that must be provided to holders of Claims and Interests entitled to vote for the purpose of soliciting their votes and providing adequate notice of the hearing to consider confirmation of a chapter 11 plan. Specifically, Bankruptcy Rule 3017(d) provides, in relevant part, that:

Upon approval of a disclosure statement—except to the extent that the court orders otherwise with respect to one or more unimpaired classes of creditors or equity security holders—the debtor in possession, trustee, proponent of the plan or clerk as the court orders, shall mail to all creditors and equity security holders, and in a chapter 11 reorganization case shall transmit to the United States trustee,

- (1) the plan or a court-approved summary of the plan;
- (2) the disclosure statement approved by the court;
- (3) notice of the time within which acceptances and rejections of such plan may be filed; and
- (4) any other information as the court may direct, including any court opinion approving the disclosure statement or a court-approved summary of the opinion.

In addition, notice of the time fixed for filing objections and the hearing on confirmation shall be mailed to all creditors and equity security holders in accordance with Rule 2002(b), and a form of ballot conforming to the appropriate Official Form shall be mailed to creditors and equity security holders entitled to vote on the plan.

23. Contingent upon the Court’s approval of the Disclosure Statement, the Debtors propose to distribute or cause to be distributed solicitation packages (the “Solicitation Packages”) to all Holders of Claims in Classes 3 and 4 and all Holders of Interests in Class 5 (collectively, the “Voting Classes”), including:

- (a) all Persons identified in the Debtors’ Schedules as holding liquidated, noncontingent and undisputed Unsecured Claims in an amount greater than zero dollars, excluding (i) scheduled Claims that have been paid in full prior to the Solicitation Date (as defined below) or superseded by filed

proofs of claim, or (ii) scheduled Claims validly transferred prior to the Voting Record Date;

- (b) all parties having timely filed proofs of claim, as reflected in the official claims register maintained by Kurtzman Carson Consultants LLC (the "Voting Agent") (i) in an amount greater than zero dollars, (ii) that have not been disallowed, expunged, or paid in full prior to the Solicitation Date, and (iii) that have not been transferred and assigned prior to the Voting Record date;
- (c) the assignee of a transferred and assigned Claim (whether a filed or scheduled Claim) whose transfer and assignment has been properly noted on the Court's docket and is effective pursuant to Bankruptcy Rule 3001(e) as of the close of business on the Voting Record Date and whose Claims have not been disallowed, expunged, or satisfied in full prior to the Solicitation Date;
- (d) all Holders of Interests in Cagle's, Inc. as reflected in the stock transfer ledger or similar register as of the Voting Record Date; and
- (e) any other known Holders of such Claims and Interests in the Voting Classes as of the Voting Record Date.

24. Each Solicitation Package shall include copies of: (a) a cover letter describing the contents of the Solicitation Package; (b) the Approval Order (without exhibits); (c) the Confirmation Hearing Notice (as defined below); (d) an appropriate form of Ballot together with a pre-addressed, postage prepaid return envelope addressed to Cagle's Ballot Processing Center, c/o Kurtzman Carson Consultants, LLC, 2335 Alaska Avenue, El Segundo, California 90245; (e) the Disclosure Statement (together with the Plan attached thereto and all other appendices); and (f) such other materials as the Court may direct.

25. The Debtors expect to complete distribution of the Solicitation Packages no later than five days after entry of the order approving the Disclosure Statement (the "Solicitation Date").

26. Because of significantly reduced costs and environmental benefits, the Debtors propose to send the Solicitation Packages in a CD-ROM format instead of printed hard copies. However, the Debtors shall provide printed copies upon request.

27. The Debtors submit that the Solicitation Packages comply with Bankruptcy Rule 3017(d) and should be approved.<sup>2</sup>

**D. Approval of Form Ballots and Master Ballots**

28. Bankruptcy Rule 3017(d) requires the Debtors to mail a form of ballot that substantially conforms to Official Form No. 14 only to “creditors and equity security holders entitled to vote on the plan.” Fed. R. Bankr. P. 3017(d). The Debtors propose to distribute to creditors entitled to vote on the Plan one or more Ballots in the forms attached to the Approval Order collectively as Exhibit 2. The Ballots are based on Official Form No. 14, but have been modified to address the particular terms of the Plan. The Debtors propose that the appropriate form of Ballot will be distributed to Holders of Claims and Holders of Interests in the Voting Classes:

EXHIBIT 2A	<b>BALLOT FOR CLASS 3 GENERAL UNSECURED CLAIMS</b>
EXHIBIT 2B	<b>BALLOT FOR CLASS 4 UNSECURED CONVENIENCE CLAIMS</b>
EXHIBIT 2C-I	<b>BENEFICIAL HOLDER BALLOT FOR CLASS 5 INTERESTS IN CAGLE’S</b>

<sup>2</sup> All Solicitation Package materials (excluding the Ballot) will be available for review online at: <http://www.kccllc.net/Cagles>.

EXHIBIT 2C-II	<b>REGISTERED HOLDER BALLOT FOR CLASS 5 INTERESTS IN CAGLE'S</b>
EXHIBIT 2C-III	<b>MASTER BALLOT FOR CLASS 5 INTERESTS IN CAGLE'S</b>

29. To each Holder of an Interest in Class 5 that holds the underlying securities for its own benefit, the Debtors propose to send a ballot substantially in the form of Exhibit 2C-I (the “Beneficial Holder Ballot”).

30. To each Holder of an Interest in Class 5 that holds the underlying securities in direct registration on the books of the transfer agent, the Debtors propose to send a ballot substantially in the form of Exhibit 2C-II (the “Registered Holder Ballot”).

31. If a Holder of an Interest in Class 5 holds the underlying security for the benefit of a third party (*e.g.*, brokers, banks, dealers, or other agents or nominees) (collectively, the “Voting Nominees”), the Debtors will provide the Voting Nominee with sufficient Solicitation Packages for distribution to each of the beneficial holders represented by the Voting Nominee.

32. Each Voting Nominee may elect to either: (a) “prevalidate” the Beneficial Holder Ballot contained in the Solicitation Package, forward the Solicitation Package to the beneficial holder, and instruct the beneficial holder to return the ballot to the Voting Agent; or (b) forward the Solicitation Package to the beneficial holder with instructions for the beneficial holder to return the Beneficial Holder Ballot to the Voting Nominee. To be prevalidated, a Ballot must indicate the name and address of the beneficial holder, the amount of the underlying securities, and the corresponding account numbers. In either instance, the Voting Nominee shall provide the beneficial holder with the appropriate materials within five (5) business days of the Voting Nominee’s receipt of the Solicitation Packages.

33. If the Voting Nominee elects option (b) in the preceding paragraph, the Voting Nominee shall tabulate the ballots on a master ballot substantially in the form of Exhibit 2C-III (the “Master Ballot”) and return the Master Ballot to the Voting Agent by the Voting Deadline (as defined below).<sup>3</sup>

34. The Debtors will reimburse each Voting Nominee for its reasonable and customary costs and expenses associated with the distribution of the Solicitation Packages and tabulation of the Beneficial Holder Ballots.

35. Classes 1 and 2 are unimpaired and, therefore, conclusively presumed to accept the Plan in accordance with section 1126(f). Therefore, the Debtors do not propose any Ballots for Holders of Claims in these Classes.

**E. Voting Deadline**

36. Bankruptcy Rule 3017(c) provides that, “[o]n or before approval of the disclosure statement, the Court shall fix a time within which the holders of claims and interests may accept or reject the plan . . . .” Fed. R. Bankr. P. 3017(c). The Debtors anticipate commencing the Plan solicitation period by mailing Ballots and other approved solicitation materials no later than the Solicitation Date. The Debtors propose that, to be counted as a vote to accept or reject the Plan, a Ballot must be properly executed, completed, and delivered to the Voting Agent: (i) by mail in the return envelope provided with the Ballot, (ii) by overnight courier, or (iii) by personal delivery so that, in each case, the Ballot is received by the Voting Agent no later than 4:00 p.m., Pacific time, on October 11, 2012 (the “Voting Deadline”). No Ballots may be submitted by

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<sup>3</sup> Consistent with the securities industry practice, the Debtors shall provide Master Ballots to Voting Nominees after the Voting Nominee indicates how it intends to proceed.

facsimile or electronic mail, and any Ballots submitted by facsimile or electronic mail will not be accepted or counted.

37. The Debtors request that they be permitted to extend the Voting Deadline, if necessary or desirable in the sole discretion of the Debtors, without further order of the Court, to a date that is no later than three days before the Confirmation Hearing by publishing on <http://www.kccllc.net/Cagles> an announcement of such extension.

### **III. The Tabulation Procedures Should Be Approved**

38. Section 1126(c) provides:

A class of claims has accepted a plan if such plan has been accepted by creditors, other than any entity designated under subsection (e) of this section, that hold at least two thirds in amount and more than one-half in number of the allowed claims of such class held by creditors, other than any entity designated under subsection (e) of this section, that have accepted or rejected such plan.

11 U.S.C. § 1126(c). Similarly, section 1126(d) provides:

A class of interests has accepted a plan if such plan has been accepted by holders of such interests, other than any entity designated under subsection (e) of this section, that hold at least two-thirds in amount of the allowed interests of such class held by owners of such interests, other than any entity designated under subsection (e) of this section, that have accepted or rejected such plan.

11 U.S.C. § 1126(d). Further, Bankruptcy Rule 3018(a) provides that the “court after notice and hearing may temporarily allow the claim or interest in an amount which the court deems proper for the purpose of accepting or rejecting a plan.” Fed. R. Bankr. P. 3018(a).

39. The Debtors propose that each Holder of a Claim within a Class of Claims entitled to vote to accept or reject the Plan be entitled to vote the amount of such Claim as set forth in the Schedules (as amended from time to time) unless: (a) such Holder has timely filed a proof of claim, in which event such Holder would be entitled to vote the amount of such Claim as set forth in such proof of claim; or (b) the Debtors have satisfied such Claim in accordance

with orders of the Court, in which event such Holder would be entitled to vote only the amount of such Claim that had not been satisfied (if any). The foregoing general procedure will be subject to the following exceptions:

- a. if a Claim is deemed "Allowed" under the Plan or an order of the Court, such Claim is Allowed for voting purposes in the deemed "Allowed" amount set forth in the Plan or the Court's order;
- b. if a Claim for which a proof of claim has been timely filed is wholly contingent, unliquidated or disputed (as determined by the Debtors after a reasonable review of the Claim and its supporting documentation), the Debtors propose that such Claim be temporarily Allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00, and the Ballot mailed to the Holder of such Claim shall be marked as voting at \$1.00;
- c. if a Claim is partially liquidated and partially unliquidated, the Debtors propose that the Claim be Allowed for voting purposes only in the liquidated amount;
- d. if a Claim has been estimated or otherwise Allowed for voting purposes by order of the Court, such Claim is temporarily Allowed in the amount so estimated or Allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- e. if a Claim is listed in the Schedules as contingent, unliquidated or disputed and a proof of claim was not (a) filed by the applicable bar date for the filing of proofs of claim established by the Court or (b) deemed timely filed by an order of the Court prior to the Voting Deadline, then, unless the Debtors have consented in writing, the Debtors propose that such Claim be disallowed for voting purposes;
- f. if the Debtors have filed an objection to a Claim before the Voting Deadline, the Debtors propose that such Claim be disallowed for voting purposes only and not for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in such objection; and
- g. notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims (whether against the same or multiple Debtors) that are classified under the Plan in the same Class, shall be provided with only one Solicitation Package and one Ballot for voting a single Claim in such Class, regardless of whether the Debtors have objected to such duplicate Claims.

40. The Debtors propose that those Holders of Interests in Cagle's that are reflected in Cagle's stock transfer ledger or similar register as of the Voting Record Date will be the holders of record and, as such, will be entitled to vote to accept or reject the Plan.

41. With respect to the tabulation of Master Ballots cast by Voting Nominees, for purposes of voting, the Voting Agent shall use the amount of shares held as of the Voting Record Date (the "Record Amount").

42. The following additional rules will apply to the tabulation of Master Ballots cast by Voting Nominees:

- a. Votes cast by beneficial holders through a Voting Nominee will be applied against the positions held by such entities in the securities as of the Voting Record Date as evidenced by the record and depository listings. Votes submitted by a Voting Nominee, whether pursuant to a Master Ballot or prevalidated Ballots, will not be counted in excess of the Record Amount of such securities held by such Voting Nominee.
- b. To the extent that conflicting votes or "overvotes" are submitted by a Voting Nominee, whether pursuant to a Master Ballot or prevalidated Ballots, the Voting Agent will attempt, and is authorized, to reconcile discrepancies with the Voting Nominees.
- c. To the extent that overvotes on a Master Ballot or prevalidated Ballots are not reconcilable prior to the vote certification, the Voting Agent will apply the votes to accept and to reject the Plan submitted on the Master Ballot or prevalidated Ballots that contained the overvote, but only to the extent of the Voting Nominee's position in the security.

43. If any creditor seeks to challenge the allowance of its Claim for voting purposes in accordance with the above procedures, the Debtors request that the Court direct such creditor to serve on counsel for the Debtors and file with the Court a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim in a different amount for purposes of voting to accept or reject the Plan (a "Rule 3018 Motion") no later than the later of: (a) September 27, 2012; and (b) 5:00 p.m. (Eastern time) on the seventh day after the date of service

of an objection, if any, to such Claim. The Debtors further propose, in accordance with Bankruptcy Rule 3018(a), that as to any creditor filing such a motion, such creditor's Ballot should not be counted unless temporarily allowed by the Court for voting purposes after notice and a hearing. If and to the extent that the Debtors and such party are unable to resolve the issues raised by the Rule 3018 Motion prior to the Voting Deadline established by the Court, then at the Confirmation Hearing the Court will determine whether the provisional Ballot should be counted as a vote on the Plan.

44. The Debtors request that: (a) whenever a Holder of a Claim or a Holder of an Interest entitled to vote to accept or reject the Plan casts more than one Ballot voting the same Claim or Interest before the Voting Deadline, the last properly completed Ballot received before the Voting Deadline be deemed to reflect the voter's intent and, thus, to supersede any prior Ballots; and (b) creditors with multiple Claims within a particular Class must vote all of their Claims within such Class either to accept or reject the Plan and may not split their votes, and thus neither (i) any Ballot that partially rejects and partially accepts the Plan nor (ii) any Ballot filed by a creditor with multiple Claims within a Class that votes inconsistently, will be counted.

45. The Debtors further propose that, without further order of the Court, the following Ballots not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected: (a) any Ballot that is properly completed, executed and timely returned to the Voting Agent, but does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and rejection of the Plan; (b) any Ballot actually received by the Voting Agent after the Voting Deadline, unless the Debtors shall have granted in writing an extension of the Voting Deadline with respect to such Ballot; (c) any Ballot that is illegible or contains insufficient information to permit the identification of the Person submitting the Ballot; (d) any

Ballot cast by a Person that does not hold a Claim in a Class that is entitled to vote to accept or reject the Plan; (e) any Ballot cast for a Claim scheduled as unliquidated, contingent, or disputed and for which no proof of claim was timely filed; (f) unless expressly authorized by the Debtors, any unsigned or non-originally signed Ballot; (g) any Ballot sent directly to any of the Debtors, their agents (other than the Voting Agent), the Debtors' financial or legal advisors, or to any party other than the Voting Agent; (h) any Ballot cast for a Claim that has been disallowed (for voting purposes or otherwise); and (i) unless expressly authorized by the Debtors, any Ballot transmitted to the Voting Agent by facsimile or other electronic means.

46. Subject to any contrary order of the Court, (i) the Debtors reserve the right to reject any and all Ballots the acceptance of which, in the opinion of the Debtors, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules, and (ii) the Debtors may waive any defects or irregularities as to any particular Ballot at any time, either before or after the Voting Deadline; provided, however, that any such waivers shall be documented in the tabulation report filed by the Voting Agent with the Court.

47. No Person (including the Debtors and the Voting Agent) will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots, nor will any of them incur any liability for failure to provide such notification. The Voting Agent may disregard, with no further notice, defective ballots.

48. The Voting Agent will file a certificate of tabulation on or before October 15, 2012.

49. The Debtors believe that the foregoing proposed tabulation procedures provide for a fair and equitable voting process.

**IV. The Confirmation Hearing Notice and Objection Procedures Should Be Approved**

50. Section 1128 provides that “[a]fter notice, the court shall hold a hearing on confirmation of a plan” and that “a party in interest may object to confirmation of a plan.” 11 U.S.C. § 1128.

51. Bankruptcy Rule 3017(c) provides: “On or before approval of the disclosure statement, the court shall fix a time within which the holders of claims and interests may accept or reject the plan and may fix a date for the hearing on confirmation.” Fed. R. Bankr. P. 3017(c).

52. The Debtors request that the Court schedule the Confirmation Hearing to commence on October 18, 2012, at a time convenient to the Court, or on such other date as is convenient to the Court.

**A. Notice Procedures**

53. Bankruptcy Rule 2002(b) and (d) requires not less than twenty-eight days’ notice to all creditors and equity security holders of the time fixed for filing objections to, and the hearing to consider confirmation of, a chapter 11 plan. In accordance with Bankruptcy Rules 2002 and 3017(d), the Debtors propose to provide to all creditors and equity security holders a copy of the notice substantially in the form attached to the proposed Approval Order as Exhibit 3 (the “Confirmation Hearing Notice”), setting forth: (a) the date of approval of the Disclosure Statement; (b) the Voting Record Date; (c) the Voting Deadline; (d) the time fixed for filing objections to confirmation of the Plan; and (e) the time, date, and place for the Confirmation Hearing.<sup>4</sup>

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<sup>4</sup> For Holders of Claims and Interests in the Voting Classes, the Confirmation Hearing Notice shall be transmitted as part of the Solicitation Package.

54. Bankruptcy Rule 2002(1) permits the Court to “order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice.” Fed. R. Bankr. P. 2002(1). In addition to mailing the Confirmation Hearing Notice, the Debtors will publish the Confirmation Hearing Notice electronically on the Debtors’ case website: <http://www.kccllc.net/Cagles>. The Debtors believe that publication of the Confirmation Hearing Notice will provide sufficient notice of the approval of the Disclosure Statement, the Voting Record Date, the Voting Deadline, the time fixed for filing objections to confirmation of the Plan, and the time, date, and place of the Confirmation Hearing to Persons who do not otherwise receive notice by mail as provided for in the Approval Order.

55. In the past, the United States Postal Service has returned certain notices and pleadings mailed during the course of the Debtors’ chapter 11 cases as undeliverable. The Debtors believe that it would be costly and wasteful to distribute further notices, Solicitation Packages and Notices of Non-Voting Status to the same addresses. Therefore, the Debtors seek to be excused, without any further order of the Court, from distributing further notices, Solicitation Packages and Notices of Non-Voting Status to those addresses unless the Debtors are provided with accurate addresses for such Persons prior to the Solicitation Date.

56. The Debtors submit that the foregoing procedures will provide adequate notice of the Confirmation Hearing and, accordingly, request that the Court approve such notice as adequate.

**B. Procedures for the Filing of Objections to Confirmation of the Plan**

57. Pursuant to Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served “within a time fixed by the court.” Fed. R. Bank. P. 3020(b)(1). The Confirmation Hearing Notice provides, and the Debtors request that the Court direct that,

objections to confirmation of the Plan or proposed modifications to the Plan, if any, must: (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Rules; (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest of such party; (d) state with particularity the basis and nature of any objection to the Plan; and (e) be served on the parties listed in the Confirmation Hearing Notice so as to be actually received no later than 5:00 p.m. (prevailing Eastern time) on October 11, 2012 (the “Plan Objection Deadline”).

58. The proposed timing for filing and service of objections and proposed modifications, if any, will afford the Court, the Debtors and other parties in interest sufficient time to consider the objections and proposed modifications prior to the Confirmation Hearing.

**NOTICE**

59. Notice of this Motion has been provided to the parties on the Master Service List established in these cases. The Debtors shall provide notice of the hearing on this Motion on all known creditors and equity security holders. In light of the nature of the relief requested, the Debtors submit that no further notice is necessary.

**NO PRIOR REQUEST**

60. No prior request for the relief requested herein has been made to this Court or any other court in connection with these chapter 11 cases.

**CONCLUSION**

WHEREFORE, based upon the foregoing, the Debtors respectfully request that the Court enter the Approval Order, substantially in the form of Exhibit A attached hereto, (i) approving the Disclosure Statement, (ii) approving the solicitation procedures for the solicitation and tabulation of votes to accept or reject the Plan, (iii) approving related notice and objection procedures, and (iv) granting such other and further relief as is just and proper.

Dated: July 25, 2012

Respectfully submitted,

KING & SPALDING LLP

/s/ Paul K. Ferdinands

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COUNSEL FOR THE  
DEBTORS IN POSSESSION

**EXHIBIT A**

**Proposed Order**

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

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>CAGLE’S, INC.,</b>	)	<b>Case No. 11-80202-PWB</b>
<b>CAGLE’S FARMS, INC.,</b>	)	
	)	
<b>Debtors.</b>	)	<b>Jointly Administered</b>
	)	
	)	
	)	
	)	
	)	

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**ORDER APPROVING: (I) THE DISCLOSURE STATEMENT; (II) PROCEDURES FOR THE SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT THE PLAN; AND (III) RELATED NOTICE AND OBJECTION PROCEDURES**

This matter is before the Court on the *Motion for Entry of an Order Approving (I) the Disclosure Statement; (II) Procedures for the Solicitation and Tabulation of Votes to Accept or Reject the Debtors’ Chapter 11 Plan; and (III) Related Notice and Objection Procedures* [Docket No. \_\_\_] (the “Motion”) of Cagle’s, Inc. (“Cagle’s”) and Cagle’s Farms, Inc. (collectively, the “Debtors”). All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

The Court has considered the Motion, the Disclosure Statement, the papers in support thereof and the responses thereto (if any), and the matters reflected in the record of the hearing held on the Motion on September 6, 2012 (the “Hearing”). It appears that the Court has jurisdiction over this proceeding; that this is a core proceeding; that the Debtors have filed with the Court the Disclosure Statement and the Plan; that notice of the Motion has been given to the parties on the Master Service List established in these cases; the notice of the Hearing was properly served on the Debtors’ creditors and equity security holders; that no further notice is

necessary; that the relief sought in the Motion is in the best interests of the Debtors, their estates, and their stakeholders; and that good and sufficient cause exists for such relief.

**IT IS HEREBY FOUND THAT:**

A. The Disclosure Statement filed in these chapter 11 cases as Docket Number [\_\_\_\_] (as the same may have been amended and/or revised from time to time, including in connection with the Hearing) contains “adequate information” within the meaning of section 1125 of the Bankruptcy Code.

B. The form of Notice of Non-Voting Status to be sent to Holders of Claims in Classes 1 and 2, substantially in the form attached hereto as Exhibit 1, complies with Bankruptcy Rule 3017, and adequately addresses the particular needs of these chapter 11 cases.

C. The forms of the Ballots attached hereto as Exhibit 2 are substantially consistent with Official Form No. 14, adequately address the particular needs of these chapter 11 cases, and are appropriate for each Class of Claims or Interests entitled to vote to accept or reject the Plan.

D. The Ballots require the furnishing of sufficient information to assure that duplicate Ballots are not submitted and tabulated and that Ballots reflect the votes of creditors and equity interest holders.

E. The period set forth below during which the Debtors may solicit acceptances to the Plan is a reasonable and adequate period of time for creditors and equity interest holders to make an informed decision to accept or reject the Plan.

F. The procedures for the solicitation and tabulation of votes to accept or reject the Plan (as more fully set forth in the Motion and below) provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

G. The Confirmation Hearing Notice substantially in the form attached hereto as Exhibit 3, the procedures set forth below for providing notice to all creditors and equity interest holders of the time, date and place of the Confirmation Hearing, and the contents of the Solicitation Packages comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties.

**NOW, THEREFORE, IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED.
2. The Disclosure Statement is approved.
3. September 6, 2012 is established as the Voting Record Date for purposes of determining: (a) the Holders of Claims and the Holders of Interests entitled to vote to accept or reject the Plan; and (b) in the case of nonvoting classes, the Holders of Claims and the Holders of Interests that are entitled to receive non-voting materials.
4. The form of Notice of Non-Voting Status, substantially in the form attached hereto as Exhibit 1 is approved and shall be distributed to Holders, as of the Voting Record Date, of Claims in Classes 1 and 2.
5. The Debtors are directed to distribute or cause to be distributed Solicitation Packages to all Holders of Claims and Holders of Interests in the Voting Classes, including:
  - (a) all Persons identified in the Debtors' Schedules as holding liquidated, noncontingent and undisputed Unsecured Claims in an amount greater than zero dollars, excluding (i) scheduled Claims that have been paid in full prior to the Solicitation Date or superseded by filed proofs of claim, or (ii) scheduled Claims validly transferred prior to the Voting Record Date;
  - (b) all parties having timely filed proofs of claim, as reflected in the official claims register maintained by the Voting Agent (i) in an amount greater than zero dollars, (ii) that have not been disallowed, expunged, or paid in full prior to the Solicitation Date, and (iii) that have not been transferred and assigned prior to the Voting Record Date;

- (c) the assignee of a transferred and assigned Claim (whether a filed or scheduled Claim) whose transfer and assignment has been properly noted on the Court's docket and is effective pursuant to Bankruptcy Rule 3001(e) as of the close of business on the Voting Record Date and whose Claims have not been disallowed, expunged, or satisfied in full prior to the Solicitation Date;
- (d) all Holders of Interests in Cagle's, Inc. as reflected in the stock transfer ledger or similar register as of the Voting Record Date; and
- (e) any other known Holders of such Claims and Interests in the Voting Classes as of the Voting Record Date.

6. The Solicitation Packages shall contain copies of: (a) a cover letter describing the contents of the Solicitation Package; (b) this Order (without exhibits); (c) the Confirmation Hearing Notice (as defined below); (d) an appropriate form of Ballot together with a pre-addressed, postage prepaid return envelope addressed to Cagle's Ballot Processing Center, c/o Kurtzman Carson Consultants, LLC, 2335 Alaska Avenue, El Segundo, California 90245; and (e) the Disclosure Statement (together with the Plan annexed thereto and all other appendices).

7. The Debtors may send the Solicitation Packages in a CD-ROM format instead of printed hard copies; provided, however, the Debtors shall provide printed hard copies upon request.

8. The forms of the Ballots attached hereto as Exhibit 2 (including Exhibits 2A, 2B, 2C-I, 2C-II, and 2C-III) are approved.

9. To each Holder of an Interest in Class 5 that holds the underlying securities for its own benefit, the Debtors (or the Voting Nominee) shall send a Beneficial Holder Ballot substantially in the form attached hereto as Exhibit 2C-I.

10. To each Holder of an Interest in Class 5 that holds the underlying securities in direct registration on the books of the transfer agent, the Debtors shall send a Registered Holder Ballot substantially in the form of Exhibit 2C-II.

11. If a Holder of an Interest in Class 5 is a Voting Nominee, the Debtors shall provide such Voting Nominee with sufficient Solicitation Packages for distribution to each of the beneficial holders represented by the Voting Nominee.

12. Each Voting Nominee may elect to either: (a) “prevalidate” the Beneficial Holder Ballot contained in the Solicitation Package, forward the Solicitation Package to the beneficial holder, and instruct the beneficial holder to return the ballot to the Voting Agent; or (b) forward the Solicitation Package to the beneficial holder with instructions for the beneficial holder to return the Beneficial Holder Ballot to the Voting Nominee. To be prevalidated, a Ballot must indicate the name and address of the beneficial holder, the amount of the underlying securities, and the corresponding account numbers. In either instance, the Voting Nominee shall provide the beneficial holder with the appropriate materials within five (5) business days of the Voting Nominee’s receipt of the Solicitation Packages.

13. If the Voting Nominee elects option (b) in the preceding paragraph, the Voting Nominee shall tabulate the ballots on a Master Ballot substantial in the form of Exhibit 2C-III and return the Master Ballot to the Voting Agent by the Voting Deadline (as defined below).

14. The Debtors shall reimburse each Voting Nominee for its reasonable and customary costs and expenses associated with the distribution of the Solicitation Packages and tabulation of the Beneficial Holder Ballots.

15. Classes 1 and 2 are unimpaired and, therefore, conclusively presumed to accept the Plan in accordance with section 1126(f). Therefore, the Debtors shall not send any Ballots to Holders of Claims in these Classes.

16. Except as otherwise provided herein, to be counted as a vote to accept or reject the Plan, a Ballot must be properly executed, completed, and delivered to the Voting Agent: (i)

by mail in the return envelope provided with the Ballot, (ii) by overnight courier, or (iii) by personal delivery so that, in each case, the Ballot is received by the Voting Agent no later than 4:00 p.m., Pacific time, on October 11, 2012 (the "Voting Deadline"). No Ballots may be submitted by facsimile or electronic mail, and any Ballots submitted by facsimile or electronic mail will not be accepted or counted.

17. The Debtors may extend the Voting Deadline, if necessary or desirable in the sole discretion of the Debtors, without further order of the Court, to a date that is no later than three days before the Confirmation Hearing by publishing on <http://www.kccllc.net/Cagles> an announcement of such extension.

18. Solely for purposes of voting to accept or reject the Plan, not for the purposes of the allowance of or distribution on account of a Claim, and without prejudice to the rights of the Debtors in any other context, each Holder of a Claim within a Class of Claims entitled to vote to accept or reject the Plan shall be entitled to vote the amount of such Claim as set forth in the Schedules (as may be amended from time to time) unless (a) such Holder has timely filed a proof of claim, in which event such Holder would be entitled to vote the amount of such Claim as set forth in such proof of claim; or (b) the Debtors have satisfied such Claim in accordance with orders of the Court, in which event such Holder would be entitled to vote only the amount of such Claim that had not been satisfied (if any). The foregoing general procedure will be subject to the following exceptions:

- a. if a Claim is deemed "Allowed" under the Plan or an order of the Court, such Claim is Allowed for voting purposes in the deemed "Allowed" amount set forth in the Plan or the Court's order;
- b. if a Claim for which a proof of claim has been timely filed is wholly contingent, unliquidated or disputed (as determined by the Debtors after a reasonable review of the Claim and its supporting documentation), such Claim shall be temporarily Allowed for voting purposes only, and not for

purposes of allowance or distribution, at \$1.00, and the Ballot mailed to the Holder of such Claim shall be marked as voting at \$1.00;

- c. if a Claim is partially liquidated and partially unliquidated, such Claim shall be Allowed for voting purposes only in the liquidated amount;
- d. if a Claim has been estimated or otherwise Allowed for voting purposes by order of the Court, such Claim is temporarily Allowed in the amount so estimated or Allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- e. if a Claim is listed in the Schedules as contingent, unliquidated or disputed and a proof of claim was not (a) filed by the applicable bar date for the filing of proofs of claim established by the Court or (b) deemed timely filed by an order of the Court prior to the Voting Deadline, then, unless the Debtors have consented in writing, such Claim shall be disallowed for voting purposes;
- f. if the Debtors have filed an objection to a Claim before the Voting Deadline, such Claim shall be disallowed for voting purposes only and not for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in such objection; and
- g. notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims (whether against the same or multiple Debtors) that are classified under the Plan in the same Class, shall be provided with only one Solicitation Package and one Ballot for voting a single Claim in such Class, regardless of whether the Debtors have objected to such duplicate Claims.

19. Those Holders of Interests in Cagle's that are reflected in Cagle's stock transfer ledger or similar register as of the Voting Record Date will be the holders of record and, as such, will be entitled to vote to accept or reject the Plan.

20. With respect to the tabulation of Master Ballots, Beneficial Holder Ballots, and Registered Holder Ballots, for purposes of voting, the Voting Agent shall use the amount of shares held as of the Voting Record Date (the "Record Amount").

21. The following additional rules will apply to the tabulation of Master Ballots, Beneficial Holder Ballots, and Registered Holder Ballots:

- a. Votes cast by beneficial holders through a Voting Nominee will be applied against the positions held by such Persons in the securities as of Voting Record Date as evidenced by the record and depository listings. Votes

submitted by a Voting Nominee, whether pursuant to a Master Ballot or prevalidated Ballots, will not be counted in excess of the Record Amount of such securities held by such Voting Nominee.

- b. To the extent that conflicting votes or “overvotes” are submitted by a Voting Nominee, whether pursuant to a Master Ballot or prevalidated Ballots, the Voting Agent will attempt and is authorized to reconcile discrepancies with the Voting Nominees.
- c. To the extent that overvotes on a Master Ballot or prevalidated Ballots are not reconcilable prior to the vote certification, the Voting Agent will apply the votes to accept and to reject the Plan submitted on the Master Ballot or prevalidated Ballots that contained the overvote, but only to the extent of the Voting Nominee’s position in the security.

22. If any creditor seeks to challenge the allowance of its Claim for voting purposes in accordance with the above procedures, such claimant is directed to serve on counsel for Debtors and file with the Court a Rule 3018 Motion no later than the later of: (a) September 27, 2012; and (b) 5:00 p.m. (Eastern time) on the seventh day after the date of service of an objection, if any, to such Claim.

23. As to any creditor filing such a motion, such creditor’s Ballot shall not be counted unless temporarily allowed by the Court for voting purposes after notice and a hearing. If and to the extent that the Debtors and such party are unable to resolve the issues raised by the Rule 3018 Motion prior to the Voting Deadline established by the Court, then at the Confirmation Hearing the Court will determine whether the provisional Ballot should be counted as a vote on the Plan.

24. If a Holder of a Claim or a Holder of an Interest entitled to vote to accept or reject the Plan casts more than one Ballot voting the same Claim or Interest before the Voting Deadline, the last properly completed Ballot received before the Voting Deadline shall be deemed to reflect the voter’s intent and, thus, to supersede any prior Ballots.

25. Creditors with multiple Claims within a particular Class must vote all of their Claims within such Class either to accept or reject the Plan and may not split their votes, and thus neither (i) any Ballot that partially rejects and partially accepts the Plan nor (ii) any Ballot filed by a creditor with multiple Claims within a Class that votes inconsistently, will be counted.

26. Any Ballot that is properly completed, executed, and timely returned to the Voting Agent but does not indicate an acceptance or rejection of the Plan or indicates both an acceptance and a rejection of the Plan shall not be counted.

27. Any Ballot actually received by the Voting Agent after the Voting Deadline shall not be counted unless the Debtors granted an extension of the Voting Deadline with respect to such Ballot.

28. Any Ballot that is illegible or contains insufficient information to permit the identification of the Person that submitted the Ballot shall not be counted.

29. Any Ballot cast by a Person that does not hold a Claim or Interest in a Class that is entitled to vote to accept or reject the Plan shall not be counted.

30. Any Ballot cast for a Claim scheduled as unliquidated, contingent, or disputed and for which no proof of claim was timely filed shall not be counted.

31. Any unsigned Ballot or non-originally signed Ballot shall not be counted unless expressly authorized by the Debtors (in their sole discretion).

32. Any Ballot sent directly to any of the Debtors, their agents (other than the Voting Agent), the Debtors' financial or legal advisors, or any party other than the Voting Agent shall not be counted.

33. Any Ballot cast for a Claim that has been disallowed (for voting purposes or otherwise) shall not be counted.

34. Any Ballot transmitted to the Voting Agent by facsimile or other electronic means shall not be counted unless expressly authorized by the Debtors (in their sole discretion).

35. The Debtors may reject any and all Ballots the acceptance of which, in the opinion of the Debtors, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules. The Debtors may also waive (in their sole discretion) any defects or irregularities as to any particular Ballot at any time, either before or after the Voting Deadline; provided, however, that any such waivers shall be documented in the tabulation report filed by the Voting Agent with the Court.

36. No Person (including the Debtors and the Voting Agent) shall be under any duty to provide notification of defects or irregularities with respect to delivered Ballots, nor shall the Debtors, the Voting Agent or any other Person incur any liability for failure to provide such notification.

37. The Voting Agent may disregard any and all defective ballots with no further notice to any other Person.

38. The Voting Agent will file a certificate of tabulation on or before October 15, 2012.

39. The Confirmation Hearing will be held at 2:00 p.m. (prevailing Eastern time) on October 18, 2012; *provided, however*, that the Confirmation Hearing may be adjourned from time to time by the Court or the Debtors without further notice to parties other than an announcement in Court at the Confirmation Hearing or any adjourned Confirmation Hearing.

40. The Confirmation Hearing Notice substantially in the form attached hereto as Exhibit 3 is approved and shall be transmitted to all creditors and equity interest holders of the Debtors.

41. The Debtors shall publish the Confirmation Hearing Notice electronically on <http://www.kccllc.net/Cagles>.

42. The Debtors shall send Solicitation Packages, Notices of Non-Voting Status, and Confirmation Hearing Notices as required by this Order only to known deliverable addresses; provided, however, the Debtors shall send Solicitation Packages, Notices of Non-Voting Status, and Confirmation Hearing Notices as required by this Order to any Person that provides written notice of a new mailing address or forwarding address prior to the Solicitation Date. The failure to distribute Solicitation Packages, Notices of Non-Voting Status, or Confirmation Hearing Notices to Persons at undeliverable addresses will not constitute a violation of Bankruptcy Rule 3017(d) or inadequate notice of the Confirmation Hearing, the Voting Deadline, or this Order.

43. Objections to confirmation of the Plan or proposed modifications to the Plan, if any, must: (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Rules; (c) state the name and address of the objecting party and the amount and nature of the Claim or Interest of such party; (d) state with particularity the basis and nature of any objection to the Plan; and (e) be filed, together with proof of service, with the Court electronically and served on the parties listed in the Confirmation Hearing Notice, on or before 5:00 p.m. (prevailing Eastern time) on October 11, 2012.

44. Objections to confirmation of the Plan not timely filed and served in the manner set forth above may not be considered and may be overruled.

45. The Debtors are authorized to take or refrain from taking any action and expending such funds necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.

46. The Debtors are authorized to make nonsubstantive changes to the Disclosure Statement, Plan, Ballots, the Confirmation Hearing Notice, any other notice related to the Plan or Disclosure Statement and all exhibits and appendices to any of the foregoing without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan and any other materials in the Solicitation Package prior to their distribution.

[END OF DOCUMENT]

Prepared and presented by:

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COUNSEL FOR THE  
DEBTORS IN POSSESSION

**EXHIBIT 1**

**NOTICE OF NON-VOTING STATUS**

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

In re:	)	Chapter 11
	)	
CAGLE’S, INC.,	)	Case No. 11-80202-PWB
CAGLE’S FARMS, INC.,	)	
	)	
Debtors.	)	Jointly Administered
	)	
	)	
	)	

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**NOTICE OF NON-VOTING STATUS UNDER THE DEBTORS’ CHAPTER 11 PLAN  
DATED AS OF JULY 25, 2012**

1. On October 19, 2011 (the “Petition Date”), the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

2. On [\_\_\_\_\_], 2012, the United States Bankruptcy Court for the Northern District of Georgia, Atlanta Division (the “Bankruptcy Court”) entered an Order Approving (I) the Disclosure Statement; (II) Procedures for the Solicitation and Tabulation of Votes to Accept or Reject the Plan; and (III) Related Notice and Objection Procedures [Docket No. \_\_\_] (the “Approval Order”).

3. Among other things, the Approval Order: (a) approved the *Disclosure Statement for Plan of Liquidation Filed by Cagle’s, Inc. and Cagle’s Farms, Inc., dated July 25, 2012* [Docket No. \_\_\_] (the “Disclosure Statement”); (b) established certain procedures (collectively, the “Solicitation Procedures”) for the solicitation and tabulation of votes to accept or reject the *Plan of Liquidation for Cagle’s, Inc. and Cagle’s Farms, Inc., dated July 25, 2012* [Docket No. \_\_\_] (as may be amended, the “Plan”); (c) approved the contents of the proposed solicitation packages to be distributed to the Debtors’ stakeholders who are entitled to vote to accept or reject the Plan (collectively, the “Solicitation Packages”); (d) approved the forms of notice to be sent to certain stakeholders who are not entitled to vote to accept or reject the Plan; and (e) approved other notice and objection procedures in connection with the hearing to confirm the Plan (the “Confirmation Hearing”). All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Plan.

4. Pursuant to Rule 3017(d) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Approval Order, the Debtors: (a) are required to provide Solicitation Packages to all Holders of Claims or Interests entitled to vote to accept or reject the Plan; and (b) are not required to provide Solicitation Packages to Holders of Claims or Interests in Classes under the Plan that are conclusively presumed to either accept or reject the Plan (collectively, the “Non-Voting Classes”).

5. The Non-Voting Classes, and their proposed treatment under the Plan, are set forth immediately below:

Class 1: Allowed Miscellaneous Secured Claims are not impaired under the Plan and will be satisfied in full. Holders of Claims in Class 1 are conclusively presumed to have accepted the Plan and are not entitled to vote to accept or reject the Plan on account of such Claims.

Class 2: Allowed Priority Claims are not impaired under the Plan and will be satisfied in full. Holders of Claims in Class 2 are conclusively presumed to have accepted the Plan and are not entitled to vote to accept or reject the Plan on account of such Claims.

6. **YOU HAVE BEEN IDENTIFIED AS THE HOLDER OF A CLAIM IN A NON-VOTING CLASS UNDER THE PLAN AND THEREFORE ARE NOT ENTITLED TO VOTE TO ACCEPT OR REJECT THE PLAN ON ACCOUNT OF SUCH CLAIM OR INTEREST.** Accordingly, pursuant to the Approval Order, you are receiving this Notice in lieu of a Solicitation Package containing, among other things, copies of the Disclosure Statement and the Plan. Should you wish to obtain a copy of either the Disclosure Statement or the Plan, copies of both documents (including any exhibits and appendices thereto) are available at no charge via the internet at: <http://www.kccllc.net/Cagles>. Copies of the Disclosure Statement and the Plan (excluding any publicly-filed exhibits and appendices thereto) are also available upon a written request made to the Debtors at Cagle's Ballot Processing Center, c/o Kurtzman Carson Consultants, LLC, 2335 Alaska Avenue, El Segundo, California 90245.

7. **If you wish to challenge the Debtors' classification of your Claim, you must file a motion, pursuant to Bankruptcy Rule 3018(a) (a "Rule 3018(a) Motion"), for an order temporarily allowing your Claim in a different classification or amount for purposes of voting to accept or reject the Plan and serve such motion on the Debtors so that it is received by the later of (a) September 27, 2012 and (b) the seventh day after the date of service of a notice of an objection, if any, to your Claim. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018 Motion, such creditor's Ballot will not be counted unless temporarily allowed by the Bankruptcy Court for voting purposes, after notice and a hearing on or prior to October 11, 2012 (*i.e.*, the last date fixed for creditors to vote to accept or reject the Plan). Rule 3018(a) Motions that are not timely filed and served in the manner as set forth above will not be considered.**

8. The Confirmation Hearing will be held before Judge Paul W. Bonapfel at the United States Bankruptcy Court for the Northern District of Georgia, 75 Spring Street, S.W., Atlanta, Georgia on **October 18, 2012 at 2:00 p.m., Eastern Time**. The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date at the Confirmation Hearing or any continued hearing.

9. **Objections, if any, to the confirmation of the Plan must: (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Rules; (c) state the name and address of**

**the objecting party and the amount and nature of the Claim or Interest of such party; (d) state with particularity the basis and nature of any objection to the Plan; and (e) be filed, together with proof of service, with the Bankruptcy Court electronically and served on the parties listed below on or before 5:00 p.m. (prevailing Eastern time) on October 11, 2012:**

- Cagle's, Inc., c/o FTI Consulting, Inc., 1201 W. Peachtree Street, NW, Suite 500, Atlanta, Georgia 30309 (Attn: Sean Harding);
- King & Spalding LLP, 1180 Peachtree Street NE, Atlanta, Georgia 30309 (Attn: Paul K. Ferdinands);
- Office of The United States Trustee, Northern District of Georgia, Atlanta Division, 362 Richard B. Russell Building, 75 Spring Street, SW, Atlanta, Georgia 30303 (Attn: David S. Weidenbaum); and
- Lowenstein Sandler, PC, 65 Livingston Avenue, Roseland, NJ 07068 (Attn: Jeffrey D. Prol).

Dated: \_\_\_\_\_, 2012

**BY ORDER OF THE COURT**

KING & SPALDING LLP  
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**EXHIBIT 2**

**FORMS OF BALLOTS**

**EXHIBIT 2A**

**BALLOT FOR CLASS 3 CLAIMS**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS BALLOT.

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

In re: ) Chapter 11  
)  
CAGLE’S, INC., *et al.* ) Case Nos. 11-80202-PWB  
) Jointly Administered  
)  
Debtors. )  
\_\_\_\_\_ )

**BALLOT FOR CLASS 3 GENERAL UNSECURED CLAIMS  
VOTING TO ACCEPT OR REJECT THE PLAN OF LIQUIDATION FOR  
CAGLE’S, INC. AND CAGLE’S FARMS, INC.**

**THE VOTING DEADLINE BY WHICH YOUR BALLOT  
MUST BE ACTUALLY RECEIVED BY THE VOTING AGENT IS 4:00 P.M. (LOCAL TIME IN  
EL SEGUNDO, CA) ON OCTOBER 11, 2012 (THE “VOTING DEADLINE”).**

**IF YOUR BALLOT IS NOT RECEIVED ON OR PRIOR  
TO THE VOTING DEADLINE, THE VOTE REPRESENTED  
BY YOUR BALLOT WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS’ SOLE  
DISCRETION.**

If you are, as of September 6, 2012, a holder of a Class 3 Claim (a “General Unsecured Claim”) against Cagle’s, Inc. or Cagle’s Farms, Inc. (together, the “Debtors”), please use this ballot (the “Ballot”) to cast your vote to accept or reject the Plan of Liquidation for Cagle’s, Inc. and Cagle’s Farms, Inc., dated as of July 25, 2012 (as may be amended, the “Plan”). The Plan is Exhibit A to the Disclosure Statement, dated July 25, 2012 (the “Disclosure Statement”), which accompanies this Ballot. Capitalized terms used but not otherwise defined herein have the meanings given to them in the Plan. Before you transmit any votes, please review the Plan, the Disclosure Statement and all related documents enclosed herewith carefully, including the voting procedures explained in Article I.C. of the Disclosure Statement.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if (a) it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of Claims in each Class of Claims entitled to vote and that actually vote on the Plan; (b) it is accepted by the holders of at least two-thirds in amount of the Interests in each Class of Interests entitled to vote and that actually vote on the Plan; and (c) it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained (or if a Class of Claims or Interests is deemed to reject the Plan), the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the Class or Classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS BALLOT, AND RETURN IT SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING AGENT (AS DEFINED BELOW) NO LATER THAN 4:00 P.M. (LOCAL TIME IN EL SEGUNDO, CA) ON OCTOBER 11, 2012, AT THE FOLLOWING ADDRESS: CAGLE'S BALLOT PROCESSING, C/O KURTZMAN CARSON CONSULTANTS LLC, 2335 ALASKA AVENUE, EL SEGUNDO, CA 90245. IF THIS BALLOT IS NOT COMPLETED, SIGNED, AND ACTUALLY RECEIVED BY THE DEBTORS' VOTING AGENT PRIOR TO THE EXPIRATION OF THE VOTING DEADLINE, THEN THE VOTES TRANSMITTED BY THIS BALLOT WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS' SOLE DISCRETION.**

**Item 1. Voting Classification and Amount.** The undersigned hereby certifies that as of September 6, 2012, the undersigned was the record holder of General Unsecured Claims in Class 3 under the Plan, in the aggregate unpaid amount of:

[\$\_\_\_\_\_]  
[CLAIM AMOUNT TO BE ENTERED BY VOTING AGENT PRIOR TO SOLICITATION]

**Item 2. Vote on Plan.** The undersigned holder of General Unsecured Claims in Class 3 under the Plan, as described in Item 1 above, votes all such Claims to (check one box):

**Accept** the Plan

OR

**Reject** the Plan

A vote to accept or reject the Plan will be deemed to be a vote to accept or reject the Plan for each of the companies.

**Item 4. Tax Information.** Under penalties of perjury, claimant certifies that:

A. Claimant's correct taxpayer identification number is:

(Social Security Number)\_\_\_\_-\_\_-\_\_\_\_,

(or Employer Identification Number)\_\_\_\_-\_\_\_\_\_; and

B. Please check the Appropriate Box(es):

Claimant is not subject to backup withholding because:

(a) Claimant is exempt from backup withholding;

(b) Claimant has not been notified by the Internal Revenue Service ("IRS") that Claimant is subject to backup withholding as a result of a failure to report all interest or dividends; or

(c) The IRS has notified claimant that claimant is no longer subject to backup withholding.

**Item 5. Certifications.** By returning this Ballot, the undersigned holder of General Unsecured Claims in Class 3 under the Plan, as described in Item 1 above, certifies that (a) it has full power and authority to vote to accept or reject the Plan; (b) it was the record holder of the Claims described in Item 1 on September 6, 2012; (c) it has received a copy of the Plan and Disclosure Statement (and all attachments and supplements thereto); and (d) all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the undersigned hereunder, shall be binding upon the transferees, successors,

assigns, heirs, executors, administrators, trustees in bankruptcy and legal representatives of the undersigned and shall not be affected by, and shall survive, the death or incapacity of the undersigned. By signing the Ballot you also are acknowledging that your vote is subject to all terms or conditions set forth in the Disclosure Statement and the Plan.

Name of Holder: \_\_\_\_\_

(print or type)

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Date Completed: \_\_\_\_\_

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY THE DEBTORS' VOTING AGENT AT THE FOLLOWING ADDRESS: CAGLE'S BALLOT PROCESSING, C/O KURTZMAN CARSON CONSULTANTS LLC, 2335 ALASKA AVENUE, EL SEGUNDO, CA 90245, NO LATER THAN 4:00 P.M. (LOCAL TIME IN EL SEGUNDO, CA) ON OCTOBER 11, 2012, OR THE VOTES TRANSMITTED HEREBY WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS' SOLE DISCRETION.**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT, THE DISCLOSURE STATEMENT, THE PLAN, OR OTHER RELATED MATERIALS OR DOCUMENTS, PLEASE CALL THE VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC AT (877) 606-7509.**

## INSTRUCTIONS FOR COMPLETING THE BALLOT

### VOTING DEADLINE:

The Voting Deadline is **4:00 P.M. (LOCAL TIME IN EL SEGUNDO, CA) ON OCTOBER 11, 2012**, unless extended in writing by the Debtors in their sole discretion. To have your vote count, you must complete, sign, and return this Ballot so that it is **ACTUALLY RECEIVED** on or before the Voting Deadline by Kurtzman Carson Consultants LLC in the following manner:

### MAIL TO:

Cagle's Ballot Processing  
c/o Kurtzman Carson Consultants LLC  
2335 Alaska Avenue  
El Segundo, CA 90245

By signing the Ballot, you have certified that you are either (i) a creditor with a Claim to which the Ballot pertains that is designated in the class of Claims referenced in the Ballot pursuant to the Plan, or (ii) an authorized signatory of such a creditor, and have full power and authority to vote to accept or reject the Plan. You also have acknowledged that such vote is subject to all the terms and conditions set forth in the Disclosure Statement and the Plan.

It is important that you vote. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if (a) it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of Claims in each Class of Claims entitled to vote and that actually vote on the Plan; (b) it is accepted by the holders of at least two-thirds in amount of the Interests in each Class of Interests entitled to vote and that actually vote on the Plan; and (c) it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. In a bankruptcy proceeding, the votes of the Claims actually voted in your Class will bind those who do not vote. In the event that the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if at least one impaired Class of Claims or Interests has accepted the Plan and the Bankruptcy Court finds that the Plan affords fair and equitable treatment to, and does not discriminate unfairly against, the Class(es) rejecting it and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

### HOW TO VOTE:

1. The Debtors are soliciting the votes of holders of Class 3 General Unsecured Claims with respect to the Plan. **You will be bound by the terms of the Plan, if confirmed, even if you did not vote to accept the Plan.** Please review the Plan and Disclosure Statement for more information.
2. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or to reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot as required by Item 5 of the Ballot.
3. If a Ballot is received by the Voting Agent after the Voting Deadline it will **not** be counted, except in the Debtors' sole discretion. The method of delivery of the Ballots is at the election and risk of each holder of Class 3 Claims. Except as otherwise provided herein, such delivery will be deemed made only when the Voting Agent **actually receives** the executed Ballot. In all cases, holders of Class 3 Claims should allow sufficient time to assure timely delivery to the Voting

Agent. You are encouraged to vote on the Plan as soon as possible. If you believe that your Ballot will not be received on or before the Voting Deadline, the Debtors encourage you to submit your Ballot notwithstanding that the Voting Deadline may have already occurred.

4. You must vote all of your Class 3 General Unsecured Claims either to accept or reject the Plan, and you may not split your vote. Accordingly, any Ballot that fails to indicate acceptance or rejection of the Plan or that indicates both an acceptance and a rejection of the Plan will not be counted as a vote to accept or reject the Plan.
5. If a holder casts simultaneous Ballots voted inconsistently with respect to General Unsecured Claims classified in Class 3, such Ballots will not be counted.
6. Whenever a holder of a General Unsecured Claim submits more than one Ballot voting the same Claim prior to the Voting Deadline, the last such properly completed Ballot sent and received prior to the Voting Deadline will be deemed to reflect the voter's intent and thus to supersede any prior received Ballots.
7. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Voting Agent or the Bankruptcy Court, you must submit proper evidence to the requesting party so as to act on behalf of such holder or beneficial holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
8. If you hold Interests or Claims in one or more Classes other than Class 3, you should receive more than one Ballot specifically designed for the different Classes. Each Ballot votes only your Claims indicated on that Ballot. **IF YOU RECEIVE MORE THAN ONE BALLOT, YOU SHOULD ASSUME THAT EACH BALLOT IS FOR A SEPARATE CLAIM AND SHOULD COMPLETE AND RETURN ALL OF THEM.** Please complete and return each Ballot you receive.
9. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot postmarked prior to the Voting Deadline but received afterward, except in the sole discretion of the Debtors; (b) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the General Unsecured Claims; (c) any Class 3 Ballot cast by a Person that does not hold a General Unsecured Claim; (d) any unsigned Ballot, except in the sole discretion of the Debtors; (e) any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and (f) any Ballot submitted by any Person not entitled to vote.
10. If a Ballot is damaged or lost, you believe that you have received the wrong Ballot, or you have any questions concerning the voting procedures, you should contact the Voting Agent at **(877) 606-7509** immediately.

**PLEASE COMPLETE AND MAIL YOUR BALLOT PROMPTLY!**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, YOU SHOULD CONTACT THE VOTING AGENT AT (877) 606-7509.**

**PLEASE NOTE:**

This Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Holders should not surrender, at this time, certificates or instruments representing or evidencing their General Unsecured Claims. Neither the Debtors nor the Voting Agent will accept delivery of any such certificates or instrument surrendered together with a Ballot.

No Ballot shall constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or an admission by the Debtors of the nature, validity or amount of any claim or interest.

Your Claim has been **temporarily allowed solely for purposes of voting** to accept or reject the Plan in accordance with certain tabulation rules (the "Tabulation Rules"). The Tabulation Rules are set forth in the Disclosure Statement and the *Order Approving (I) the Disclosure Statement; (II) Procedures for the Solicitation and Tabulation of Votes to Accept or Reject the Debtors' Chapter 11 Plan; and (III) Related Notice and Objection Procedures* [Docket No. \_\_\_]. The temporary allowance of your Claim for voting purposes does not constitute an allowance of your Claim for purposes of distribution under the Plan and is without prejudice to the rights of the Debtors in any other context (*e.g.*, the right of the Debtors to contest the amount or validity of any Claim for purposes of allowance under the Plan).

No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting votes on the Plan.

**NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE DEBTORS OR KURTZMAN CARSON CONSULTANTS LLC, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN OR DISCLOSURE STATEMENT, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.**

**EXHIBIT 2B**

**BALLOT FOR CLASS 4 CLAIMS**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS BALLOT.

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

In re: ) Chapter 11  
)  
CAGLE’S, INC., *et al.* ) Case Nos. 11-80202-PWB  
) Jointly Administered  
)  
Debtors. )  
\_\_\_\_\_ )

**BALLOT FOR CLASS 4 UNSECURED CONVENIENCE CLAIMS  
VOTING TO ACCEPT OR REJECT THE PLAN OF LIQUIDATION FOR  
CAGLE’S, INC. AND CAGLE’S FARMS, INC.**

**THE VOTING DEADLINE BY WHICH YOUR BALLOT  
MUST BE ACTUALLY RECEIVED BY THE VOTING AGENT IS 4:00 P.M. (LOCAL TIME IN  
EL SEGUNDO, CA) ON OCTOBER 11, 2012 (THE “VOTING DEADLINE”).**

**IF YOUR BALLOT IS NOT RECEIVED ON OR PRIOR  
TO THE VOTING DEADLINE, THE VOTE REPRESENTED  
BY YOUR BALLOT WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS’ SOLE  
DISCRETION.**

If you are, as of September 6, 2012, a holder of a Class 4 Claim (a “Unsecured Convenience Claim”) against Cagle’s, Inc. or Cagle’s Farms, Inc. (together, the “Debtors”), please use this ballot (the “Ballot”) to cast your vote to accept or reject the Plan of Liquidation for Cagle’s, Inc. and Cagle’s Farms, Inc., dated as of July 25, 2012, (as may be amended, the “Plan”). The Plan is Exhibit A to the Disclosure Statement, dated July 25, 2012 (the “Disclosure Statement”), which accompanies this Ballot. Capitalized terms used but not otherwise defined herein have the meanings given to them in the Plan. Before you transmit any votes, please review the Plan, the Disclosure Statement and all related documents enclosed herewith carefully, including the voting procedures explained in Article I.C. of the Disclosure Statement.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if (a) it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of Claims in each Class of Claims entitled to vote and that actually vote on the Plan; (b) it is accepted by the holders of at least two-thirds in amount of the Interests in each Class of Interests entitled to vote and that actually vote on the Plan; and (c) it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained (or if a Class of Claims or Interests is deemed to reject the Plan), the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the Class or Classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS BALLOT, AND RETURN IT SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING AGENT (AS DEFINED BELOW) NO LATER THAN 4:00 P.M. (LOCAL TIME IN EL SEGUNDO, CA) ON OCTOBER 11, 2012, AT THE FOLLOWING ADDRESS: CAGLE'S BALLOT PROCESSING, C/O KURTZMAN CARSON CONSULTANTS LLC, 2335 ALASKA AVENUE, EL SEGUNDO, CA 90245. IF THIS BALLOT IS NOT COMPLETED, SIGNED, AND ACTUALLY RECEIVED BY THE DEBTORS' VOTING AGENT PRIOR TO THE EXPIRATION OF THE VOTING DEADLINE, THEN THE VOTES TRANSMITTED BY THIS BALLOT WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS' SOLE DISCRETION.**

**Item 1. Voting Classification and Amount.** The undersigned hereby certifies that as of September 6, 2012, the undersigned was the record holder of Unsecured Convenience Claims in Class 4 under the Plan, in the aggregate unpaid amount of:

[\$\_\_\_\_\_]  
[CLAIM AMOUNT TO BE ENTERED BY VOTING AGENT PRIOR TO SOLICITATION]

**Item 2. Vote on Plan.** The undersigned holder of Unsecured Convenience Claims in Class 4 under the Plan, as described in Item 1 above, votes all such Claims to (check one box):

**Accept** the Plan

OR

**Reject** the Plan

A vote to accept or reject the Plan will be deemed to be a vote to accept or reject the Plan for each of the companies.

**Item 4. Tax Information.** Under penalties of perjury, claimant certifies that:

A. Claimant's correct taxpayer identification number is:

(Social Security Number)\_\_\_\_-\_\_-\_\_\_\_,

(or Employer Identification Number)\_\_\_\_-\_\_\_\_\_; and

B. Please check the Appropriate Box(es):

Claimant is not subject to backup withholding because:

(a) Claimant is exempt from backup withholding;

(b) Claimant has not been notified by the Internal Revenue Service ("IRS") that Claimant is subject to backup withholding as a result of a failure to report all interest or dividends; or

(c) The IRS has notified claimant that claimant is no longer subject to backup withholding.

**Item 5. Certifications.** By returning this Ballot, the undersigned holder of Unsecured Convenience Claims in Class 4 under the Plan, as described in Item 1 above, certifies that (a) it has full power and authority to vote to accept or reject the Plan; (b) it was the record holder of the Claims described in Item 1 on September 6, 2012; (c) it has received a copy of the Plan and Disclosure Statement (and all attachments and supplements thereto); and (d) all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the undersigned hereunder, shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, trustees in bankruptcy and legal representatives of

the undersigned and shall not be affected by, and shall survive, the death or incapacity of the undersigned. By signing the Ballot you also are acknowledging that your vote is subject to all terms or conditions set forth in the Disclosure Statement and the Plan.

Name of Holder: \_\_\_\_\_

(print or type)

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Date Completed: \_\_\_\_\_

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY THE DEBTORS' VOTING AGENT AT THE FOLLOWING ADDRESS: CAGLE'S BALLOT PROCESSING, C/O KURTZMAN CARSON CONSULTANTS LLC, 2335 ALASKA AVENUE, EL SEGUNDO, CA 90245, NO LATER THAN 4:00 P.M. (LOCAL TIME IN EL SEGUNDO, CA) ON OCTOBER 11, 2012, OR THE VOTES TRANSMITTED HEREBY WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS' SOLE DISCRETION.**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT, THE DISCLOSURE STATEMENT, THE PLAN, OR OTHER RELATED MATERIALS OR DOCUMENTS, PLEASE CALL THE VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC AT (877) 606-7509.**

## INSTRUCTIONS FOR COMPLETING THE BALLOT

### VOTING DEADLINE:

The Voting Deadline is **4:00 P.M. (LOCAL TIME IN EL SEGUNDO, CA) ON OCTOBER 11, 2012**, unless extended in writing by the Debtors in their sole discretion. To have your vote count, you must complete, sign, and return this Ballot so that it is **ACTUALLY RECEIVED** on or before the Voting Deadline by Kurtzman Carson Consultants LLC (the "Voting Agent") in the following manner:

### MAIL TO:

Cagle's Ballot Processing  
c/o Kurtzman Carson Consultants LLC  
2335 Alaska Avenue  
El Segundo, CA 90245

By signing the Ballot, you have certified that you are either (i) a creditor with a Claim to which the Ballot pertains that is designated in the class of Claims referenced in the Ballot pursuant to the Plan, or (ii) an authorized signatory of such a creditor, and have full power and authority to vote to accept or reject the Plan. You also have acknowledged that such vote is subject to all the terms and conditions set forth in the Disclosure Statement and the Plan.

It is important that you vote. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if (a) it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of Claims in each Class of Claims entitled to vote and that actually vote on the Plan; (b) it is accepted by the holders of at least two-thirds in amount of the Interests in each Class of Interests entitled to vote and that actually vote on the Plan; and (c) it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. In a bankruptcy proceeding, the votes of the Claims actually voted in your Class will bind those who do not vote. In the event that the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if at least one impaired Class of Claims or Interests has accepted the Plan and the Bankruptcy Court finds that the Plan affords fair and equitable treatment to, and does not discriminate unfairly against, the Class(es) rejecting it and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

### HOW TO VOTE:

1. The Debtors are soliciting the votes of holders of Class 4 Unsecured Convenience Claims with respect to the Plan. **You will be bound by the terms of the Plan, if confirmed, even if you did not vote to accept the Plan.** Please review the Plan and Disclosure Statement for more information.
2. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or to reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot as required by Item 5 of the Ballot.
3. If a Ballot is received by the Voting Agent after the Voting Deadline it will **not** be counted, except in the Debtors' sole discretion. The method of delivery of the Ballots is at the election and risk of each holder of Class 4 Claims. Except as otherwise provided herein, such delivery will be

deemed made only when the Voting Agent **actually receives** the executed Ballot. In all cases, holders of Class 4 Claims should allow sufficient time to assure timely delivery to the Voting Agent. You are encouraged to vote on the Plan as soon as possible. If you believe that your Ballot will not be received on or before the Voting Deadline, the Debtors encourage you to submit your Ballot notwithstanding that the Voting Deadline may have already occurred.

4. You must vote all of your Class 4 Unsecured Convenience Claims either to accept or reject the Plan, and you may not split your vote. Accordingly, any Ballot that fails to indicate acceptance or rejection of the Plan or that indicates both an acceptance and a rejection of the Plan will not be counted as a vote to accept or reject the Plan.
5. If a holder casts simultaneous Ballots voted inconsistently with respect to Unsecured Convenience Claims classified in Class 4, such Ballots will not be counted.
6. Whenever a holder of an Unsecured Convenience Claim submits more than one Ballot voting the same Claim prior to the Voting Deadline, the last such properly completed Ballot sent and received prior to the Voting Deadline will be deemed to reflect the voter's intent and thus to supersede any prior received Ballots.
7. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Voting Agent or the Bankruptcy Court, you must submit proper evidence to the requesting party so as to act on behalf of such holder or beneficial holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
8. If you hold Interests or Claims in one or more Classes other than Class 4, you should receive more than one Ballot specifically designed for the different Classes. Each Ballot votes only your Claims indicated on that Ballot. **IF YOU RECEIVE MORE THAN ONE BALLOT, YOU SHOULD ASSUME THAT EACH BALLOT IS FOR A SEPARATE CLAIM AND SHOULD COMPLETE AND RETURN ALL OF THEM.** Please complete and return each Ballot you receive.
9. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot postmarked prior to the Voting Deadline but received afterward, except in the sole discretion of the Debtors; (b) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Unsecured Convenience Claims; (c) any Class 4 Ballot cast by a Person that does not hold an Unsecured Convenience Claim; (d) any unsigned Ballot, except in the sole discretion of the Debtors; (e) any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and (f) any Ballot submitted by any Person not entitled to vote.
10. If a Ballot is damaged or lost, you believe that you have received the wrong Ballot, or you have any questions concerning the voting procedures, you should contact the Voting Agent at **(877) 606-7509** immediately.

**PLEASE COMPLETE AND MAIL YOUR BALLOT PROMPTLY!**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, YOU SHOULD CONTACT THE VOTING AGENT AT (877) 606-7509.**

**PLEASE NOTE:**

This Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Holders should not surrender, at this time, certificates or instruments representing or evidencing their Unsecured Convenience Claims. Neither the Debtors nor the Voting Agent will accept delivery of any such certificates or instrument surrendered together with a Ballot.

No Ballot shall constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or an admission by the Debtors of the nature, validity or amount of any claim or interest.

Your Claim has been **temporarily allowed solely for purposes of voting** to accept or reject the Plan in accordance with certain tabulation rules (the "Tabulation Rules"). The Tabulation Rules are set forth in the Disclosure Statement and the *Order Approving (I) the Disclosure Statement; (II) Procedures for the Solicitation and Tabulation of Votes to Accept or Reject the Debtors' Chapter 11 Plan; and (III) Related Notice and Objection Procedures* [Docket No. \_\_\_]. The temporary allowance of your Claim for voting purposes does not constitute an allowance of your Claim for purposes of distribution under the Plan and is without prejudice to the rights of the Debtors in any other context (*e.g.*, the right of the Debtors to contest the amount or validity of any Claim for purposes of allowance under the Plan).

No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting votes on the Plan.

**NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE DEBTORS OR KURTZMAN CARSON CONSULTANTS LLC, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN OR DISCLOSURE STATEMENT, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.**

**EXHIBIT 2C-I**

**BALLOT FOR BENEFICIAL HOLDERS OF CLASS 5 INTERESTS**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS BALLOT.

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

In re: ) Chapter 11  
)  
CAGLE’S, INC., *et al.* ) Case Nos. 11-80202-PWB  
) Jointly Administered  
)  
Debtors. )  
\_\_\_\_\_)

**BALLOT FOR BENEFICIAL HOLDERS OF CLASS 5 INTERESTS IN CAGLE’S, INC.  
VOTING TO ACCEPT OR REJECT THE PLAN OF LIQUIDATION FOR  
CAGLE’S, INC. AND CAGLE’S FARMS, INC.**

**THE VOTING DEADLINE BY WHICH YOUR BALLOT  
MUST BE ACTUALLY RECEIVED BY THE VOTING AGENT IS 4:00 P.M. (LOCAL TIME IN  
EL SEGUNDO, CA) ON OCTOBER 11, 2012 (THE “VOTING DEADLINE”).**

**IF YOUR BALLOT IS NOT RECEIVED ON OR PRIOR  
TO THE VOTING DEADLINE, THE VOTE REPRESENTED  
BY YOUR BALLOT WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS’ SOLE  
DISCRETION.**

If you are, as of September 6, 2012, a beneficial holder of a Class 5 Interest (an “Interest in Cagle’s”) against Cagle’s, Inc. (together, with Cagle’s Farms, Inc., the “Debtors”), please use this ballot (the “Ballot”) to cast your vote to accept or reject the Plan of Liquidation for Cagle’s, Inc. and Cagle’s Farms, Inc., dated as of July 25, 2012 (as may be amended, the “Plan”). The Plan is Exhibit A to the Disclosure Statement, dated July 25, 2012 (the “Disclosure Statement”), which accompanies this Ballot. Capitalized terms used but not otherwise defined herein have the meanings given to them in the Plan. Before you transmit such votes, please review the Plan, the Disclosure Statement and all related documents enclosed herewith carefully, including the voting procedures explained in Article I.C. of the Disclosure Statement.

This Ballot is to used for voting by beneficial holders of Interests in Cagle’s.

**In order for your vote to be counted, this Ballot must be properly completed, signed and returned in the envelope provided. The deadline for the receipt by the Voting Agent of all Ballots is no later than 4:00 p.m. (local time in El Segundo, CA) on October 11, 2012 (the “Voting Deadline”), unless such time is extended in writing by the Debtors.**

**IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANKER, BROKER OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A “VOTING NOMINEE”), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR**

**VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE.**

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if (a) it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of Claims in each Class of Claims entitled to vote and that actually vote on the Plan; (b) it is accepted by the holders of at least two-thirds in amount of the Interests in each Class of Interests entitled to vote and that actually vote on the Plan; and (c) it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained (or if a Class of Claims or Interests is deemed to reject the Plan), the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the Class or Classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

**Item 1. Voting Classification and Amount.** The undersigned hereby certifies that as of September 6, 2012, the undersigned was the beneficial holder (or authorized signatory for the beneficial holder, or the Voting Nominee for the beneficial holder), of Interests in Cagle's in the amount set forth below. If your Interests are held by a Voting Nominee on your behalf and you do not know the amount the Interests held, please contact your Voting Nominee immediately.

[ \_\_\_\_\_ ]  
[TO BE ENTERED PRIOR TO SOLICITATION]

**Item 2. Vote on Plan.** The undersigned beneficial holder (or authorized signatory for the beneficial holder, or the Voting Nominee for the beneficial holder) of an Interest in Cagle's in Class 5 under the Plan, as described in Item 1 above, votes all such Claims to (check one box):

**Accept** the Plan

OR

**Reject** the Plan

A vote to accept or reject the Plan will be deemed to be a vote to accept or reject the Plan for each of the companies.

**Item 4. Tax Information.** Under penalties of perjury, claimant certifies that:

A. Interest holder's correct taxpayer identification number is:

(Social Security Number)\_\_\_\_-\_\_-\_\_\_\_,

(or Employer Identification Number)\_\_\_\_-\_\_\_\_; and

B. Please check the Appropriate Box(es):

Interest holder is not subject to backup withholding because:

(a) Interest holder is exempt from backup withholding;

(b) Interest holder has not been notified by the Internal Revenue Service ("IRS") that Interest holder is subject to backup withholding as a result of a failure to report all interest or dividends; or

(c) The IRS has notified Interest holder that Interest holder is no longer subject to backup withholding.

**Item 5. Certifications.** By returning this Ballot, the undersigned beneficial holder of an Interest in Cagle's in Class 5 under the Plan, as described in Item 1 above, certifies that (a) it has full power and authority to vote to accept or reject the Plan; (b) it was the beneficial holder of the Interest(s) described in Item 1 on September 6, 2012; (c) it has received a copy of the Plan and Disclosure Statement (and all

attachments and supplements thereto); and (d) all authority conferred or agreed to be conferred pursuant to this Ballot, and every obligation of the undersigned hereunder, shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, trustees in bankruptcy and legal representatives of the undersigned and shall not be affected by, and shall survive, the death or incapacity of the undersigned. By signing the Ballot you also are acknowledging that your vote is subject to all terms or conditions set forth in the Disclosure Statement and the Plan.

Name of Holder: \_\_\_\_\_  
(print or type)

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Date Completed: \_\_\_\_\_

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY THE DEBTORS' VOTING AGENT AT THE FOLLOWING ADDRESS: CAGLE'S BALLOT PROCESSING, C/O KURTZMAN CARSON CONSULTANTS LLC, 2335 ALASKA AVENUE, EL SEGUNDO, CA 90245, NO LATER THAN 4:00 P.M. (LOCAL TIME IN EL SEGUNDO, CA) ON OCTOBER 11, 2012, OR THE VOTES TRANSMITTED HEREBY WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS' SOLE DISCRETION.**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT, THE DISCLOSURE STATEMENT, THE PLAN, OR OTHER RELATED MATERIALS OR DOCUMENTS, PLEASE CALL THE VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC AT (877) 606-7509.**

## INSTRUCTIONS FOR COMPLETING THE BALLOT

### VOTING DEADLINE:

The Voting Deadline is **4:00 P.M. (LOCAL TIME IN EL SEGUNDO, CA) ON OCTOBER 11, 2012**, unless extended in writing by the Debtors in their sole discretion. To have your vote count, you must complete, sign, and return this Ballot so that it is **ACTUALLY RECEIVED** on or before the Voting Deadline by Kurtzman Carson Consultants LLC (the "Voting Agent") in the following manner:

### MAIL TO:

Cagle's Ballot Processing  
c/o Kurtzman Carson Consultants LLC  
2335 Alaska Avenue  
El Segundo, CA 90245

By signing the Ballot, you have certified that you are either (i) a holder of an Interest in Cagle's to which the Ballot pertains that is designated in the class of Interests referenced in the Ballot pursuant to the Plan, or (ii) an authorized signatory of such a holder of an Interest, and have full power and authority to vote to accept or reject the Plan. You also have acknowledged that such vote is subject to all the terms and conditions set forth in the Disclosure Statement and the Plan.

It is important that you vote. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if (a) it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of Claims in each Class of Claims entitled to vote and that actually vote on the Plan; (b) it is accepted by the holders of at least two-thirds in amount of the Interests in each Class of Interests entitled to vote and that actually vote on the Plan; and (c) it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. In a bankruptcy proceeding, the votes of the Interests actually voted in your Class will bind those who do not vote. In the event that the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if at least one impaired Class of Claims or Interests has accepted the Plan and the Bankruptcy Court finds that the Plan accords fair and equitable treatment to, and does not discriminate unfairly against, the Class(es) rejecting it and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

### HOW TO VOTE:

1. The Debtors are soliciting the votes of beneficial holders of Class 5 Interests in Cagle's with respect to the Plan. **You will be bound by the terms of the Plan, if confirmed, even if you did not vote to accept the Plan.** Please review the Plan and Disclosure Statement for more information.
2. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or to reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot as required by Item 5 of the Ballot.

**IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER OR OTHER VOTING NOMINEE, PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT**

**AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE.**

**Ballots will not be accepted by telecopy, facsimile or other electronic means of transmission.**

3. To properly complete the Ballot, you must follow the procedures described below:
  - a. make sure the information contained in Item 1 is correct;
  - b. if you have an Interest in Class 5, cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;
  - c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
  - d. if you believe that you have received the wrong Ballot, please contact the Solicitation Agent immediately;
  - e. provide your name and mailing address;
  - f. sign and date your Ballot; and
  - g. return your Ballot using the enclosed pre-addressed return envelope
4. You must vote all of your Class 5 Interests in Cagle's either to accept or reject the Plan, and you may not split your vote. Accordingly, any Ballot that fails to indicate acceptance or rejection of the Plan or that indicates both an acceptance and a rejection of the Plan will not be counted as a vote to accept or reject the Plan.
5. If a beneficial holder casts simultaneous Ballots voted inconsistently with respect to Interests in Cagle's classified in Class 5, such Ballots will not be counted.
6. Whenever a beneficial holder of an Interest in Cagle's submits more than one Ballot voting the same Interest prior to the Voting Deadline, the last such properly completed Ballot sent and received prior to the Voting Deadline will be deemed to reflect the voter's intent and thus to supersede any prior received Ballots.
7. If you hold Interests or Claims in one or more Classes other than Class 5, you should receive more than one Ballot specifically designed for the different Classes. Each Ballot votes only your Claims or Interests indicated on that Ballot. **IF YOU RECEIVE MORE THAN ONE BALLOT, YOU SHOULD ASSUME THAT EACH BALLOT IS FOR A SEPARATE CLAIM OR INTEREST AND SHOULD COMPLETE AND RETURN ALL OF THEM.** Please complete and return each Ballot you receive.
8. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan:
  - (a) any Ballot postmarked prior to the Voting Deadline but received afterward, except in the sole discretion of the Debtors;
  - (b) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Interests in Cagle's;
  - (c) any Class 5 Ballot cast by a Person that does not hold Interests in Cagle's;
  - (d) any unsigned Ballot, except in the sole

discretion of the Debtors; (e) any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and (f) any Ballot submitted by any Person not entitled to vote.

9. If a Ballot is damaged or lost, you believe that you have received the wrong Ballot, or you have any questions concerning the voting procedures, you should contact the Voting Agent at **(877) 606-7509** immediately.

**PLEASE COMPLETE AND MAIL YOUR BALLOT PROMPTLY!**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, YOU SHOULD CONTACT THE VOTING AGENT AT (877) 606-7509.**

**PLEASE NOTE:**

This Beneficial Holder Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Holders should not surrender, at this time, certificates or instruments representing or evidencing their Interests in Cagle's. Neither the Debtors nor the Voting Agent will accept delivery of any such certificates or instrument surrendered together with a Beneficial Holder Ballot. Surrender of securities for exchange may only be made by you, and will only be accepted pursuant to a letter of transmittal which will be furnished to you by the Debtors following confirmation of the Plan by the Bankruptcy Court.

No Beneficial Holder Ballot shall constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or an admission by the Debtors of the nature, validity or amount of any claim or interest.

Your Interest has been **temporarily allowed solely for purposes of voting** to accept or reject the Plan in accordance with certain tabulation rules (the "Tabulation Rules"). The Tabulation Rules are set forth in the Disclosure Statement and the *Order Approving (I) the Disclosure Statement; (II) Procedures for the Solicitation and Tabulation of Votes to Accept or Reject the Debtors' Chapter 11 Plan; and (III) Related Notice and Objection Procedures* [Docket No. \_\_\_]. The temporary allowance of your Interest for voting purposes does not constitute an allowance of your Interest for purposes of distribution under the Plan and is without prejudice to the rights of the Debtors in any other context (*e.g.*, the right of the Debtors to contest the amount or validity of any Interest for purposes of allowance under the Plan).

No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting votes on the Plan.

**NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE DEBTORS OR KURTZMAN CARSON CONSULTANTS LLC, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN OR DISCLOSURE STATEMENT, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.**

**EXHIBIT 2C-II**

**BALLOT FOR REGISTERED HOLDERS OF CLASS 5 INTERESTS**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS BALLOT.

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

In re: ) Chapter 11  
)  
CAGLE’S, INC., *et al.* ) Case Nos. 11-80202-PWB  
) Jointly Administered  
)  
Debtors. )  
\_\_\_\_\_ )

**BALLOT FOR REGISTERED HOLDERS OF CLASS 5 INTERESTS IN CAGLE’S, INC.  
VOTING TO ACCEPT OR REJECT THE PLAN OF LIQUIDATION FOR  
CAGLE’S, INC. AND CAGLE’S FARMS, INC.**

**THE VOTING DEADLINE BY WHICH YOUR BALLOT  
MUST BE ACTUALLY RECEIVED BY THE VOTING AGENT IS 4:00 P.M. (LOCAL TIME IN  
EL SEGUNDO, CA) ON OCTOBER 11, 2012 (THE “VOTING DEADLINE”).**

**IF YOUR BALLOT IS NOT RECEIVED ON OR PRIOR  
TO THE VOTING DEADLINE, THE VOTE REPRESENTED  
BY YOUR BALLOT WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS’ SOLE  
DISCRETION.**

If you are, as of September 6, 2012, a registered holder of a Class 5 Interest (an “Interest in Cagle’s”) against Cagle’s, Inc. (together, with Cagle’s Farms, Inc., the “Debtors”), please use this ballot (the “Ballot”) to cast your vote to accept or reject the Plan of Liquidation for Cagle’s, Inc. and Cagle’s Farms, Inc., dated as of July 25, 2012 (as may be amended, the “Plan”). The Plan is Exhibit A to the Disclosure Statement, dated July 25, 2012 (the “Disclosure Statement”), which accompanies this Ballot. Capitalized terms used but not otherwise defined herein have the meanings given to them in the Plan. Before you transmit such votes, please review the Plan, the Disclosure Statement and all related documents enclosed herewith carefully, including the voting procedures explained in Article I.C. of the Disclosure Statement.

This Ballot is to used for voting by registered holders of Interests in Cagle’s.

**In order for your vote to be counted, this Ballot must be properly completed, signed and returned in the envelope provided. The deadline for the receipt by the Voting Agent of all Ballots is no later than 4:00 p.m. (local time in El Segundo, CA) on October 11, 2012 (the “Voting Deadline”), unless such time is extended in writing by the Debtors.**

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if (a) it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of Claims in each Class of Claims entitled to vote and that actually vote on the Plan; (b) it is accepted by the

holders of at least two-thirds in amount of the Interests in each Class of Interests entitled to vote and that actually vote on the Plan; and (c) it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained (or if a Class of Claims or Interests is deemed to reject the Plan), the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the Class or Classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

**Item 1. Voting Classification and Amount.** The undersigned hereby certifies that as of September 6, 2012, the undersigned was the registered holder (or authorized signatory for the registered holder), of Interests in Cagle's in the amount set forth below. If you do not know the amount the Interests held as of the Voting Record Date, please contact the Voting Agent.

[ \_\_\_\_\_ ]  
[TO BE ENTERED PRIOR TO SOLICITATION]

**Item 2. Vote on Plan.** The undersigned registered holder (or authorized signatory for the registered holder) of an Interest in Cagle's in Class 5 under the Plan, as described in Item 1 above, votes all such Claims to (check one box):

**Accept** the Plan

OR

**Reject** the Plan

A vote to accept or reject the Plan will be deemed to be a vote to accept or reject the Plan for each of the companies.

**Item 4. Tax Information.** Under penalties of perjury, claimant certifies that:

A. Interest holder's correct taxpayer identification number is:

(Social Security Number)\_\_\_\_-\_\_-\_\_\_\_,

(or Employer Identification Number)\_\_\_\_-\_\_\_\_\_; and

B. Please check the Appropriate Box(es):

Interest holder is not subject to backup withholding because:

(a) Interest holder is exempt from backup withholding;

(b) Interest holder has not been notified by the Internal Revenue Service ("IRS") that Interest holder is subject to backup withholding as a result of a failure to report all interest or dividends; or

(c) The IRS has notified Interest holder that Interest holder is no longer subject to backup withholding.

**Item 5. Certifications.** By returning this Ballot, the undersigned registered holder of an Interest in Cagle's in Class 5 under the Plan, as described in Item 1 above, certifies that (a) it has full power and authority to vote to accept or reject the Plan; (b) it was the registered holder of the Interest(s) described in Item 1 on September 6, 2012; (c) it has received a copy of the Plan and Disclosure Statement (and all attachments and supplements thereto); and (d) all authority conferred or agreed to be conferred pursuant

to this Ballot, and every obligation of the undersigned hereunder, shall be binding upon the transferees, successors, assigns, heirs, executors, administrators, trustees in bankruptcy and legal representatives of the undersigned and shall not be affected by, and shall survive, the death or incapacity of the undersigned. By signing the Ballot you also are acknowledging that your vote is subject to all terms or conditions set forth in the Disclosure Statement and the Plan.

Name of Holder: \_\_\_\_\_

(print or type)

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Date Completed: \_\_\_\_\_

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY THE DEBTORS' VOTING AGENT AT THE FOLLOWING ADDRESS: CAGLE'S BALLOT PROCESSING, C/O KURTZMAN CARSON CONSULTANTS LLC, 2335 ALASKA AVENUE, EL SEGUNDO, CA 90245, NO LATER THAN 4:00 P.M. (LOCAL TIME IN EL SEGUNDO, CA) ON OCTOBER 11, 2012, OR THE VOTES TRANSMITTED HEREBY WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS' SOLE DISCRETION.**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT, THE DISCLOSURE STATEMENT, THE PLAN, OR OTHER RELATED MATERIALS OR DOCUMENTS, PLEASE CALL THE VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC AT (877) 606-7509.**

## INSTRUCTIONS FOR COMPLETING THE BALLOT

### VOTING DEADLINE:

The Voting Deadline is **4:00 P.M. (LOCAL TIME IN EL SEGUNDO, CA) ON OCTOBER 11, 2012**, unless extended in writing by the Debtors in their sole discretion. To have your vote count, you must complete, sign, and return this Ballot so that it is **ACTUALLY RECEIVED** on or before the Voting Deadline by Kurtzman Carson Consultants LLC (the "Voting Agent") in the following manner:

### MAIL TO:

Cagle's Ballot Processing  
c/o Kurtzman Carson Consultants LLC  
2335 Alaska Avenue  
El Segundo, CA 90245

By signing the Ballot, you have certified that you are either (i) a holder of an Interest in Cagle's to which the Ballot pertains that is designated in the class of Interests referenced in the Ballot pursuant to the Plan, or (ii) an authorized signatory of such a holder of an Interest, and have full power and authority to vote to accept or reject the Plan. You also have acknowledged that such vote is subject to all the terms and conditions set forth in the Disclosure Statement and the Plan.

It is important that you vote. The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if (a) it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of Claims in each Class of Claims entitled to vote and that actually vote on the Plan; (b) it is accepted by the holders of at least two-thirds in amount of the Interests in each Class of Interests entitled to vote and that actually vote on the Plan; and (c) it otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. In a bankruptcy proceeding, the votes of the Interests actually voted in your Class will bind those who do not vote. In the event that the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if at least one impaired Class of Claims or Interests has accepted the Plan and the Bankruptcy Court finds that the Plan accords fair and equitable treatment to, and does not discriminate unfairly against, the Class(es) rejecting it and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

### HOW TO VOTE:

1. The Debtors are soliciting the votes of registered holders of Class 5 Interests in Cagle's with respect to the Plan. **You will be bound by the terms of the Plan, if confirmed, even if you did not vote to accept the Plan.** Please review the Plan and Disclosure Statement for more information.
2. To ensure that your vote is counted, you must: (a) complete the Ballot; (b) indicate your decision either to accept or to reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot as required by Item 5 of the Ballot.

**Ballots will not be accepted by telecopy, facsimile or other electronic means of transmission.**

3. To properly complete the Ballot, you must follow the procedures described below:

- a. make sure the information contained in Item 1 is correct;
  - b. if you have an Interest in Class 5, cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;
  - c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
  - d. if you believe that you have received the wrong Ballot, please contact the Solicitation Agent immediately;
  - e. provide your name and mailing address;
  - f. sign and date your Ballot; and
  - g. return your Ballot using the enclosed pre-addressed return envelope.
4. You must vote all of your Class 5 Interests in Cagle's either to accept or reject the Plan, and you may not split your vote. Accordingly, any Ballot that fails to indicate acceptance or rejection of the Plan or that indicates both an acceptance and a rejection of the Plan will not be counted as a vote to accept or reject the Plan.
  5. If a registered holder casts simultaneous Ballots voted inconsistently with respect to Interests in Cagle's classified in Class 5, such Ballots will not be counted.
  6. Whenever a registered holder of an Interest in Cagle's submits more than one Ballot voting the same Interest prior to the Voting Deadline, the last such properly completed Ballot sent and received prior to the Voting Deadline will be deemed to reflect the voter's intent and thus to supersede any prior received Ballots.
  7. If you hold Interests or Claims in one or more Classes other than Class 5, you should receive more than one Ballot specifically designed for the different Classes. Each Ballot votes only your Claims or Interests indicated on that Ballot. **IF YOU RECEIVE MORE THAN ONE BALLOT, YOU SHOULD ASSUME THAT EACH BALLOT IS FOR A SEPARATE CLAIM OR INTEREST AND SHOULD COMPLETE AND RETURN ALL OF THEM.** Please complete and return each Ballot you receive.
  8. The following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (a) any Ballot postmarked prior to the Voting Deadline but received afterward, except in the sole discretion of the Debtors; (b) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Interests in Cagle's; (c) any Class 5 Ballot cast by a Person that does not hold Interests in Cagle's; (d) any unsigned Ballot, except in the sole discretion of the Debtors; (e) any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan; and (f) any Ballot submitted by any Person not entitled to vote.
  9. If a Ballot is damaged or lost, you believe that you have received the wrong Ballot, or you have any questions concerning the voting procedures, you should contact the Voting Agent at **(877) 606-7509** immediately.

**PLEASE COMPLETE AND MAIL YOUR BALLOT PROMPTLY!**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, YOU SHOULD CONTACT THE VOTING AGENT AT (877) 606-7509.**

**PLEASE NOTE:**

This Registered Holder Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Holders should not surrender, at this time, certificates or instruments representing or evidencing their Interests in Cagle's. Neither the Debtors nor the Voting Agent will accept delivery of any such certificates or instrument surrendered together with a Registered Holder Ballot.

No Registered Holder Ballot shall constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or an admission by the Debtors of the nature, validity or amount of any claim or interest.

Your Interest has been **temporarily allowed solely for purposes of voting** to accept or reject the Plan in accordance with certain tabulation rules (the "Tabulation Rules"). The Tabulation Rules are set forth in the Disclosure Statement and the *Order Approving (I) the Disclosure Statement; (II) Procedures for the Solicitation and Tabulation of Votes to Accept or Reject the Debtors' Chapter 11 Plan; and (III) Related Notice and Objection Procedures* [Docket No. \_\_\_]. The temporary allowance of your Interest for voting purposes does not constitute an allowance of your Interest for purposes of distribution under the Plan and is without prejudice to the rights of the Debtors in any other context (*e.g.*, the right of the Debtors to contest the amount or validity of any Interest for purposes of allowance under the Plan).

No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting votes on the Plan.

**NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE DEBTORS OR KURTZMAN CARSON CONSULTANTS LLC, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN OR DISCLOSURE STATEMENT, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.**

**EXHIBIT 2C-III**

**MASTER BALLOT FOR CLASS 5 INTERESTS**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS BALLOT.

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

In re: ) Chapter 11  
)  
CAGLE’S, INC., *et al.* ) Case Nos. 11-80202-PWB  
) Jointly Administered  
)  
Debtors. )  
\_\_\_\_\_ )

**MASTER BALLOT FOR CLASS 5 INTERESTS IN CAGLE’S, INC.  
VOTING TO ACCEPT OR REJECT THE PLAN OF LIQUIDATION FOR  
CAGLE’S, INC. AND CAGLE’S FARMS, INC.**

**THE VOTING DEADLINE BY WHICH YOUR BALLOT  
MUST BE ACTUALLY RECEIVED BY THE VOTING AGENT IS 4:00 P.M. (LOCAL TIME IN  
EL SEGUNDO, CA) ON OCTOBER 11, 2012 (THE “VOTING DEADLINE”).**

**IF YOUR BALLOT IS NOT RECEIVED ON OR PRIOR  
TO THE VOTING DEADLINE, THE VOTE REPRESENTED  
BY YOUR BALLOT WILL NOT BE COUNTED, EXCEPT IN THE DEBTORS’ SOLE  
DISCRETION.**

Cagle’s, Inc. and Cagle’s Farms, Inc., as debtors and debtors in possession (collectively, the “Debtors”) in the above-referenced chapter 11 cases, are soliciting votes with respect to the Debtors’ Plan of Liquidation, dated as of July 25, 2012 (the “Plan”), from the holders of certain impaired Interests against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions regarding this Ballot, please call Kurtzman Carson Consultants LLC (the “Voting Agent”) at (877) 606-7509. Please note that the Voting Agent is not permitted to provide legal advice. Consult a lawyer if you have questions about the Ballot.

Class 5 includes holders of Interests in Cagle’s. **THIS MASTER BALLOT IS ONLY FOR CASTING VOTES ON BEHALF OF HOLDERS OF INTERESTS IN CAGLE’S.**

**This Master Ballot is to be used by you as a broker, bank, or other nominee; or as the agent of a broker, bank, or other nominee (each of the foregoing, a “Voting Nominee”); or as the proxy holder of a Voting Nominee or holder of Interests in Cagle’s, to transmit to the Voting Agent the votes of such holders in respect of their Interests to accept or reject the Plan.**

PLEASE COMPLETE THE FOLLOWING:

Item 1. **Certification of Authority to Vote.** The undersigned certifies that as of September 6, 2012 (the "Voting Record Date"), the undersigned (please check the appropriate box):

- Is a broker, bank, or other nominee for the beneficial owners of the aggregate principal amount of the Interests listed in Item 2 below, and is the registered holder of such Interests, or
- Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank or other nominee that is the registered holder of the aggregate principal amount of the Interests listed in Item 2 below, or
- Has been granted a proxy (an original of which is attached hereto) from a broker, bank or other nominee, or a beneficial owner, that is the registered holder of the aggregate principal amount of the Interests listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Plan, on behalf of the holders of Interests in Cagle's described in Item 2.

Item 2. **Vote.** The undersigned transmits the following votes of holders in respect of their Interests, and certifies that the following holders of Interests in Cagle's, as indentified by their respective customer account numbers set forth below, are holders of such interests as of September 6, 2012, the Voting Record Date, and have delivered to the undersigned, as Voting Nominee, their ballots ("Beneficial Holder Ballots") casting such votes. Indicate in the appropriate columns the aggregate amount voted for each account, or attach such information to this Master Ballot in the form of the following table. Please note each beneficial owner must vote all of his, her or its Interests in Cagle's to accept or reject the Plan and may not split such vote.

Your Customer Account Number for Each Beneficial Holder of Interests in Cagle's	Amount of Equity Interests Voted to ACCEPT or REJECT the Plan (Item 2 of the Beneficial Holder Ballot)	
	ACCEPT	REJECT
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
10.		
11.		
TOTALS		

In order to vote on the Plan, the beneficial holder must have checked a box in Item 2 to ACCEPT or REJECT the Plan on its individual Beneficial Holder Ballot. By order of the United States Bankruptcy Court for the Northern District of Georgia (the "Bankruptcy Court"), if the beneficial holder did not check a box in Item 2 on its individual Beneficial Holder Ballot, its vote will not be counted.

Item 3. **Certification.** By signing this Master Ballot, the undersigned certifies that each beneficial holder of the Interests listed in Item 2 above has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement.

Name of Voting Nominee: \_\_\_\_\_

Participant Number: \_\_\_\_\_

Name of Proxy Holder or Agent for Voting Nominee (if applicable): \_\_\_\_\_

Social Security or Federal Tax I.D. Number \_\_\_\_\_

Signature: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Title: \_\_\_\_\_  
(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Date Completed: \_\_\_\_\_

**INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT  
FOR HOLDERS OF CLASS 5 INTERESTS IN CAGLE'S**

**VOTING DEADLINE/VOTING AGENT:**

**The Voting Deadline is 4:00 (local time in El Segundo, CA) on October 11, 2012, unless extended by the Debtors in writing.** To have the vote of the beneficial holder(s) for whom you act as Voting Nominee count, you must complete, sign and return the Master Ballot so that it is actually received by the Voting Agent, before the Voting Deadline. The Voting Agent is:

**CAGLE'S BALLOT PROCESSING  
C/O KURTZMAN CARSON CONSULTANTS LLC  
2335 ALASKA AVENUE  
EL SEGUNDO, CA 90245**

The Master Ballot will not be accepted by telecopy, facsimile or other electronic means of transmission.

**HOW TO VOTE:**

If you are both the registered owner and the beneficial holder of any Interests in Cagle's and you wish to vote any Interests in Cagle's held on account thereof, you may complete, execute and return to the Voting Agent either an individual Registered Holder Ballot or a Master Ballot.

**If you are transmitting the votes of any beneficial holders of Interests in Cagle's other than yourself, you may either:**

1. "Prevalidate" the individual Beneficial Holder Ballot contained in the materials sent out in connection with the voting and solicitation of the Plan (collectively, the "Solicitation Package") and then forward the Solicitation Package to the beneficial owner of the Interests in Cagle's for voting within five (5) business days after the receipt by such Voting Nominee of the Solicitation Package, with the beneficial owner then returning the individual Beneficial Holder Ballot directly to the Voting Agent the return envelope to be provided in the Solicitation Package. A Voting Nominee "prevalidates" a Beneficial Holder Ballot by indicating thereon the record holder of the Interests in Cagle's, the amount of the Interests in Cagle's held by the beneficial holder and the appropriate account numbers through which the beneficial owner's holdings are derived. The beneficial owner shall return the "prevalidated" Beneficial Holder Ballot to the Voting Agent;

OR

2. Forward the Solicitation Package to the beneficial owner of the Interest in Cagle's for voting together with a return envelope provided by and addressed to the Voting Nominee, with the beneficial owner then returning the individual Beneficial Holder Ballot to the Voting Nominee. In such case, the Voting Nominee will tabulate the votes of its respective beneficial owners on a Master Ballot that will be provided to the Voting Nominee separately by the Voting Agent, in accordance with any instructions set forth in the instructions to the Master Ballot, and then return the Master Ballot to the Voting Agent. The Voting Nominee should advise the beneficial owners to return their individual Beneficial Holder Ballots to the Voting Nominee by a date calculated by the

Voting Nominee to allow it to prepare and return the Master Ballot to the Voting Agent so that the Master Ballot is actually received by the Voting Agent by the Voting Deadline.

With respect to all Beneficial Owner Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Check the appropriate box in Item 1 on the Master Ballot;
- b. Indicate the votes to accept or reject the Plan as transmitted to you by the beneficial owners of the Interests in Cagle's. To identify such beneficial holders without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). **IMPORTANT: EACH BENEFICIAL HOLDER MUST VOTE ALL OF HIS, HER OR ITS INTERESTS IN CAGLE'S EITHER TO ACCEPT OR REJECT THE PLAN, AND MAY NOT SPLIT SUCH VOTE. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE VOTING AGENT IMMEDIATELY.** By order of the Bankruptcy Court, any Beneficial Holder Ballot that is signed, dated and timely received, but does not indicate acceptance or rejection of the Plan will not be counted;
- c. Review certification in Item 3 of the Master Ballot;
- d. Sign and date the Master Ballot, and provide the remaining information requested;
- e. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- f. Contact the Voting Agent if you need any additional information; and
- g. Deliver the completed, executed Master Ballot so as to be received by the Voting Agent before the Voting Deadline. For each completed, executed Beneficial Holder Ballot returned to you by a beneficial owner, either forward such Beneficial Holder Ballot (along with your master Ballot) to the Voting Agent or retain such Beneficial Holder Ballot in your files for one year from the Voting Deadline.

**PLEASE NOTE:**

**The Master Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan.** Holders should not surrender, at this time, certificates representing their securities. Neither Debtors nor Voting Agent will accept delivery of any such certificates surrendered together with the Master Ballot.

No Beneficial Holder Ballot nor Master Ballot shall constitute or be deemed a proof of claim or interest or an assertion of a claim or interest.

No fees, commissions or other remunerations will be payable to any Voting Nominee for soliciting votes on the Plan. The Debtors will, however, reimburse you for reasonable, documented, actual costs and expenses incurred by you in forwarding the Beneficial Holder Ballots and other enclosed

materials to the beneficial owners of the Interests in Cagle's held by you as a Voting Nominee or in a fiduciary capacity and in tabulating the Beneficial Holder Ballots.

**NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON, THE AGENT OF THE DEBTORS OR THE VOTING AGENT, OR AUTHORIZED YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PROPOSED PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.**

IF YOU HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BENEFICIAL OWNER BALLOTS OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, KURTZMAN CARSON CONSULTANTS AT (877) 606-7509. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

**EXHIBIT 3**

**CONFIRMATION HEARING NOTICE**



4. If you wish to challenge the Debtors' classification of your Claim or if your Claim is disputed, you must file a motion, pursuant to Bankruptcy Rule 3018(a) (a "Rule 3018(a) Motion"), for an order temporarily allowing your Claim in a different classification or amount for purposes of voting to accept or reject the Plan and serve such motion on the Debtors so that it is received by the later of (a) September 27, 2012 and (b) the seventh day after the date of service of a notice of an objection, if any, to your Claim. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018 Motion, such creditor's Ballot will not be counted unless temporarily allowed by the Bankruptcy Court for voting purposes, after notice and a hearing on or prior to October 11, 2012 (*i.e.*, the last date fixed for creditors to vote to accept or reject the Plan). Rule 3018(a) Motions that are not timely filed and served in the manner as set forth above will not be considered.

5. A hearing to consider confirmation of the Plan (the "Confirmation Hearing") will be held before Judge Paul W. Bonapfel at the United States Bankruptcy Court for the Northern District of Georgia, 75 Spring Street, S.W., Atlanta, Georgia on **October 18, 2012 at 2:00 p.m., Eastern Time**. The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date at the Confirmation Hearing or any continued hearing.

6. **Objections, if any, to the confirmation of the Plan must: (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Rules; (c) state the name and address of the objecting party and the nature of the Claim or Interest of such party; (d) state with particularity the basis and nature of any objection; and (e) be served on the following parties (the "Notice Parties") so as to be actually received no later than 5:00 p.m. (prevailing Eastern time) on October 11, 2012 (the "Plan Objection Deadline):**

- a. Cagle's, Inc., c/o FTI Consulting, Inc., 1201 W. Peachtree Street, NW, Suite 500, Atlanta, Georgia 30309 (Attn: Sean Harding);
- b. King & Spalding LLP, 1180 Peachtree Street NE, Atlanta, Georgia 30309 (Attn: Paul K. Ferdinands);
- c. Office of The United States Trustee, Northern District of Georgia, Atlanta Division, 362 Richard B. Russell Building, 75 Spring Street, SW, Atlanta, Georgia 30303 (Attn: David S. Weidenbaum); and
- d. Lowenstein Sandler, PC, 65 Livingston Avenue, Roseland, NJ 07068 (Attn: Jeffrey D. Prol).

7. **THE PLAN CONTAINS CERTAIN RELEASE, INJUNCTION AND EXCULPATION PROVISIONS. THESE PROVISIONS ARE SET FORTH IN THE PLAN AND DESCRIBED IN THE DISCLOSURE STATEMENT.**

8. Requests for copies of the Disclosure Statement and the Plan (excluding certain exhibits thereto) by parties in interest may be made in writing to Cagle's Ballot Processing Center, c/o Kurtzman Carson Consultants, LLC, 2335 Alaska Avenue, El Segundo, California

90245. In addition, any party may view and download the Plan, the Disclosure Statement and related exhibits (as they are filed) without charge at <http://www.kccllc.net/Cagles>. If you have any questions regarding this Notice, please call the Voting Agent at (877) 606-7504.

**UNLESS AN OBJECTION IS TIMELY FILED AND SERVED AS PROVIDED  
HEREIN, IT MAY NOT BE CONSIDERED AT THE CONFIRMATION HEARING.**

Dated: \_\_\_\_\_, 2012

**BY ORDER OF THE COURT**

KING & SPALDING LLP

Paul K. Ferdinands

Georgia Bar No. 258623

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