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PILGRIMS PRIDE CORP

Form 10-Q

May 02, 2019

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

✓ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2019

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File number 1-9273

PILGRIM'S PRIDE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware **75-1285071**
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

1770 Promontory Circle, **80634-9038**
Greeley, CO

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (970) 506-8000

(Former name, former address and former fiscal year, if changed since last report.)

| Title of each class | Trading Symbol | Name of Exchange on Which Registered |
|--------------------------------|----------------|--------------------------------------|
| Common Stock, Par Value \$0.01 | PPC | The NASDAQ Stock Market LLC |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer
Non-accelerated Filer Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Number of shares outstanding of the issuer's common stock, \$0.01 par value per share, as of May 1, 2019, was 249,419,815.

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PILGRIM'S PRIDE CORPORATION AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION
ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
PILGRIM'S PRIDE CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

| | March 31, 2019 | December 30, 2018 |
|---|----------------|----------------------|
| | (In thousands) | |
| Cash and cash equivalents | \$ 378,518 | \$ 338,386 |
| Restricted cash and cash equivalents | 20,373 | 23,192 |
| Trade accounts and other receivables, less allowance for doubtful accounts | 564,055 | 561,549 |
| Accounts receivable from related parties | 854 | 1,331 |
| Inventories | 1,166,002 | 1,159,519 |
| Income taxes receivable | 31,985 | 38,479 |
| Prepaid expenses and other current assets | 124,265 | 112,023 |
| Assets held for sale | 178 | 178 |
| Total current assets | 2,286,230 | 2,234,657 |
| Deferred tax assets | 4,166 | 4,248 |
| Other long-lived assets | 16,275 | 16,717 |
| Identified intangible assets, net | 569,870 | 564,128 |
| Goodwill | 970,640 | 949,750 |
| Operating lease assets, net | 330,040 | — |
| Property, plant and equipment, net | 2,195,706 | 2,161,702 |
| Total assets | \$ 6,372,927 | \$ 5,931,202 |
| Accounts payable | \$ 818,482 | \$ 830,059 |
| Accounts payable to related parties | 5,550 | 7,269 |
| Revenue contract liability | 25,812 | 33,328 |
| Accrued expenses and other current liabilities | 472,365 | 386,941 |
| Income taxes payable | 7,884 | 8,221 |
| Current maturities of long-term debt | 27,637 | 30,405 |
| Total current liabilities | 1,357,730 | 1,296,223 |
| Noncurrent operating lease liability, less current maturities | 252,281 | — |
| Long-term debt, less current maturities | 2,303,735 | 2,295,190 |
| Noncurrent income taxes payable | 7,731 | 7,731 |
| Deferred tax liabilities | 236,931 | 237,422 |
| Other long-term liabilities | 70,019 | 75,051 |
| Total liabilities | 4,228,427 | 3,911,617 |
| Common stock | 2,609 | 2,604 |
| Treasury stock | (231,994) | (231,994) |
| Additional paid-in capital | 1,947,013 | 1,945,136 |
| Retained earnings | 505,899 | 421,888 |
| Accumulated other comprehensive loss | (88,926) | (127,834) |
| Total Pilgrim's Pride Corporation stockholders' equity | 2,134,601 | 2,009,800 |
| Noncontrolling interest | 9,899 | 9,785 |
| Total stockholders' equity | 2,144,500 | 2,019,585 |
| Total liabilities and stockholders' equity | \$ 6,372,927 | \$ 5,931,202 |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

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PILGRIM'S PRIDE CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

| | Thirteen Weeks Ended | |
|--|--|----------------------|
| | March 31, 2019 | April 1, 2018 |
| | (In thousands, except per share data) | |
| Net sales | \$2,724,675 | \$2,746,678 |
| Cost of sales | 2,505,736 | 2,459,013 |
| Gross profit | 218,939 | 287,665 |
| Selling, general and administrative expense | 81,924 | 85,283 |
| Administrative restructuring activity | (27 |) 789 |
| Operating income | 137,042 | 201,593 |
| Interest expense, net of capitalized interest | 33,562 | 50,300 |
| Interest income | (3,340 |) (1,590) |
| Foreign currency transaction loss (gain) | 2,636 | (1,721) |
| Miscellaneous, net | (357 |) (1,617) |
| Income before income taxes | 104,541 | 156,221 |
| Income tax expense | 20,416 | 36,997 |
| Net income | 84,125 | 119,224 |
| Less: Net income (loss) attributable to noncontrolling interests | 114 | (194) |
| Net income attributable to Pilgrim's Pride Corporation | \$84,011 | \$119,418 |
| Weighted average shares of Pilgrim's Pride Corporation common stock outstanding: | | |
| Basic | 249,167 | 248,838 |
| Effect of dilutive common stock equivalents | 390 | 151 |
| Diluted | 249,557 | 248,989 |
| Net income attributable to Pilgrim's Pride Corporation per share of common stock outstanding: | | |
| Basic | \$0.34 | \$0.48 |
| Diluted | \$0.34 | \$0.48 |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

PILGRIM'S PRIDE CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE
INCOME
(Unaudited)

| | Thirteen Weeks Ended | |
|---|----------------------|---------------|
| | March 31, 2019 | April 1, 2018 |
| | (In thousands) | |
| Net income | \$ 84,125 | \$ 119,224 |
| Other comprehensive income: | | |
| Foreign currency translation adjustment | | |
| Gains arising during the period | 37,442 | 52,565 |
| Income tax effect | — | (37) |
| Derivative financial instruments designated as cash flow hedges | | |
| Losses arising during the period | (898) | (15) |
| Reclassification to net earnings for losses (gains) realized | (221) | 250 |
| Available-for-sale securities | | |
| Gains arising during the period | 22 | 374 |
| Income tax effect | (5) | (91) |
| Reclassification to net earnings for gains realized | (135) | (172) |
| Income tax effect | 34 | 42 |
| Defined benefit plans | | |
| Gains arising during the period | 3,200 | 5,899 |
| Income tax effect | (779) | (1,434) |
| Reclassification to net earnings of losses realized | 328 | 301 |
| Income tax effect | (80) | (73) |
| Total other comprehensive income, net of tax | 38,908 | 57,609 |
| Comprehensive income | 123,033 | 176,833 |
| Less: Comprehensive income (loss) attributable to | 114 | (194) |

noncontrolling
interests

Comprehensive

income attributable to

Pilgrim's Pride

Corporation

\$ 122,919

\$ 177,027

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

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PILGRIM'S PRIDE CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)

| | Common Stock | | Treasury Stock | | Additional Paid-in Capital | Retained Earnings (Accumulated Deficit) | Accumulated Other Comprehensive Loss | Noncontrolling Interest | Total |
|--|--------------|----------|----------------|--------------|----------------------------------|--|---|----------------------------|--------------|
| | Shares | Amount | Shares | Amount | | | | | |
| (In thousands) | | | | | | | | | |
| Balance at December 30, 2018 | 260,396 | \$ 2,604 | (11,431) | \$(231,994) | \$ 1,945,136 | \$ 421,888 | \$ (127,834) | \$ 9,785 | \$ 2,019,585 |
| Net income | — | — | — | — | — | 84,011 | — | 114 | 84,125 |
| Other comprehensive income, net of tax | — | — | — | — | — | — | 38,908 | — | 38,908 |
| Share-based compensation plans: | | | | | | | | | |
| Common stock issued under compensation plans | 459 | 5 | — | — | (5) | — | — | — | — |
| Requisite service period recognition | — | — | — | — | 1,882 | — | — | — | 1,882 |
| Balance at March 31, 2019 | 260,855 | \$ 2,609 | (11,431) | \$(231,994) | \$ 1,947,013 | \$ 505,899 | \$ (88,926) | \$ 9,899 | \$ 2,144,500 |
| | | | | | | | | | |
| Balance at December 31, 2017 | 260,168 | \$ 2,602 | (11,416) | \$(231,758) | \$ 1,932,509 | \$ 173,943 | \$ (31,140) | \$ 9,505 | \$ 1,855,661 |
| Net income (loss) | — | — | — | — | — | 119,418 | — | (194) | 119,224 |
| Other comprehensive income, net of tax | — | — | — | — | — | — | 57,609 | — | 57,609 |
| Share-based compensation plans: | | | | | | | | | |
| Common stock issued under compensation plans | 228 | 2 | — | — | (2) | — | — | — | — |
| Requisite service period recognition | — | — | — | — | 1,273 | — | — | — | 1,273 |
| Balance at April 1, 2018 | 260,396 | \$ 2,604 | (11,416) | \$(231,758) | \$ 1,933,780 | \$ 293,361 | \$ 26,469 | \$ 9,311 | \$ 2,033,767 |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

PILGRIM'S PRIDE CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

| | Thirteen Weeks Ended | |
|--|-----------------------------|----------------------|
| | March 31, | April 1, 2018 |
| | 2019 | |
| | (In thousands) | |
| Cash flows from operating activities: | | |
| Net income | \$84,125 | \$119,224 |
| Adjustments to reconcile net income to cash provided by operating activities: | | |
| Depreciation and amortization | 67,182 | 67,444 |
| Loan cost amortization | 1,201 | 1,757 |
| Share-based compensation | 1,882 | 1,273 |
| Foreign currency transaction loss (gain) related to borrowing arrangements | (1,034) | 5,745 |
| Deferred income tax benefit | (4,089) | (4,735) |
| Accretion of discount related to Senior Notes | 246 | 76 |
| Amortization of premium related to Senior Notes | (167) | (167) |
| Loss (gain) on property disposals | (108) | 80 |
| Gain on equity-method investments | (16) | (16) |
| Noncash loss on early extinguishment of debt | — | 3,918 |
| Asset impairment | — | 470 |
| Changes in operating assets and liabilities: | | |
| Trade accounts and other receivables | 2,381 | (61,945) |
| Inventories | (1,368) | 19,541 |
| Prepaid expenses and other current assets | (11,479) | (20,777) |
| Accounts payable, accrued expenses and other current liabilities | (21,968) | (29,171) |
| Income taxes | 6,579 | (98,784) |
| Long-term pension and other postretirement obligations | (1,315) | (2,759) |
| Other operating assets and liabilities | (1,683) | (534) |
| Cash provided by operating activities | 120,369 | 640 |
| Cash flows from investing activities: | | |
| Acquisitions of property, plant and equipment | (87,941) | (76,681) |
| Proceeds from property disposals | 539 | 1,021 |
| Cash used in investing activities | (87,402) | (75,660) |
| Cash flows from financing activities: | | |
| Proceeds from revolving line of credit and long-term borrowings | 67,193 | 502,341 |
| Payments on revolving line of credit, long-term borrowings and capital lease obligations | (62,293) | (433,550) |
| Proceeds (payment) from equity contribution (distribution) under Tax Sharing Agreement between JBS USA Food Company Holdings and Pilgrim's Pride Corporation | (525) | 5,558 |
| Payment of capitalized loan costs | (458) | (4,061) |
| Cash provided by financing activities | 3,917 | 70,288 |
| Effect of exchange rate changes on cash and cash equivalents | 429 | 6,669 |
| Increase in cash, cash equivalents and restricted cash | 37,313 | 1,937 |
| Cash, cash equivalents and restricted cash, beginning of period | 361,578 | 589,531 |
| Cash, cash equivalents and restricted cash, end of period | \$398,891 | \$591,468 |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

Business

Pilgrim's Pride Corporation (referred to herein as "Pilgrim's," "PPC," "the Company," "we," "us," "our," or similar terms) is one of the largest chicken producers in the world, with operations in the United States ("U.S."), the United Kingdom ("U.K."), Mexico, France, Puerto Rico and the Netherlands. Pilgrim's products are sold to foodservice, retail and frozen entrée customers. The Company's primary distribution is through retailers, foodservice distributors and restaurants throughout the countries listed above. Additionally, the Company exports chicken products to approximately 100 countries. Pilgrim's fresh chicken products consist of refrigerated (nonfrozen) whole chickens, whole cut-up chickens and selected chicken parts that are either marinated or non-marinated. The Company's prepared chicken products include fully cooked, ready-to-cook and individually frozen chicken parts, strips, nuggets and patties, some of which are either breaded or non-breaded and either marinated or non-marinated. The Company's other products include ready-to-eat meals, multi-protein frozen foods, vegetarian foods and desserts. As a vertically integrated company, we control every phase of the production of our products. We operate feed mills, hatcheries, processing plants and distribution centers in 14 U.S. states, the U.K., Mexico, France, Puerto Rico and the Netherlands. As of March 31, 2019, Pilgrim's had approximately 52,100 employees and the capacity to process approximately 45.3 million birds per work week for a total of more than 13.0 billion pounds of live chicken annually. Approximately 5,000 contract growers supply poultry for the Company's operations. As of March 31, 2019, JBS S.A., through its indirect wholly-owned subsidiaries (together, "JBS"), beneficially owned 78.4% of the Company's outstanding common stock.

Condensed Consolidated Financial Statements

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the U.S. ("U.S. GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X of the U.S. Securities and Exchange Commission ("SEC"). Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal and recurring adjustments unless otherwise disclosed) considered necessary for a fair presentation have been included. Operating results for the thirteen weeks ended March 31, 2019 are not necessarily indicative of the results that may be expected for the year ending December 29, 2019. For further information, refer to the consolidated and combined financial statements and notes thereto included in the Company's annual report on Form 10-K for the year ended December 30, 2018.

The Company operates on the basis of a 52/53 week fiscal year ending on the Sunday falling on or before December 31. Any reference we make to a particular year (for example, 2019) in the notes to these Condensed Consolidated Financial Statements applies to our fiscal year and not the calendar year.

The Condensed Consolidated Financial Statements include the accounts of the Company and its majority-owned subsidiaries. We eliminate all significant affiliate accounts and transactions upon consolidation.

The Condensed Consolidated Financial Statements have been prepared in conformity with U.S. GAAP using management's best estimates and judgments. These estimates and judgments affect the reported amounts of assets and liabilities and disclosure of the contingent assets and liabilities at the date of the financial statements. The estimates and judgments will also affect the reported amounts for certain revenues and expenses during the reporting period. Actual results could differ materially from these estimates and judgments. Significant estimates made by the Company include the allowance for doubtful accounts, reserves related to inventory obsolescence or valuation, useful lives of long-lived assets, goodwill, valuation of deferred tax assets, insurance accruals, valuation of pension and other postretirement benefits obligations, income tax accruals, certain derivative positions and valuations of acquired businesses.

The functional currency of the Company's U.S. and Mexico operations and certain holding-company subsidiaries in Luxembourg, the U.K. and Ireland is the U.S. dollar. The functional currency of its U.K. operations is the British pound. The functional currency of the Company's operations in France and the Netherlands is the euro. For foreign

currency-denominated entities other than the Company's Mexico operations, translation from local currencies into U.S. dollars is performed for most assets and liabilities using the exchange rates in effect as of the balance sheet date. Income and expense accounts are remeasured using average exchange rates for the period. Adjustments resulting from translation of these financial records are reflected as a separate component of *Accumulated other comprehensive loss* in the Condensed Consolidated Balance Sheets. For the Company's Mexico operations, remeasurement from the Mexican peso to U.S. dollars is performed for monetary assets and liabilities using the exchange rate in effect as of the balance sheet date. Remeasurement is performed for non-monetary assets using the historical

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exchange rate in effect on the date of each asset's acquisition. Income and expense accounts are remeasured using average exchange rates for the period. Net adjustments resulting from remeasurement of these financial records, as well as foreign currency transaction gains and losses, are reflected in *Foreign currency transaction loss (gain)* in the Condensed Consolidated Statements of Income.

Leases

The Company determines if an arrangement is a lease at inception. Operating leases are included in *Operating lease assets, net, Accrued expenses and other current liabilities, and Noncurrent operating lease liabilities, less current maturities*, in our Condensed Consolidated Balance Sheet. Finance leases are included in *Property, plant and equipment, net, Current portion of long-term debt, and Long-term debt, less current maturities*, in our Condensed Consolidated Balance Sheet.

Beginning with the adoption of Accounting Standards Update ("ASU") 2016-02 on December 31, 2018, operating lease assets and operating lease liabilities are initially recognized based on the present value of the future minimum lease payments over the lease term at commencement date. As most of our leases do not provide an implicit interest rate, we use our incremental borrowing rate based on the information available at commencement date in determining the present value of future payments. The operating lease asset also includes any lease payments made, including upfront costs and prepayments, and excludes lease incentives and initial direct costs incurred. Our lease terms may include options to extend or terminate a lease when it is reasonably certain that we will exercise that option. Leases with an initial term of 12 months or less are not recorded on the balance sheet. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term with a corresponding reduction to the operating lease asset. The Company has lease agreements with lease and non-lease components. Beginning in 2019, lease and non-lease components are generally accounted for separately. For certain equipment leases, such as vehicles, we account for the lease and non-lease components as a single lease component. The Company's finance lease agreements are immaterial.

Restricted Cash

The Company is required to maintain cash balances with a broker as collateral for exchange traded futures contracts. These balances are classified as restricted cash as they are not available for use by the Company to fund daily operations. The balance of restricted cash may also include investments in U.S. Treasury Bills that qualify as cash equivalents, as required by the broker, to offset the obligation to return cash collateral.

The following table reconciles cash, cash equivalents and restricted cash as reported in the Condensed Consolidated Balance Sheets to the total of the same amounts shown in the Condensed Consolidated Statements of Cash Flows:

| | March 31, 2019 | December 30, 2018 |
|--|-------------------|----------------------|
| | (In thousands) | |
| Cash and cash equivalents | \$378,518 | \$338,386 |
| Restricted cash | 20,373 | 23,192 |
| Total cash, cash equivalents and restricted cash shown in the Condensed Consolidated Statements of Cash Flows | \$398,891 | \$361,578 |

Recent Accounting Pronouncements Adopted as of March 31, 2019

In February 2016, the Financial Accounting Standards Board ("FASB") issued ASU 2016-02, *Leases (Topic 842)*, along with several updates, which, in an effort to increase transparency and comparability among organizations utilizing leasing, requires an entity that is a lessee to recognize the assets and liabilities arising from operating leases on the balance sheet. This guidance also requires disclosures about the amount, timing and uncertainty of cash flows arising from leases. In transition, the entity may elect to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach or the beginning of the period of adoption using a cumulative-effect adjustment approach. We adopted the new standard on December 31, 2018 and recognized and measured leases at the beginning of the period of adoption. We elected the package of practical expedients available under the transition guidance which, among other things, allows the carry-forward of historical lease classification. The Company also elected the practical expedient allowing use of hindsight in assessing the lease term. We made an accounting policy election to not apply the new guidance to leases with a term of 12 months or less and will recognize

those payments in the Condensed Consolidated Statement of Income on a straight-line basis over the lease term. We implemented a system solution for administering our leases and facilitating compliance with the new guidance. Adoption of the standard had a material impact on our Condensed Consolidated Balance Sheet as a result of the increase in assets and liabilities from recognition of operating lease assets and operating lease liabilities. However, the standard did not have a material impact on our Condensed Consolidated Statement of Income.

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In August 2017, the FASB issued ASU 2017-12, *Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities*, an accounting standard update that simplifies the application of hedge accounting guidance in current GAAP and improves the reporting of hedging relationships to better portray the economic results of an entity's risk management activities in its financial statements. Among the simplification updates, the standard eliminates the requirement in current GAAP to separately recognize periodic hedge ineffectiveness. Mismatches between the changes in value of the hedged item and hedging instrument may still occur but they will no longer be separately reported. The standard requires the presentation of the earnings effect of the hedging instrument in the same income statement line item in which the earnings effect of the hedged item is reported. The standard is effective for annual and interim reporting periods beginning after December 15, 2018, but early adoption is permitted. We have adopted this standard as of December 31, 2018. The adoption of this guidance did not have a material impact on our financial statements.

In February 2018, the FASB issued ASU 2018-02, *Income Statement—Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*, an accounting standard update that allows a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the U.S. Tax Cuts and Jobs Act. The Company will not reclassify the stranded tax effects associated with the U.S. Tax Cuts and Jobs Act from accumulated other comprehensive income to retained earnings. We adopted this standard as of December 31, 2018. The adoption of this guidance did not have a material impact on our financial statements.

In July 2018, the FASB issued ASU 2018-07, *Compensation—Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting*, an accounting standard update to improve non-employee share-based payment accounting. The accounting standard update more closely aligns the accounting for employee and non-employee share based payments. The accounting standards update is effective as of the beginning of our 2019 calendar year with early adoption permitted. We adopted this standard as of December 31, 2018. The adoption of this guidance did not have a material impact on our financial statements.

Recent Accounting Pronouncements Not Yet Adopted as of March 31, 2019

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which, in an effort to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments, replaces the current incurred loss impairment methodology with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. The amendments affect loans, debt securities, trade receivables, net investments in leases, off-balance sheet credit exposures, reinsurance receivables and any other financial assets not excluded from the scope that have the contractual right to receive cash. The provisions of the new guidance will be effective as of the beginning of our 2020 fiscal year. Early adoption is permitted after our 2018 fiscal year. We are currently evaluating the impact of the new guidance on our financial statements and have not yet selected an adoption date.

In August 2018, the FASB issued ASU 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement*, new accounting guidance to improve the effectiveness of disclosures related to fair value measurements. The new guidance removes certain disclosure requirements related to transfers between Level 1 and Level 2 of the fair value hierarchy along with the policy for timing of transfers between levels and the valuation processes for Level 3 fair value measurements. Additions to the disclosure requirements include more quantitative information related to significant unobservable inputs used in Level 3 fair value measurements and gains and losses included in other comprehensive income. The new guidance will be effective as of our 2020 fiscal year with early adoption permitted. We are currently evaluating the impact of the new guidance on our financial statements and have not yet selected an adoption date.

In August 2018, the FASB issued ASU 2018-14, *Compensation—Retirement Benefits—Defined Benefit Plans—General (Subtopic 715-20): Disclosure Framework—Changes to the Disclosure Requirements for Defined Benefit Plans*, new accounting guidance to improve the effectiveness of disclosures related to defined benefit plans by eliminating certain required disclosures, clarifying existing disclosures, and adding new disclosures. Changes include removing disclosures related to the amounts in accumulated other comprehensive income expected to be recognized in

the next fiscal year, adding narrative disclosure of the reasons for significant gains and losses related to changes in the defined benefit obligation, and clarifying the disclosures required for plans with projected and accumulated benefit obligations in excess of plan assets. The new guidance will be effective as of our 2020 fiscal year with early adoption permitted. We are currently evaluating the impact of the new guidance on our financial statements and have not yet selected an adoption date.

2. FAIR VALUE MEASUREMENTS

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Fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. Assets and liabilities measured at fair value must be categorized into one of three different levels depending on the assumptions (i.e., inputs) used in the valuation:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 Quoted prices in active markets for similar assets and liabilities and inputs that are observable for the asset or liability; or

Level 3 Unobservable inputs, such as discounted cash flow models or valuations.

The determination of where assets and liabilities fall within this hierarchy is based upon the lowest level of input that is significant to the fair value measurement in its entirety.

As of March 31, 2019 and December 30, 2018, the Company held derivative assets and liabilities that were required to be measured at fair value on a recurring basis. Derivative assets and liabilities consist of long and short positions on exchange-traded commodity futures instruments, commodity options instruments and foreign currency instruments to manage translation and remeasurement risk.

The following items were measured at fair value on a recurring basis:

| | March 31, 2019 | |
|-------------------------------|-----------------------|--------------|
| | Level 1 | Total |
| | (In thousands) | |
| Fair value assets: | | |
| Commodity futures instruments | \$2,207 | \$2,207 |
| Commodity options instruments | 1,384 | 1,384 |
| Foreign currency instruments | 1,009 | 1,009 |
| Fair value liabilities: | | |
| Commodity futures instruments | (7,677) | (7,677) |
| Commodity options instruments | (3,439) | (3,439) |
| Foreign currency instruments | (2,034) | (2,034) |

| | December 30, 2018 | |
|-------------------------------|--------------------------|--------------|
| | Level 1 | Total |
| | (In thousands) | |
| Fair value assets: | | |
| Commodity futures instruments | \$2,244 | \$2,244 |
| Foreign currency instruments | 1,311 | 1,311 |
| Fair value liabilities: | | |
| Commodity futures instruments | (1,479) | (1,479) |
| Commodity option instruments | (3,312) | (3,312) |
| Foreign currency instruments | (6,649) | (6,649) |

See “Note 6. Derivative Financial Instruments” for additional information.

The valuation of financial assets and liabilities classified in Level 1 is determined using a market approach, taking into account current interest rates, creditworthiness, and liquidity risks in relation to current market conditions, and is based upon unadjusted quoted prices for identical assets in active markets. The valuation of financial assets and liabilities in Level 2 is determined using a market approach based upon quoted prices for similar assets and liabilities in active markets or other inputs that are observable for substantially the full term of the financial instrument. The valuation of financial assets in Level 3 is determined using an income approach based on unobservable inputs such as discounted cash flow models or valuations. For each class of assets and liabilities not measured at fair value in the Condensed Consolidated Balance Sheets but for which fair value is disclosed, the Company is not required to provide the quantitative disclosure about significant unobservable inputs used in fair value measurements categorized within

Level 3 of the fair value hierarchy.

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In addition to the fair value disclosure requirements related to financial instruments carried at fair value, accounting standards require interim disclosures regarding the fair value of all of the Company's financial instruments. The methods and significant assumptions used to estimate the fair value of financial instruments and any changes in methods or significant assumptions from prior periods are also required to be disclosed.

The carrying amounts and estimated fair values of our fixed-rate debt obligation recorded in the Condensed Consolidated Balance Sheets consisted of the following:

| | March 31, 2019 | | December 30, 2018 | |
|--|-----------------|---------------|-------------------|-------------|
| | Carrying Amount | Fair Value | Carrying Amount | Fair Value |
| | (In thousands) | | | |
| Fixed-rate senior notes payable at 5.75%, at Level 1 inputs | \$(1,002,396) | \$(1,014,930) | \$(1,002,497) | \$(937,300) |
| Fixed-rate senior notes payable at 5.875%, at Level 1 inputs | (843,896) | (856,333) | (843,717) | (768,188) |
| Secured loans, at Level 3 inputs | (2,990) | (2,936) | (319) | (319) |

See "Note 11. Long-Term Debt and Other Borrowing Arrangements" for additional information.

The carrying amounts of our cash and cash equivalents, derivative trading accounts' margin cash, restricted cash and cash equivalents, accounts receivable, accounts payable and certain other liabilities approximate their fair values due to their relatively short maturities. Derivative assets were recorded at fair value based on quoted market prices and are included in the line item *Prepaid expenses and other current assets* on the Condensed Consolidated Balance Sheets. Derivative liabilities were recorded at fair value based on quoted market prices and are included in the line item *Accrued expenses and other current liabilities* on the Condensed Consolidated Balance Sheets. The fair value of the Company's Level 1 fixed-rate debt obligations was based on the quoted market price at March 31, 2019 or December 30, 2018, as applicable. The fair value of the Company's Level 3 fixed-rate debt obligation was based on discounted cash flows at March 31, 2019 or December 30, 2018, as applicable.

In addition to assets and liabilities that are recorded at fair value on a recurring basis, the Company records certain assets and liabilities at fair value on a nonrecurring basis. Generally, assets are recorded at fair value on a nonrecurring basis as a result of impairment charges when required by U.S. GAAP. The Company recognized impairment charges during the thirteen weeks ended April 1, 2018 of \$0.5 million within the U.S. segment on such assets. There were no impairment charges on such assets during the thirteen weeks ended March 31, 2019. See "Note 9. Property, Plant and Equipment" for additional detail.

3. TRADE ACCOUNTS AND OTHER RECEIVABLES

Trade accounts and other receivables, less allowance for doubtful accounts, consisted of the following:

| | March 31, 2019 | December 30, 2018 |
|---------------------------------|----------------|-------------------|
| | (In thousands) | |
| Trade accounts receivable | \$524,466 | \$533,645 |
| Notes receivable - current | 4,630 | 4,630 |
| Other receivables | 43,114 | 31,331 |
| Receivables, gross | 572,210 | 569,606 |
| Allowance for doubtful accounts | (8,155) | (8,057) |
| Receivables, net | \$564,055 | \$561,549 |

Accounts receivable from related parties^(a) \$854 \$1,331

(a) Additional information regarding accounts receivable from related parties is included in "Note 19. Related Party Transactions."

Activity in the allowance for doubtful accounts for the thirteen weeks ended March 31, 2019 was as follows (in thousands):

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| | |
|--|------------|
| Balance, beginning of period | \$(8,057) |
| Provision charged to operating results | (261) |
| Account write-offs and recoveries | 78 |
| Effect of exchange rate | 85 |
| Balance, end of period | \$(8,155) |

4. INVENTORIES

Inventories consisted of the following:

| | March 31, 2019 | December 30, 2018 |
|-----------------------------------|-------------------|----------------------|
| | (In thousands) | |
| Raw materials and work in process | \$744,811 | \$747,801 |
| Finished products | 324,604 | 317,410 |
| Operating supplies | 43,966 | 43,825 |
| Maintenance materials and parts | 52,621 | 50,483 |
| Total inventories | \$1,166,002 | \$1,159,519 |

5. INVESTMENTS IN SECURITIES

We recognize investments in available-for-sale securities as cash equivalents, current investments or long-term investments depending upon each security's length to maturity. Additionally, those securities identified by management at the time of purchase for funding operations in less than one year are classified as current.

The following table summarizes our investments in available-for-sale securities:

| March 31, 2019 | | December 30, 2018 | |
|----------------|---------------|-------------------|---------------|
| Cost | Fair Value | Cost | Fair Value |
| (In thousands) | | | |

Cash equivalents:

| | | | | |
|-------------------------|-----------|-----------|-----------|-----------|
| Fixed income securities | \$150,812 | \$150,812 | \$135,286 | \$135,286 |
| Other | 88,151 | 88,151 | 67,474 | 67,474 |

Securities classified as cash and cash equivalents mature within 90 days. Securities classified as short-term investments mature between 91 and 365 days. Securities classified as long-term investments mature after 365 days. The specific identification method is used to determine the cost of each security sold and each amount reclassified out of accumulated other comprehensive loss to earnings. Gross realized gains during the thirteen weeks ended March 31, 2019 related to the Company's available-for-sale securities totaled \$2.3 million while gross realized losses were immaterial. Gross realized gains during the thirteen weeks ended April 1, 2018 related to the Company's available-for-sale securities totaled \$0.2 million, while gross realized losses were immaterial. Proceeds received from the sale or maturity of available-for-sale securities recognized as either short- or long-term investments are historically disclosed in the Condensed Consolidated Statements of Cash Flows. No proceeds were received from the sale or maturity of available-for-sale securities recognized as either short- or long-term investments during the thirteen weeks ended March 31, 2019 and April 1, 2018, respectively. Net unrealized holding gains and losses on the Company's available-for-sale securities recognized during the thirteen weeks ended March 31, 2019 and April 1, 2018 that have been included in accumulated other comprehensive loss and the net amount of gains and losses reclassified out of accumulated other comprehensive loss to earnings during the thirteen weeks ended March 31, 2019 and April 1, 2018 are disclosed in "Note 15. Stockholders' Equity".

6. DERIVATIVE FINANCIAL INSTRUMENTS

The Company utilizes various raw materials in its operations, including corn, soybean meal, soybean oil, wheat, natural gas, electricity and diesel fuel, which are all considered commodities. The Company considers these raw materials generally available from a number of different sources and believes it can obtain them to meet its requirements. These commodities are subject to price fluctuations and related price risk due to factors beyond our

control, such as economic and political conditions, supply and demand, weather, governmental regulation and other circumstances. Generally, the Company purchases derivative financial instruments, specifically exchange-traded futures and options, in an attempt to mitigate price risk related to its anticipated

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consumption of commodity inputs for approximately the next 12 months. The Company may purchase longer-term derivative financial instruments on particular commodities if deemed appropriate.

The Company has operations in Mexico and U.K. and Europe and, therefore, has exposure to foreign currency exchange risk when the financial results of those operations are remeasured in U.S. dollars. The Company has purchased foreign currency forward contracts to manage this foreign currency exchange risk.

The fair value of derivative assets is included in the line item *Prepaid expenses and other current assets* on the Condensed Consolidated Balance Sheets while the fair value of derivative liabilities is included in the line item *Accrued expenses and other current liabilities* on the same statements. Our counterparties require that we post cash collateral for changes in the net fair value of the derivative contracts. This cash collateral is reported in the line item *Restricted cash and cash equivalents* on the Condensed Consolidated Balance Sheets.

We have not designated certain derivative financial instruments that we have purchased to mitigate commodity purchase or foreign currency transaction exposures on our Mexico operations as cash flow hedges. Items designated as cash flow hedges are disclosed and described further below. Therefore, we recognized changes in the fair value of these derivative financial instruments immediately in earnings. Gains or losses related to these derivative financial instruments are included in the line item *Foreign currency transaction loss (gain)* in the Condensed Consolidated Statements of Income.

We have designated certain derivative financial instruments related to our U.K. and Europe segment that we have purchased to mitigate foreign currency transaction exposures as cash flow hedges. Before the settlement date of the financial derivative instruments, we recognize changes in the fair value of the cash flow hedge into accumulated other comprehensive income (“AOCI”). When each derivative financial instrument for which we have designated a cash flow hedge is settled, the amount in AOCI is then reclassified to earnings. Gains or losses related to these derivative financial instruments are included in the line item *Cost of sales* in the Condensed Consolidated Statements of Income. The Company recognized net losses of \$8.0 million and net gains of \$6.4 million related to changes in the fair value of its derivative financial instruments during the thirteen weeks ended March 31, 2019 and April 1, 2018, respectively. Information regarding the Company’s outstanding derivative instruments and cash collateral posted with brokers is included in the following table:

| | March 31, 2019 | December 30, 2018 | | |
|---|----------------------------|----------------------|-----|---|
| | (Fair values in thousands) | | | |
| Fair values: | | | | |
| Commodity derivative assets | \$3,591 | \$2,263 | | |
| Commodity derivative liabilities | (11,116) | (4,791) | | |
| Foreign currency derivative assets | 1,009 | 1,311 | | |
| Foreign currency derivative liabilities | (2,034) | (6,649) | | |
| Cash collateral posted with brokers ^(a) | 20,373 | 23,192 | | |
| Derivatives coverage^(b): | | | | |
| Corn | 12.0 | % | 6.0 | % |
| Soybean meal | 7.0 | % | 6.0 | % |
| Period through which stated percent of needs are covered: | | | | |
| Corn | March 2020 | March 2020 | | |
| Soybean meal | December 2019 | December 2019 | | |

(a) Collateral posted with brokers consists primarily of cash, short-term treasury bills, or other cash equivalents.

(b) Derivatives coverage is the percent of anticipated commodity needs covered by outstanding derivative instruments through a specified date.

The following tables present the components of the gain or loss on derivatives that qualify as cash flow hedges:

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| | Gain (Loss) Recognized in Other Comprehensive Income on Derivative Thirteen Weeks Ended March 31, 2019 April 1, 2018 | |
|------------------------------|--|------|
| | (In thousands) | |
| Foreign currency derivatives | \$ (915) | \$ 1 |
| Total | \$ (915) | \$ 1 |

| | Gain (Loss) Reclassified from AOCI into Income Thirteen Weeks Ended March 31, 2019 April 1, 2018 | |
|------------------------------|--|-----------|
| | (In thousands) | |
| Foreign currency derivatives | \$ 221 | \$ (250) |
| Total | \$ 221 | \$ (250) |

At March 31, 2019, the pre-tax deferred net gains on derivatives recorded in AOCI that are expected to be reclassified to the Condensed Consolidated Statements of Income during the next twelve months are \$0.9 million. This expectation is based on the anticipated settlements on the hedged investments in foreign currencies that will occur over the next twelve months, at which time the Company will recognize the deferred gains (losses) to earnings.

7. **GOODWILL AND INTANGIBLE ASSETS**

The activity in goodwill by segment for the thirteen weeks ended March 31, 2019 was as follows:

| | December 30, 2018 | Currency Translation | March 31, 2019 |
|-----------------|------------------------------|---------------------------------|---------------------------|
| | (In thousands) | | |
| U.S. | \$41,936 | \$ — | \$41,936 |
| U.K. and Europe | 782,207 | 20,890 | 803,097 |
| Mexico | 125,607 | — | 125,607 |
| Total | \$949,750 | \$ 20,890 | \$970,640 |

Identified intangible assets consisted of the following:

| | December 30, 2018 | Amortization | Currency Translation | March 31, 2019 |
|---|------------------------------|---------------------|---------------------------------|---------------------------|
| | (In thousands) | | | |
| Cost: | | | | |
| Trade names | \$78,343 | \$ — | \$ — | \$78,343 |
| Customer relationships | 247,706 | — | 2,326 | 250,032 |
| Non-compete agreements | 320 | — | — | 320 |
| Trade names not subject to amortization | 380,067 | — | 9,891 | 389,958 |
| Accumulated amortization: | | | | |
| Trade names | (43,552) | (491) | — | (44,043) |
| Customer relationships | (98,441) | (5,191) | (791) | (104,423) |
| Non-compete agreements | (315) | (2) | — | (317) |
| Total | \$564,128 | \$ (5,684) | \$ 11,426 | \$569,870 |

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Intangible assets are amortized over the estimated useful lives of the assets as follows:

| | |
|------------------------|------------|
| Customer relationships | 5-16 years |
| Trade names | 3-20 years |
| Non-compete agreements | 3 years |

At March 31, 2019, the Company assessed if events or changes in circumstances indicated that the aggregate carrying amount of its identified intangible assets subject to amortization might not be recoverable. There were no indicators present that required the Company to test the recoverability of the aggregate carrying amount of its identified intangible assets subject to amortization at that date.

8. LEASES

The Company is party to operating lease agreements for warehouses, office space, vehicle maintenance facilities and livestock growing farms in the U.S., distribution centers, hatcheries and office space in Mexico and farms, processing facilities and office space in the U.K. and Europe. Additionally, the Company leases equipment, over-the-road transportation vehicles and other assets in all three geographic business segments. The Company is also party to a limited number of finance lease agreements in the U.S.

Our leases have remaining lease terms of one year to 20 years, some of which may include options to extend the lease for up to two years and some which may include options to terminate the lease within one year. The exercise of options to extend lease terms is at our sole discretion. Certain leases also include options to purchase the leased property.

Certain lease agreements include rental payment increases over the lease term that can be either fixed or variable. Fixed payment increases and variable payment increases based on an index or rate are included in the initial lease liability using the index or rate at commencement date. Variable payment increases not based on an index are recognized as incurred. Certain lease agreements contain residual value guarantees, primarily vehicle and transportation equipment leases.

The following table presents components of lease expense. Operating lease cost, finance lease amortization and finance lease interest are respectively included in *Cost of sales*, *Selling, general and administrative expense* and *Interest expense, net of capitalized interest* in the Condensed Consolidated Statements of Income.

| | Thirteen Weeks Ended March 31, 2019 (In thousands) |
|-------------------------------------|--|
| Operating lease cost ^(a) | \$ 25,663 |
| Finance lease cost | |
| Amortization of finance leases | 27 |
| Interest on finance leases | 3 |
| Short-term and variable lease cost | 14,218 |
| Net lease cost | \$ 39,911 |

(a) Sublease income is immaterial and not included in operating lease costs.

The weighted-average remaining lease term and discount rate for lease liabilities included in our Condensed Consolidated Balance Sheet are as follows:

| | March 31, 2019 |
|--|----------------|
| Weighted-average remaining lease term (years): | |
| Operating leases | 6.35 |
| Finance leases | 1.75 |
| Weighted-average discount rate: | |
| Operating leases | 4.80% |
| Finance leases | 8.51% |

Supplemental cash flow information related to leases is as follows (in thousands):

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| | Thirteen Weeks Ended March 31, 2019 |
|--|--|
| Cash paid for amounts included in the measurement of lease liabilities: | |
| Operating cash flows from operating leases | \$23,994 |
| Financing cash flows from finance leases | 27 |
| Operating lease assets obtained in exchange for operating lease liabilities | \$22,798 |

Future minimum lease payments under non-cancellable leases at March 31, 2019 are as follows (in thousands):

| | Operating Leases | Finance Leases |
|--|-----------------------------|---------------------------|
| For the fiscal years ending December: | | |
| Less than one year | \$97,683 | \$ 98 |
| Year two | 68,481 | 67 |
| Year three | 58,476 | — |
| Year four | 49,761 | — |
| Year five | 39,684 | — |
| Thereafter | 73,457 | — |
| Total future minimum lease payments | 387,542 | 165 |
| Less: imputed interest | 56,298 | 12 |
| Present value of lease liabilities | \$331,244 | \$ 153 |

Lease liabilities as of March 31, 2019 are included in our Condensed Consolidated Balance Sheet as follows (in thousands):

| | Operating Leases | Finance Leases |
|---|-----------------------------|---------------------------|
| Accrued expenses and other current liabilities | \$78,963 | \$ 1 |
| Current maturities of long-term debt | — | 88 |
| Noncurrent operating lease liability, less current maturities | 252,281 | — |
| Long-term debt, less current maturities | — | 64 |
| Total lease liabilities | \$331,244 | \$ 153 |

As of March 31, 2019, the Company's operating and finance leases that have not commenced are immaterial.

9. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment ("PP&E"), net consisted of the following:

| | March 31, 2019 | December 30, 2018 |
|--------------------------|-----------------------|------------------------------|
| | (In thousands) | |
| Land | \$197,988 | \$196,769 |
| Buildings | 1,711,953 | 1,697,703 |
| Machinery and equipment | 2,667,438 | 2,618,213 |
| Autos and trucks | 61,839 | 59,195 |
| Construction-in-progress | 304,431 | 269,166 |
| PP&E, gross | 4,943,649 | 4,841,046 |
| Accumulated depreciation | (2,747,943) | (2,679,344) |
| PP&E, net | \$2,195,706 | \$2,161,702 |

The Company recognized depreciation expense of \$61.5 million and \$60.6 million during the thirteen weeks ended March 31, 2019 and April 1, 2018, respectively.

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During the thirteen weeks ended March 31, 2019, Pilgrim's spent \$87.9 million on capital projects and transferred \$56.1 million of completed projects from construction-in-progress to depreciable assets. Capital expenditures were primarily incurred during the thirteen weeks ended March 31, 2019 to improve efficiencies and reduce costs. During the thirteen weeks ended April 1, 2018, the Company spent \$76.7 million on capital projects and transferred \$43.5 million of completed projects from construction-in-progress to depreciable assets.

During the thirteen weeks ended March 31, 2019, the Company sold miscellaneous equipment for \$0.5 million in cash and recognized a net gain on these sales of \$0.1 million. During the thirteen weeks ended April 1, 2018, the Company sold certain PP&E for cash of \$1.0 million and recognized a net loss on these sales of \$0.1 million. PP&E sold in the thirteen weeks ended April 1, 2018 included a processing plant in Alabama and miscellaneous equipment.

Management has committed to the sale of miscellaneous equipment that no longer fit into the operating plans of the Company. The Company is actively marketing these assets for immediate sale and believes a sale of each asset can be consummated within the next 12 months. At both March 31, 2019 and December 30, 2018, the Company reported properties and related assets totaling \$0.2 million in the line item *Assets held for sale* on its Condensed Consolidated Balance Sheets. The fair values of the miscellaneous equipment that were classified as assets held for sale as of March 31, 2019 were based on quoted market prices.

The Company has closed or idled various facilities in the U.S. and in the U.K. Neither the Board of Directors nor JBS has determined if it would be in the best interest of the Company to divest any of these idled assets. Management is therefore not certain that it can or will divest any of these assets within one year, is not actively marketing these assets and, accordingly, has not classified them as assets held for sale. The Company continues to depreciate these assets. At March 31, 2019, the carrying amounts of these idled assets totaled \$43.4 million based on depreciable value of \$154.4 million and accumulated depreciation of \$111.0 million.

At March 31, 2019, the Company assessed if events or changes in circumstances indicated that the aggregate carrying amount of its property, plant and equipment held for use might not be recoverable. There were no indicators present that required the Company to test the recoverability of the aggregate carrying amount of its property, plant and equipment held for use at that date.

10. CURRENT LIABILITIES

Current liabilities, other than current notes payable to banks, income taxes and current maturities of long-term debt, consisted of the following components:

| | March 31, 2019 | December 30, 2018 |
|--|-------------------|----------------------|
| | (In thousands) | |
| Accounts payable: | | |
| Trade accounts | \$734,960 | \$744,105 |
| Book overdrafts | 66,080 | 69,475 |
| Other payables | 17,442 | 16,479 |
| Total accounts payable | 818,482 | 830,059 |
| Accounts payable to related parties ^(a) | 5,550 | 7,269 |
| Revenue contract liability ^(b) | 25,812 | 33,328 |
| Accrued expenses and other current liabilities: | | |
| Compensation and benefits | 148,666 | 149,507 |
| Interest and debt-related fees | 32,785 | 33,596 |
| Insurance and self-insured claims | 79,254 | 80,990 |
| Current maturities of operating lease liabilities | 78,963 | — |
| Derivative liabilities: | | |
| Commodity futures | 7,677 | 1,479 |
| Commodity options | 3,439 | 3,312 |
| Foreign currency derivatives | 2,034 | 6,649 |
| Other accrued expenses | 119,547 | 111,408 |
| Total accrued expenses and other current liabilities | 472,365 | 386,941 |

\$1,322,209 \$1,257,597

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(a) Additional information regarding accounts payable to related parties is included in “Note 19. Related Party Transactions.”

(b) Additional information regarding revenue contract liabilities is included in “Note 13. Revenue Recognition.”

11. LONG-TERM DEBT AND OTHER BORROWING ARRANGEMENTS

Long-term debt and other borrowing arrangements, including current notes payable to banks, consisted of the following components:

| | Maturity | March 31, 2019 | December 30, 2018 |
|--|-----------|----------------|-------------------|
| | | (In thousands) | |
| Long-term debt and other long-term borrowing arrangements: | | | |
| Senior notes payable, net of premium and discount at 5.75% | 2025 | \$ 1,002,396 | \$ 1,002,497 |
| Senior notes payable, net of discount at 5.875% | 2027 | 843,896 | 843,717 |
| U.S. Credit Facility (defined below): | | | |
| Term note payable at 3.65% | 2023 | 493,750 | 500,000 |
| Revolving note payable at 5.25% | 2023 | — | — |
| Moy Park Bank of Ireland Revolving Facility with notes payable at LIBOR or EURIBOR plus 1.25% to 2.00% | 2023 | 14,471 | — |
| Moy Park France Invoice Discounting Revolver with payables at EURIBOR plus 0.8% | 2019 | — | 2,277 |
| Moy Park Credit Agricole Bank Overdraft with notes payable at EURIBOR plus 1.50% | On Demand | — | 88 |
| Mexico Credit Facility (defined below) with notes payable at THIE plus 0.95% | 2023 | — | — |
| Secured loans with payables at weighted average of 3.80% | Various | 2,990 | 319 |
| Finance lease obligations | Various | 152 | 3,707 |
| Long-term debt | | 2,357,655 | 2,352,605 |
| Less: Current maturities of long-term debt | | (27,637) | (30,405) |
| Long-term debt, less current maturities | | 2,330,018 | 2,322,200 |
| Less: Capitalized financing costs | | (26,283) | (27,010) |
| Long-term debt, less current maturities, net of capitalized financing costs: | | \$ 2,303,735 | \$ 2,295,190 |

U.S. Senior Notes

On March 11, 2015, the Company completed a sale of \$500.0 million aggregate principal amount of its 5.75% senior notes due 2025. On September 29, 2017, the Company completed an add-on offering of \$250.0 million of these senior notes. The issuance price of this add-on offering was 102.0%, which created gross proceeds of \$255.0 million. The additional \$5.0 million will be amortized over the remaining life of the senior notes. On March 7, 2018, the Company completed another add-on offering of \$250.0 million of these senior notes (together with the senior notes issued in March 2015 and September 2017, the “Senior Notes due 2025”). The issuance price of this add-on offering was 99.25%, which created gross proceeds of \$248.1 million. The \$1.9 million discount will be amortized over the remaining life of the senior notes. Each issuance of the Senior Notes due 2025 is treated as a single class for all purposes under the 2015 Indenture (defined below) and have the same terms.

The Senior Notes due 2025 are governed by, and were issued pursuant to, an indenture dated as of March 11, 2015 by and among the Company, its guarantor subsidiary and Wells Fargo Bank, National Association, as trustee (the “2015 Indenture”). The 2015 Indenture provides, among other things, that the Senior Notes due 2025 bear interest at a rate of 5.75% per annum from the date of issuance until maturity, payable semi-annually in cash in arrears, beginning on September 15, 2015 for the Senior Notes due 2025 that were issued in March 2015 and beginning on March 15, 2018 for the Senior Notes due 2025 that were issued in September 2017 and March 2018.

On September 29, 2017, the Company completed a sale of \$600.0 million aggregate principal amount of its 5.875% senior notes due 2027. On March 7, 2018, the Company completed an add-on offering of \$250.0 million of

these senior notes (together with the senior notes issued in September 2017, the “Senior Notes due 2027”). The issuance price of this add-on offering was 97.25%, which created gross proceeds of \$243.1 million. The \$6.9 million discount will be amortized over the remaining life of

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the Senior Notes due 2027. Each issuance of the Senior Notes due 2027 is treated as a single class for all purposes under the 2017 Indenture (defined below) and have the same terms.

The Senior Notes due 2027 are governed by, and were issued pursuant to, an indenture dated as of September 29, 2017 by and among the Company, its guarantor subsidiary and U.S. Bank National Association, as trustee (the “2017 Indenture”). The 2017 Indenture provides, among other things, that the Senior Notes due 2027 bear interest at a rate of 5.875% per annum from the date of issuance until maturity, payable semi-annually in cash in arrears, beginning on March 30, 2018 for the Senior Notes due 2027 that were issued in September 2017 and beginning on March 15, 2018 for the Senior Notes due 2027 that were issued in March 2018.

The Senior Notes due 2025 and the Senior Notes due 2027 are each guaranteed on a senior unsecured basis by the Company’s guarantor subsidiary. In addition, any of the Company’s other existing or future domestic restricted subsidiaries that incur or guarantee any other indebtedness (with limited exceptions) must also guarantee the Senior Notes due 2025 and the Senior Notes due 2027. The Senior Notes due 2025 and the Senior Notes due 2027 and related guarantees are unsecured senior obligations of the Company and its guarantor subsidiary and rank equally with all of the Company’s and its guarantor subsidiary’s other unsubordinated indebtedness. The Senior Notes due 2025, the 2015 Indenture, the Senior Notes due 2027 and the 2017 Indenture also contain customary covenants and events of default, including failure to pay principal or interest on the Senior Notes due 2025 and the Senior Notes due 2027, respectively, when due, among others.

The Company used the net proceeds from the sale of the Senior Notes due 2025 and the Senior Notes due 2027 that were issued in September 2017 to repay in full the JBS S.A. Promissory Note issued as part of the Moy Park acquisition and for general corporate purposes. The Company used the net proceeds from the sale of the Senior Notes due 2025 and the Senior Notes due 2027 that were issued in March 2018 to pay the second tender price of Moy Park Notes (as described below), repay a portion of outstanding secured debt, and for general corporate purposes. The Senior Notes due 2025 and the Senior Notes due 2027 were sold to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States to non-U.S. persons pursuant to Regulation S under the Securities Act.

U.S. Credit Facility

On July 20, 2018, the Company, and certain of the Company’s subsidiaries entered into a Fourth Amended and Restated Credit Agreement (the “U.S. Credit Facility”) with CoBank, ACB, as administrative agent and collateral agent, and the other lenders party thereto. The U.S. Credit Facility provides for a \$750.0 million revolving credit commitment and a term loan commitment of up to \$500.0 million (the “Term Loans”). The Company used the proceeds from the term loan commitment under the U.S. Credit Facility, together with cash on hand, to repay the outstanding loans under the Company’s previous credit agreement with Coöperatieve Rabobank U.A., New York Branch, as administrative agent, and the other lenders and financial institutions party thereto.

The U.S. Credit Facility includes an accordion feature that allows the Company, at any time, to increase the aggregate revolving loan and term loan commitments by up to an additional \$1.25 billion, subject to the satisfaction of certain conditions, including obtaining the lenders’ agreement to participate in the increase.

The revolving loan commitment under the U.S. Credit Facility matures on July 20, 2023. All principal on the Term Loans is due at maturity on July 20, 2023. Installments of principal are required to be made, in an amount equal to 1.25% of the original principal amount of the Term Loans, on a quarterly basis prior to the maturity date of the Term Loans. Covenants in the U.S. Credit Facility also require the Company to use the proceeds it receives from certain asset sales and specified debt or equity issuances and upon the occurrence of other events to repay outstanding borrowings under the U.S. Credit Facility. As of March 31, 2019, the Company had Term Loans outstanding totaling \$493.8 million and the amount available for borrowing under the revolving loan commitment was \$708.4 million. The Company had letters of credit of \$41.6 million and no borrowings outstanding under the revolving loan commitment as of March 31, 2019.

The U.S. Credit Facility includes a \$75.0 million sub-limit for swingline loans and a \$125.0 million sub-limit for letters of credit. Outstanding borrowings under the revolving loan commitment and the Term Loans bear interest at a per annum rate equal to (i) in the case of LIBOR loans, LIBOR plus 1.25% through August 2, 2018 and, thereafter, based on the Company’s net senior secured leverage ratio, between LIBOR plus 1.25% and LIBOR plus 2.75% and (ii)

in the case of alternate base rate loans, the base rate plus 0.25% through August 2, 2018 and, based on the Company's net senior secured leverage ratio, between the base rate plus 0.25% and base rate plus 1.75% thereafter.

The U.S. Credit Facility contains customary financial and other various covenants for transactions of this type, including restrictions on the Company's ability to incur additional indebtedness, incur liens, pay dividends, make certain restricted payments, consummate certain asset sales, enter into certain transactions with the Company's affiliates, or merge, consolidate and/or sell or dispose of all or substantially all of its assets, among other things. The U.S. Credit Facility requires the Company to comply with

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a minimum level of tangible net worth covenant. The U.S. Credit Facility also provides that the Company may not incur capital expenditures in excess of \$500.0 million in any fiscal year.

All obligations under the U.S. Credit Facility continue to be unconditionally guaranteed by certain of the Company's subsidiaries and continue to be secured by a first priority lien on (i) the accounts receivable and inventory of the Company and its non-Mexico subsidiaries, (ii) 100% of the equity interests in the Company's domestic subsidiaries, To-Ricos, Ltd. and To-Ricos Distribution, Ltd., and 65% of the equity interests in its direct foreign subsidiaries and (iii) substantially all of the assets of the Company and the guarantors under the U.S. Credit Facility. The Company is currently in compliance with the covenants under the U.S. Credit Facility.

Moy Park Bank of Ireland Revolving Facility Agreement

On June 2, 2018, Moy Park Holdings (Europe) Ltd. and its subsidiaries entered into an unsecured multicurrency revolving facility agreement (the "Bank of Ireland Facility Agreement") with the Governor and Company of the Bank of Ireland, as agent, and the other lenders party thereto. The Bank of Ireland Facility Agreement provides for a multicurrency revolving loan commitment of up to £100.0 million. The multicurrency revolving loan commitments under the Bank of Ireland Facility Agreement mature on June 2, 2023. Outstanding borrowings under the Bank of Ireland Facility Agreement bear interest at a rate per annum equal to the sum of (i) LIBOR or, in relation to any loan in euros, EURIBOR, plus (ii) a margin, ranging from 1.25% to 2.00% based on Leverage (as defined in the Bank of Ireland Facility Agreement). All obligations under the Bank of Ireland Facility Agreement are guaranteed by certain of Moy Park's subsidiaries. As of March 31, 2019, the U.S. dollar-equivalent loan commitment, borrowing availability, and outstanding borrowings under the Bank of Ireland Facility Agreement were \$130.3 million, \$115.8 million, and \$14.5 million, respectively.

The Bank of Ireland Facility Agreement contains representations and warranties, covenants, indemnities and conditions that the Company believes are customary for transactions of this type. Pursuant to the terms of the Bank of Ireland Facility Agreement, Moy Park is required to meet certain financial and other restrictive covenants.

Additionally, Moy Park is prohibited from taking certain actions without consent of the lenders, including, without limitation, incurring additional indebtedness, entering into certain mergers or other business combination transactions, permitting liens or other encumbrances on its assets and making restricted payments, including dividends, in each case except as expressly permitted under the Bank of Ireland Facility Agreement. The Bank of Ireland Facility Agreement contains events of default that the Company believes are customary for transactions of this type. If a default occurs, any outstanding obligations under the Bank of Ireland Facility Agreement may be accelerated.

Moy Park France Invoice Discounting Facility

In June 2009, Moy Park France Sàrl entered into a €20.0 million invoice discounting facility with GE De Facto (the "Invoice Discounting Facility"). The facility limit was decreased by 50 percent in June 2018. The Invoice Discounting Facility is payable on demand and the term is extended on an annual basis. The agreement can be terminated by either party with three months' notice. Outstanding borrowings under the Invoice Discounting Facility bear interest at a per annum rate equal to EURIBOR plus 0.80%. As of March 31, 2019, the U.S. dollar-equivalent of the loan commitment and borrowing availability was \$11.2 million. There were no outstanding borrowings under the Invoice Discounting Facility as of March 31, 2019.

The Invoice Discounting Facility contains financial covenants and various other covenants that may adversely affect Moy Park's ability to, among other things, incur additional indebtedness, consummate certain asset sales, enter into certain transactions with JBS and the Company's other affiliates, merge, consolidate and/or sell or dispose of all or substantially all of Moy Park's assets.

Moy Park Credit Agricole Bank Overdraft

On December 3, 2018, Moy Park entered into an unsecured €0.5 million bank overdraft agreement (the "Overdraft Agreement") with Credit Agricole. The Overdraft Agreement is payable on demand and can be cancelled anytime by the Company or Credit Agricole. Outstanding borrowings under the Overdraft Agreement bears interest at a per annum rate equal to EURIBOR plus 1.50%. As of March 31, 2019, there were no outstanding borrowing under the Overdraft Agreement.

Mexico Credit Facility

On December 14, 2018, certain of the Company's Mexican subsidiaries entered into an unsecured credit agreement (the "Mexico Credit Facility") with Banco del Bajío, Sociedad Anónima, Institución de Banca Múltiple, as lender. The loan commitment under the Mexico Credit Facility is \$1.5 billion Mexican pesos and can be borrowed on a revolving basis. The U.S. dollar-equivalent of the loan commitment under the Mexico Credit Facility is \$77.2 million. Outstanding borrowings under the Mexico Credit Facility accrue interest at a rate equal to the 28-Day Interbank Equilibrium Interest Rate plus 1.50%. The Mexico Credit Facility

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contains covenants and defaults that the Company believes are customary for transactions of this type. The Mexico Credit Facility will be used for general corporate and working capital purposes. The Mexico Credit Facility will mature on December 14, 2023.

12. INCOME TAXES

The Company recorded income tax expense of \$20.4 million, a 19.5% effective tax rate, for the thirteen weeks ended March 31, 2019 compared to income tax expense of \$37.0 million, a 23.7% effective tax rate, for the thirteen weeks ended April 1, 2018. The decrease in income tax expense in 2019 resulted primarily from a reduction in pre-tax income.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities (including the impact of available carry back and carry forward periods), projected future taxable income and tax-planning strategies in making this assessment. As of March 31, 2019, the Company did not believe it had sufficient positive evidence to conclude that realization of a portion of its foreign net deferred tax assets are more likely than not to be realized.

For the thirteen weeks ended March 31, 2019 and April 1, 2018, there is a tax effect of \$(0.8) million and \$(1.6) million, respectively, reflected in other comprehensive income.

For the thirteen weeks ended March 31, 2019 and April 1, 2018, there are immaterial tax effects reflected in income tax expense due to excess tax benefits and shortfalls related to share-based compensation.

The Company and its subsidiaries file a variety of consolidated and standalone income tax returns in various jurisdictions. In the normal course of business, our income tax filings are subject to review by various taxing authorities. In general, tax returns filed by our Company and our subsidiaries for years prior to 2011 are no longer subject to examination by tax authorities.

13. REVENUE RECOGNITION

The vast majority of the Company's revenue is derived from contracts which are based upon a customer ordering our products. While there may be master agreements, the contract is only established when the customer's order is accepted by the Company. The Company accounts for a contract, which may be verbal or written, when it is approved and committed by both parties, the rights of the parties are identified along with payment terms, the contract has commercial substance and collectability is probable.

The Company evaluates the transaction for distinct performance obligations, which are the sale of its products to customers. Since its products are commodity market-priced, the sales price is representative of the observable, standalone selling price. Each performance obligation is recognized based upon a pattern of recognition that reflects the transfer of control to the customer at a point in time, which is upon destination (customer location or port of destination), which faithfully depicts the transfer of control and recognition of revenue. There are instances of customer pick-up at the Company's facility, in which case control transfers to the customer at that point and the Company recognizes revenue. The Company's performance obligations are typically fulfilled within days to weeks of the acceptance of the order.

The Company makes judgments regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from revenue and cash flows with customers. Determination of a contract requires evaluation and judgment along with the estimation of the total contract value and if any of the contract value is constrained. Due to the nature of our business, there is minimal variable consideration, as the contract is established at the acceptance of the order from the customer. When applicable, variable consideration is estimated at contract inception and updated on a regular basis until the contract is completed. Allocating the transaction price to a specific performance obligation based upon the relative standalone selling prices includes estimating the standalone selling prices including discounts and variable consideration.

Disaggregated Revenue

Revenue has been disaggregated into the categories below to show how economic factors affect the nature, amount, timing and uncertainty of revenue and cash flows.

Table of Contents**Thirteen Weeks Ended March 31, 2019**

| | Domestic | Export | Net Sales |
|-----------------|----------------|-----------|-------------|
| | (In thousands) | | |
| U.S. | \$1,818,146 | \$65,445 | \$1,883,591 |
| U.K. and Europe | 451,799 | 63,163 | 514,962 |
| Mexico | 326,122 | — | 326,122 |
| Net sales | \$2,596,067 | \$128,608 | \$2,724,675 |

Thirteen Weeks Ended April 1, 2018

| | Domestic | Export | Net Sales |
|-----------------|----------------|-----------|-------------|
| | (In thousands) | | |
| U.S. | \$1,765,940 | \$75,165 | \$1,841,105 |
| U.K. and Europe | 464,367 | 79,933 | 544,300 |
| Mexico | 361,273 | — | 361,273 |
| Net sales | \$2,591,580 | \$155,098 | \$2,746,678 |

Shipping and Handling Costs

In the rare case when shipping and handling activities are performed after a customer obtains control of the good, the Company has elected to account for shipping and handling as activities to fulfill the promise to transfer the good. When revenue is recognized for the related good before the shipping and handling activities occur, the related costs of those shipping and handling activities are accrued. Shipping and handling costs are recorded within cost of sales.

Contract Costs

The Company can incur incremental costs to obtain or fulfill a contract such as broker expenses that are not expected to be recovered. The amortization period for such expenses is less than one year; therefore, the costs are expensed as incurred.

Taxes

There is no change in accounting for taxes due to the adoption of the new revenue standard, as there is no material change to the timing of revenue recognition. We exclude all taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction and collected by the entity from a customer (for example, sales, use, value added, and some excise taxes) from the transaction price.

Contract Balances

The Company receives payment from customers based on terms established with the customer. Payments are typically due within two weeks of delivery. There are rarely contract assets related to costs incurred to perform in advance of scheduled billings. Revenue contract liabilities relate to payments received in advance of satisfying the performance under the customer contract. The revenue contract liability relates to customer prepayments and the advanced consideration received from governmental agency contracts for which performance obligations to the end customer have not been satisfied.

Changes in the revenue contract liability balances during the thirteen weeks ended March 31, 2019 are as follows (in thousands):

| | |
|--|-----------|
| Balance, beginning of period | \$33,328 |
| Revenue recognized | (14,130) |
| Cash received, excluding amounts recognized as revenue during the period | 6,614 |
| Balance, end of period | \$25,812 |

Accounts Receivable

The Company records accounts receivable when revenue is recognized. The Company records an allowance for doubtful accounts to reduce the receivables balance to an amount it estimates is collectible from customers. Estimates used in determining the allowance for doubtful accounts are based on historical collection experience, current trends, aging of accounts receivable and

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periodic credit evaluations of customers' financial condition. The Company writes off accounts receivable when it becomes apparent, based upon age or customer circumstances, that such amounts will not be collected. Generally, the Company does not require collateral for its accounts receivable.

14. PENSION AND OTHER POSTRETIREMENT BENEFITS

The Company sponsors programs that provide retirement benefits to most of its employees. These programs include qualified defined benefit pension plans, nonqualified defined benefit retirement plans, a defined benefit postretirement life insurance plan and defined contribution retirement savings plans. Expenses recognized under all these retirement plans totaled \$3.9 million and \$3.1 million in the thirteen weeks ended March 31, 2019 and April 1, 2018, respectively.

Defined Benefit Plans Obligations and Assets

The change in benefit obligation, change in fair value of plan assets, funded status and amounts recognized in the Condensed Consolidated Balance Sheets for the defined benefit plans were as follows:

| | Thirteen Weeks Ended March 31, 2019 | | Thirteen Weeks Ended April 1, 2018 | |
|--|--|-----------------------|---|-----------------------|
| | Pension Benefits | Other Benefits | Pension Benefits | Other Benefits |
| Change in projected benefit obligation: | (In thousands) | | | |
| Projected benefit obligation, beginning of period | \$ 157,619 | \$ 1,462 | \$ 178,247 | \$ 1,603 |
| Interest cost | 1,467 | 13 | 1,366 | 12 |
| Actuarial losses (gains) | 4,235 | 32 | (6,829) | (48) |
| Benefits paid | (5,611) | (37) | (2,174) | (37) |
| Projected benefit obligation, end of period | \$ 157,710 | \$ 1,470 | \$ 170,610 | \$ 1,530 |
| | Thirteen Weeks Ended March 31, 2019 | | Thirteen Weeks Ended April 1, 2018 | |
| | Pension Benefits | Other Benefits | Pension Benefits | Other Benefits |
| Change in plan assets: | (In thousands) | | | |
| Fair value of plan assets, beginning of period | \$ 102,414 | \$ — | \$ 112,570 | \$ — |
| Actual return on plan assets | 8,816 | — | 541 | — |
| Contributions by employer | 1,752 | 37 | 2,888 | 37 |
| Benefits paid | (5,611) | (37) | (2,174) | (37) |
| Fair value of plan assets, end of period | \$ 107,371 | \$ — | \$ 113,825 | \$ — |
| | March 31, 2019 | | December 30, 2018 | |
| | Pension Benefits | Other Benefits | Pension Benefits | Other Benefits |
| Funded status: | (In thousands) | | | |
| Unfunded benefit obligation, end of period | \$ (50,339) | \$ (1,470) | \$ (55,205) | \$ (1,462) |
| | March 31, 2019 | | December 30, 2018 | |
| | Pension Benefits | Other Benefits | Pension Benefits | Other Benefits |
| Amounts recognized in the Condensed Consolidated Balance Sheets at end of period: | (In thousands) | | | |
| Current liability | \$(8,253) | \$(148) | \$(8,267) | \$(149) |
| Long-term liability | (42,086) | (1,322) | (46,938) | (1,313) |
| Recognized liability | \$(50,339) | \$(1,470) | \$(55,205) | \$(1,462) |

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| | March 31, 2019 | | December 30, 2018 | |
|---|-----------------------|----------------|-------------------|----------------|
| | Pension Benefits | Other Benefits | Pension Benefits | Other Benefits |
| Amounts recognized in accumulated other comprehensive loss at end of period: | (In thousands) | | | |
| Net actuarial loss (gain) | \$50,783 | \$ (2) | \$54,343 | \$ (34) |

The accumulated benefit obligation for the Company's defined benefit pension plans was \$157.7 million and \$157.6 million at March 31, 2019 and December 30, 2018, respectively. Each of the Company's defined benefit pension plans had accumulated benefit obligations that exceeded the fair value of plan assets at both March 31, 2019 and December 30, 2018. As of March 31, 2019, the weighted average duration of the Company's defined benefit pension obligation is 29.59 years.

Net Periodic Benefit Costs

Net defined benefit pension and other postretirement costs included the following components:

| | Thirteen Weeks Ended March 31, 2019 | | Thirteen Weeks Ended April 1, 2018 | |
|---------------------------------|-------------------------------------|----------------|------------------------------------|----------------|
| | Pension Benefits | Other Benefits | Pension Benefits | Other Benefits |
| | (In thousands) | | | |
| Interest cost | \$1,467 | \$ 13 | \$1,366 | \$ 12 |
| Estimated return on plan assets | (1,349) | — | (1,517) | — |
| Amortization of net loss | 328 | — | 301 | — |
| Net costs | \$446 | \$ 13 | \$150 | \$ 12 |

Economic Assumptions

The weighted average assumptions used in determining pension and other postretirement plan information were as follows:

| | March 31, 2019 | | December 30, 2018 | |
|---|--|-----------------------|---|-----------------------|
| | Pension Benefits | Other Benefits | Pension Benefits | Other Benefits |
| Assumptions used to measure benefit obligation at end of period: | | | | |
| Discount rate | 4.15 % | 3.80 % | 4.40 % | 4.07 % |
| | Thirteen Weeks Ended March 31, 2019 | | Thirteen Weeks Ended April 1, 2018 | |
| | Pension Benefits | Other Benefits | Pension Benefits | Other Benefits |
| Assumptions used to measure net pension and other postretirement cost: | | | | |
| Discount rate | 4.40 % | 4.07 % | 3.69 % | 3.39 % |
| Expected return on plan assets | 5.50 % | NA | 5.50 % | NA |

The discount rate represents the interest rate used to determine the present value of future cash flows currently expected to be required to settle the Company's pension and other benefit obligations. The weighted average discount rate for each plan was established by comparing the projection of expected benefit payments to the AA Above Median yield curve. The expected benefit payments were discounted by each corresponding discount rate on the yield curve. For payments beyond 30 years, the Company extended the curve assuming the discount rate derived in year 30 is extended to the end of the plan's payment expectations. Once the present value of the string of benefit payments was established, the Company determined the single rate on the yield curve, that when applied to all obligations of the plan, would exactly match the previously determined present value. As part of the evaluation of pension and other postretirement assumptions, the Company applied assumptions for mortality that incorporate generational white and

blue collar mortality trends. In determining its benefit obligations, the Company used generational tables that take into consideration increases in plan participant longevity. As of March 31, 2019 and December 30, 2018, all pension and other postretirement benefit plans used variations of the RP2014 mortality table and the MP2015 mortality improvement scale.

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The sensitivity of the projected benefit obligation for pension benefits to changes in the discount rate is set out below. The impact of a change in the discount rate of 0.25% on the projected benefit obligation for other benefits is less than \$1,000. This sensitivity analysis is based on changing one assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to variations in significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as for calculating the liability recognized in the Condensed Consolidated Balance Sheets.

| Increase in Discount Rate of 0.25% | Decrease in Discount Rate of 0.25% |
|--|--|
| (In thousands) | |

| | | |
|---|-----------|----------|
| Impact on projected benefit obligation for pension benefits | \$(3,927) | \$ 4,124 |
|---|-----------|----------|

The expected rate of return on plan assets was primarily based on the determination of an expected return and behaviors for each plan's current asset portfolio that the Company believes are likely to prevail over long periods. This determination was made using assumptions for return and volatility of the portfolio. Asset class assumptions were set using a combination of empirical and forward-looking analysis. To the extent historical results were affected by unsustainable trends or events, the effects of those trends or events were quantified and removed. The Company also considered anticipated asset allocations, investment strategies and the views of various investment professionals when developing this rate.

Plan Assets

The following table reflects the pension plans' actual asset allocations:

| | March 31, December 30, | | | |
|--|------------------------|---|------|---|
| | 2019 | % | 2018 | % |
| Cash and cash equivalents | 1 | % | — | % |
| Pooled separate accounts ^(a) : | | | | |
| Equity securities | 5 | % | 4 | % |
| Fixed income securities | 4 | % | 5 | % |
| Common collective trust funds ^(a) : | | | | |
| Equity securities | 44 | % | 45 | % |
| Fixed income securities | 41 | % | 41 | % |
| Real estate | 5 | % | 5 | % |
| Total assets | 100 | % | 100 | % |

Pooled separate accounts ("PSAs") and common collective trust funds ("CCTs") are two of the most common types of alternative vehicles in which benefit plans invest. These investments are pooled funds that look like mutual funds, but they are not registered with the SEC. Often times, they will be invested in mutual funds or other marketable securities, but the unit price generally will be different from the value of the underlying securities because the fund may also hold cash for liquidity purposes, and the fees imposed by the fund are deducted from the fund value rather than charged separately to investors. Some PSAs and CCTs have no restrictions as to their investment strategy and can invest in riskier investments, such as derivatives, hedge funds, private equity funds, or similar investments.

Absent regulatory or statutory limitations, the target asset allocation for the investment of pension assets in the pooled separate accounts is 50% in each of fixed income securities and equity securities and the target asset allocation for the investment of pension assets in the common collective trust funds is 30% in fixed income securities and 70% in equity securities. The plans only invest in fixed income and equity instruments for which there is a readily available public market. The Company develops its expected long-term rate of return assumptions based on the historical rates of returns for equity and fixed income securities of the type in which its plans invest.

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The fair value measurements of plan assets fell into the following levels of the fair value hierarchy as of March 31, 2019 and December 30, 2018:

| | March 31, 2019 | | | December 30, 2018 | | | | |
|--|------------------------|------------------------|------------------------|-------------------|------------------------|------------------------|------------------------|------------|
| | Level 1 ^(a) | Level 2 ^(b) | Level 3 ^(c) | Total | Level 1 ^(a) | Level 2 ^(b) | Level 3 ^(c) | Total |
| | (In thousands) | | | | | | | |
| Cash and cash equivalents | \$974 | \$— | \$— | —\$974 | \$110 | \$— | \$— | —\$110 |
| Pooled separate accounts: | | | | | | | | |
| Large U.S. equity funds ^(d) | — | 2,915 | — | 2,915 | — | 2,491 | — | 2,491 |
| Small/Mid U.S. equity funds ^(e) | — | 354 | — | 354 | — | 292 | — | 292 |
| International equity funds ^(f) | — | 1,704 | — | 1,704 | — | 1,489 | — | 1,489 |
| Fixed income funds ^(g) | — | 4,668 | — | 4,668 | — | 4,763 | — | 4,763 |
| Common collective trusts funds: | | | | | | | | |
| Large U.S. equity funds ^(d) | — | 18,238 | — | 18,238 | — | 17,351 | — | 17,351 |
| Small U.S. equity funds ^(e) | — | 6,137 | — | 6,137 | — | 5,880 | — | 5,880 |
| International equity funds ^(f) | — | 23,278 | — | 23,278 | — | 22,516 | — | 22,516 |
| Fixed income funds ^(g) | — | 43,749 | — | 43,749 | — | 42,217 | — | 42,217 |
| Real estate ^(h) | — | 5,354 | — | 5,354 | — | 5,305 | — | 5,305 |
| Total assets | \$974 | \$106,397 | \$— | —\$107,371 | \$110 | \$102,304 | \$— | —\$102,414 |

(a) Unadjusted quoted prices in active markets for identical assets are used to determine fair value.

(b) Quoted prices in active markets for similar assets and inputs that are observable for the asset are used to determine fair value.

(c) Unobservable inputs, such as discounted cash flow models or valuations, are used to determine fair value.

(d) This category is comprised of investment options that invest in stocks, or shares of ownership, in large, well-established U.S. companies. These investment options typically carry more risk than fixed income options but have the potential for higher returns over longer time periods.

(e) This category is generally comprised of investment options that invest in stocks, or shares of ownership, in small to medium-sized U.S. companies. These investment options typically carry more risk than larger U.S. equity investment options but have the potential for higher returns.

(f) This category is comprised of investment options that invest in stocks, or shares of ownership, in companies with their principal place of business or office outside of the U.S.

(g) This category is comprised of investment options that invest in bonds, or debt of a company or government entity (including U.S. and non-U.S. entities). These investment options typically carry more risk than short-term fixed income investment options, but less overall risk than equities.

This category is comprised of investment options that invest in real estate investment trusts or private equity pools that own real estate. These long-term

(h) investments are primarily in office buildings, industrial parks, apartments or retail complexes. These investment options typically carry more risk, including liquidity risk, than fixed income investment options.

The valuation of plan assets in Level 2 is determined using a market approach based upon quoted prices for similar assets and liabilities in active markets, or other inputs that are observable for substantially the full term of the financial instrument. Level 2 securities primarily include equity and fixed income securities funds.

Table of Contents**Benefit Payments**

The following table reflects the benefits as of March 31, 2019 expected to be paid in each of the next five years and in the aggregate for the five years thereafter from our pension and other post retirement plans. Because our pension plans are primarily funded plans, the anticipated benefits with respect to these plans will come primarily from the trusts established for these plans. Because our other postretirement plans are unfunded, the anticipated benefits with respect to these plans will come from its own assets.

| | Pension Benefits (In thousands) | Other Benefits |
|------------------|--|---------------------------|
| 2019 (remaining) | \$ 13,479 | \$ 112 |
| 2020 | 11,526 | 147 |
| 2021 | 11,200 | 145 |
| 2022 | 10,891 | 141 |
| 2023 | 10,627 | 137 |
| 2024-2028 | 48,429 | 589 |
| Total | \$ 106,152 | \$ 1,271 |

The Company anticipates contributing \$6.5 million and \$0.1 million, as required by funding regulations or laws, to its pension plans and other postretirement plans, respectively, during the remainder of 2019.

Unrecognized Benefit Amounts in Accumulated Other Comprehensive Loss

The amounts in accumulated other comprehensive loss that were not recognized as components of net periodic benefits cost and the changes in those amounts are as follows:

| | Thirteen Weeks Ended March 31, 2019 | | Thirteen Weeks Ended April 1, 2018 | |
|--|--|---------------------------|---|---------------------------|
| | Pension Benefits (In thousands) | Other Benefits | Pension Benefits | Other Benefits |
| Net actuarial loss (gain), beginning of period | \$ 54,343 | \$ (34) | \$ 54,235 | \$ 35 |
| Amortization | (328) | | (301) | — |
| Actuarial loss (gain) | 4,235 | 32 | (6,829) | (48) |
| Asset loss (gain) | (7,467) | | 976 | — |
| Net actuarial loss (gain), end of period | \$ 50,783 | \$ (2) | \$ 48,081 | \$ (13) |

The Company expects to recognize in net pension cost throughout the remainder of 2019 an actuarial loss of \$1.0 million that was recorded in accumulated other comprehensive loss at March 31, 2019.

Risk Management

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility. The plan liabilities are calculated using a discount rate set with reference to corporate bond yields; if plan assets under perform this yield, this will create a deficit. The pension plans hold a significant proportion of equities, which are expected to outperform corporate bonds in the long-term while contributing volatility and risk in the short-term. The Company monitors the level of investment risk but has no current plan to significantly modify the mixture of investments. The investment position is discussed more below.

Changes in bond yields. A decrease in corporate bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings.

The investment position is managed and monitored by a committee of individuals from various departments. This group actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the pension obligations. The group has not changed the processes used to manage its risks from previous periods. The group does not use derivatives to manage its risk. Investments are well diversified, such that the failure of any single investment would

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not have a material impact on the overall level of assets. The majority of equities are in U.S. large and small cap companies with some global diversification into international entities. The plans are not exposed to significant foreign currency risk.

Remeasurement

The Company remeasures both plan assets and obligations on a quarterly basis.

15. STOCKHOLDERS' EQUITY**Accumulated Other Comprehensive Income (Loss)**

The following tables provide information regarding the changes in accumulated other comprehensive income (loss):

| | Thirteen Weeks Ended March 31, 2019 ^(a) | | | | |
|---|--|--|---|--|---------------|
| | Losses Related to Foreign Currency Translation | Unrealized Losses on Derivative Financial Instruments Classified as Cash Flow Hedges | Losses Related to Pension and Other Postretirement Benefits | Unrealized Holding Losses on Available-for-Sale Securities | Total |
| | (In thousands) | | | | |
| Balance, beginning of period | \$ (55,770) | \$ (683) | \$ (71,463) | \$ 82 | \$ (127,834) |
| Other comprehensive income (loss) before reclassifications | 37,442 | (915) | 2,421 | 17 | 38,965 |
| Amounts reclassified from accumulated other comprehensive income (loss) to net income | — | (221) | 248 | (101) | (74) |
| Currency translation | — | 17 | — | — | 17 |
| Net current period other comprehensive income | 37,442 | (1,119) | 2,669 | (84) | 38,908 |
| Balance, end of period | \$ (18,328) | \$ (1,802) | \$ (68,794) | \$ (2) | \$ (88,926) |
| | Thirteen Weeks Ended April 1, 2018 ^(a) | | | | |
| | Gains Related to Foreign Currency Translation | Unrealized Losses on Derivative Financial Instruments Classified as Cash Flow Hedges | Losses Related to Pension and Other Postretirement Benefits | Unrealized Holding Gains on Available-for-Sale Securities | Total |
| | (In thousands) | | | | |
| Balance, beginning of period | \$42,081 | \$ (1,848) | \$ (71,434) | \$ 61 | \$ (31,140) |
| Other comprehensive income before reclassifications | 52,528 | 1 | 4,465 | 283 | \$57,277 |
| Amounts reclassified from accumulated other comprehensive income (loss) to net income | — | 250 | 228 | (130) | \$348 |
| Currency translation | — | (16) | — | — | (16) |
| Net current period other comprehensive income | 52,528 | 235 | 4,693 | 153 | 57,609 |
| Balance, end of period | \$94,609 | \$ (1,613) | \$ (66,741) | \$ 214 | \$26,469 |

(a) All amounts are net of tax. Amounts in parentheses indicate debits to accumulated other comprehensive income (loss).

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| Details about Accumulated Other Comprehensive Income (Loss) Components | Amount Reclassified from Accumulated Other Comprehensive Income (Loss) ^(a) | | Affected Line Item in the Condensed Consolidated Statements of Income |
|---|---|------------------------------------|---|
| | Thirteen Weeks Ended March 31, 2019 | Thirteen Weeks Ended April 1, 2018 | |
| | (In thousands) | | |
| Realized gain (loss) on settlement of derivative financial instruments classified as cash flow hedges | \$221 | \$(250) | Cost of sales |
| Realized gain on sale of securities | 135 | 172 | Interest income |
| Amortization of defined benefit pension and other postretirement plan actuarial losses: | | | |
| Union employees pension plan ^{(b)(d)} | (18) | (12) | Miscellaneous, net |
| Legacy Gold Kist plans ^{(c)(d)} | (97) | (90) | Miscellaneous, net |
| Legacy Gold Kist plans ^{(c)(d)} | (213) | (199) | Miscellaneous, net |
| Total before tax | 28 | (379) | |
| Tax benefit | 46 | 31 | |
| Total reclassification for the period | \$74 | \$(348) | |

(a) Amounts in parentheses represent debits to results of operations.

(b) The Company sponsors the Union Plan, a qualified defined benefit pension plan covering certain locations or work groups with collective bargaining agreements.

The Company sponsors the GK Pension Plan, a qualified defined benefit pension plan covering certain eligible U.S. employees who were employed at locations that the Company purchased through its acquisition of Gold Kist in 2007, the SERP Plan, a nonqualified defined benefit retirement plan covering certain former Gold Kist executives, the Directors' Emeriti Plan, a nonqualified defined benefit retirement plan covering certain former Gold Kist directors and the Retiree Life Plan, a defined benefit postretirement life insurance plan covering certain retired Gold Kist employees (collectively, the "Legacy Gold Kist Plans").

(c) These accumulated other comprehensive loss components are included in the computation of net periodic pension cost. See "Note 14. Pension and Other Postretirement Benefits" to the Condensed Consolidated Financial Statements.

Share Repurchase Program and Treasury Stock

On October 31, 2018, the Company's Board of Directors approved a \$200.0 million share repurchase authorization.

The Company plans to repurchase shares through various means, which may include but are not limited to open market purchases, privately negotiated transactions, the use of derivative instruments and/or accelerated share repurchase programs. The extent to which the Company repurchases its shares and the timing of such repurchases will vary and depend upon market conditions and other corporate considerations, as determined by the Company's management team. The Company reserves the right to limit or terminate the repurchase program at any time without notice. The Company accounted for the shares repurchased using the cost method. The Company currently plans to maintain these shares as treasury stock.

Restrictions on Dividends

Both the U.S. Credit Facility and the indentures governing the Company's senior notes restrict, but do not prohibit, the Company from declaring dividends. The Moy Park Bank of Ireland Revolving Facility Agreement restrict Moy Park's ability and the ability of certain of Moy Park's subsidiaries to, among other things, make payments and distributions to the Company.

16. INCENTIVE COMPENSATION

The Company sponsors short-term incentive plans that provides the grant of either cash or share-based bonus awards payable upon achievement of specified performance goals. Full-time, salaried exempt employees of the Company's U.S. operations who are selected by the administering committee are eligible to participate in the Pilgrim's Short Term Incentive Plan ("STIP"). Certain full-time, salaried employees of the Company's Mexico operations are eligible to

participate in the Pilgrim's Mexico Incentive Plan ("PMIP"). The Company assumed responsibility for the JFC LLC Long-Term Equity Incentive Plan dated January 1, 2014, as amended (the "JFC LTIP") through its acquisition of JFC LLC and its subsidiaries (together, "GNP") on January 6, 2017. The Company assumed responsibility for the Moy Park Incentive Plan dated January 1, 2013, as amended (the "MPIP") through its acquisition of Moy Park on September 8, 2017. At March 31, 2019, the Company had accrued \$8.7 million and \$1.3 million in costs related to cash bonus awards that could potentially be awarded under the STIP and JFC LTIP, respectively, during 2019. At March 31, 2019, the Company had accrued no costs related to cash bonus awards that could potentially be awarded under either the PMIP or MPIP.

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The Company also sponsors a performance-based, omnibus long-term incentive plan that provides for the grant of a broad range of long-term equity-based and cash-based awards to the Company's officers and other employees, members of the Board of Directors and any consultants (the "LTIP"). The equity-based awards that may be granted under the LTIP include "incentive stock options," within the meaning of the IRC, nonqualified stock options, stock appreciation rights, restricted stock awards and restricted stock units ("RSUs"). At March 31, 2019, we have reserved approximately 3.9 million shares of common stock for future issuance under the LTIP. The LTIP will expire pursuant to its terms on December 28, 2019 and no awards will be granted under the LTIP after that date. On May 1, 2019, the Company's stockholders approved the Pilgrim's Pride Corporation 2019 Long Term Incentive Plan (the "2019 LTIP") and reserved 2.0 million shares of common stock for awards under the plan. The 2019 LTIP is intended to replace the expiring plan. The 2019 LTIP will be effective as of December 28, 2019.

The following awards were outstanding during the thirteen weeks ended March 31, 2019:

| Award Type | Benefit Plan | Awards Granted | Grant Date | Grant Date Fair Value per Award | Vesting Condition | Vesting Date | Vesting Date Fair Value per Award ^(a) | Awards Forfeited to Date | Settlement Method |
|------------|--------------|----------------|------------|---------------------------------|-----------------------|--------------|--|--------------------------|-------------------|
| RSU | LTIP | 410,000 | 02/14/2018 | 25.59 | Service | 01/01/2019 | 15.51 | — | Stock |
| RSU | LTIP | 163,764 | 03/01/2018 | 24.93 | Service | (a) | 15.51 | 45,755 | Stock |
| RSU | LTIP | 283,525 | 03/01/2018 | 24.93 | Performance / Service | (b) | — | 151,228 | Stock |
| RSU | LTIP | 11,144 | 05/10/2018 | 21.54 | Service | (c) | — | — | Stock |
| RSU | LTIP | 262,500 | 12/18/2018 | 16.06 | Service | 07/01/2019 | — | — | Stock |
| RSU | LTIP | 506,417 | 01/07/2019 | 16.47 | Performance / Service | (d) | — | 83,705 | Stock |

The restricted stock units vest in ratable tranches on December 31, 2018, December 31, 2019 and December 31, 2020. Expected compensation cost related to (a) these units totals \$2.9 million based on a closing stock price for the Company's common stock of \$24.93 per share on March 1, 2018. Compensation cost will be amortized to profit/loss over the remaining vesting period.

The restricted stock units vest in ratable tranches on December 31, 2019, December 31, 2020 and December 31, 2021. Expected compensation cost related to (b) these units totals \$3.3 million based on a closing stock price for the Company's common stock of \$24.93 per share on March 1, 2018. Compensation cost will be amortized to profit/loss over the remaining vesting period.

(c) These restricted stock units were granted to the four non-employees who currently serve on the Company's Board of Directors. Each participating director's units will vest upon his departure from the Company's Board of Directors. Compensation cost was recognized in profit/loss upon the grant date.

If performance conditions related to the Company's 2019 operating results are satisfied, the restricted stock units vest in ratable tranches on December 31, 2020, December 31, 2021 and December 31, 2022. Expected compensation cost related to these units totals \$7.0 million based on a closing stock price for the (d) Company's common stock of \$16.47 per share on January 7, 2019. Compensation cost will be amortized to profit/loss upon satisfaction of the performance conditions over the remaining vesting period.

Compensation costs and the income tax benefit recognized for our share-based compensation arrangements are included below:

| | Thirteen Weeks Ended | |
|---|----------------------|---------------|
| | March 31, 2019 | April 1, 2018 |
| | (In thousands) | |
| Share-based compensation cost: | | |
| Cost of sales | \$12 | \$52 |
| Selling, general and administrative expense | 1,870 | 1,221 |
| Total | \$1,882 | \$1,273 |
| Income tax benefit | \$458 | \$310 |

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The Company's RSU activity is included below:

| | Thirteen Weeks Ended March 31, 2019 | | Thirteen Weeks Ended April 1, 2018 | |
|------------------------------------|--|--|---------------------------------------|--|
| | Number | Weighted Average Grant Date Fair Value | Number | Weighted Average Grant Date Fair Value |
| Outstanding at beginning of period | 1,069 | \$22.97 | 389 | \$18.39 |
| Granted | 506 | 16.47 | 708 | 25.19 |
| Vested | (459) | 25.52 | — | — |
| Forfeited | (218) | 21.70 | (389) | 18.39 |
| Outstanding at end of period | 898 | \$18.31 | 708 | \$25.19 |

(In thousands, except weighted average fair values)

The fair value of awards that vested during the thirteen weeks ended March 31, 2019 was \$7.1 million. No awards vested during the thirteen weeks ended April 1, 2018.

At March 31, 2019, the total unrecognized compensation cost related to all nonvested awards was \$14.0 million. That cost is expected to be recognized over a weighted average period of 1.94 years.

Historically, we have issued new shares to satisfy award conversions.

17. RESTRUCTURING-RELATED ACTIVITIES

In 2018, the Company elected to close its 40 North Foods product incubator operation located in Boulder, Colorado. Implementation of this restructuring initiative is expected to result in total pre-tax charges of approximately \$0.7 million, and approximately \$0.6 million of these charges are estimated to result in cash outlays. These activities were initiated in the second quarter of 2018 and are expected to be substantially completed by the third quarter of 2019. In 2017, the Company initiated a restructuring initiative to capitalize on cost-saving opportunities within its GNP operations located in Luverne, Minnesota and St. Cloud, Minnesota. Implementation of the initiative is expected to result in total pre-tax charges of approximately \$7.0 million, and approximately \$5.4 million of these charges are estimated to result in cash outlays. These activities were initiated in the first quarter of 2017 and are expected to be substantially completed by the second quarter of 2020.

The following table provides a summary of our estimates of costs associated with each restructuring initiative by major type of cost:

| Type of Cost | 40 North Foods | GNP | Total Estimated Amount Expected to be Incurred |
|-------------------------------|----------------|---------|--|
| | (In thousands) | | |
| Employee termination benefits | \$449 | \$4,074 | \$ 4,523 |
| Inventory impairments | — | 472 | 472 |
| Asset impairments | 103 | 470 | 573 |
| Other charges ^(a) | 150 | 1,983 | 2,133 |
| | \$702 | \$6,999 | \$ 7,701 |

(a) Comprised of other costs directly related to the restructuring initiatives, including prepaid software impairment, St. Cloud, Minnesota office lease costs, Luverne, Minnesota plant closure costs, and Boulder, Colorado office lease costs.

During the thirteen weeks ended March 31, 2019, the Company recognized the following expenses (income) and incurred the following cash outlays related to each restructuring initiative:

| Expense | Cash |
|----------------|---------|
| (Income) | Outlays |
| (In thousands) | |

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| | | |
|-----------------------------------|--------|-------|
| 40 North Foods other charges | \$(27) | \$ 1 |
| GNP employee termination benefits | — | 34 |
| | \$(27) | \$ 35 |

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These expenses (income) are reported in the line item *Administrative restructuring activity* on the Condensed Consolidated Statements of Income and are recognized in the U.S. segment.

The following table reconciles liabilities and reserves associated with each restructuring initiative from initiative inception to March 31, 2019. Ending liability balances for employee termination benefits and other charges are reported in the line item *Accrued expenses and other current liabilities* in our Condensed Consolidated Balance Sheets. The ending reserve balance for inventory impairments is reported in the line item *Inventories* in our Condensed Consolidated Balance Sheets.

| | 40 North Foods Initiative | | | GNP Initiative | | | |
|---|-------------------------------|---------------|--------|-------------------------------|-----------------------|---------------|----------|
| | Employee Termination Benefits | Other Charges | Total | Employee Termination Benefits | Inventory Impairments | Other Charges | |
| | (In thousands) | | | | | | |
| Restructuring charges incurred | \$— | \$— | \$— | \$3,381 | \$ 699 | \$ 752 | \$4,832 |
| Payments and disposals | — | — | — | (2,581) | — | — | (2,581) |
| Liability or reserve at December 31, 2017 | — | — | — | 800 | 699 | 752 | 2,251 |
| Restructuring charges incurred | 449 | 115 | 564 | 936 | (227) | (17) | 692 |
| Payments and disposals | (449) | (29) | (478) | (1,500) | (472) | (735) | (2,707) |
| Liability or reserve at December 30, 2018 | — | 86 | 86 | 236 | — | — | 236 |
| Restructuring income recognized | — | (27) | (27) | — | — | — | — |
| Payments and disposals | — | (1) | (1) | (34) | — | — | (34) |
| Liability or reserve at March 31, 2019 | \$— | \$ 58 | \$ 58 | \$ 202 | \$ — | \$ — | \$ 202 |

18. COMMITMENTS AND CONTINGENCIES**General**

The Company is a party to many routine contracts in which it provides general indemnities in the normal course of business to third parties for various risks. Among other considerations, the Company has not recorded a liability for any of these indemnities because, based upon the likelihood of payment, the fair value of such indemnities would not have a material impact on its financial condition, results of operations and cash flows.

Financial Instruments

The Company's loan agreements generally obligate the Company to reimburse the applicable lender for incremental increased costs due to a change in law that imposes (i) any reserve or special deposit requirement against assets of, deposits with or credit extended by such lender related to the loan, (ii) any tax, duty or other charge with respect to the loan (except standard income tax) or (iii) capital adequacy requirements. In addition, some of the Company's loan agreements contain a withholding tax provision that requires the Company to pay additional amounts to the applicable lender or other financing party, generally if withholding taxes are imposed on such lender or other financing party as a result of a change in the applicable tax law. These increased cost and withholding tax provisions continue for the entire term of the applicable transaction, and there is no limitation on the maximum additional amounts the Company could be obligated to pay under such provisions. Any failure to pay amounts due under such provisions generally would trigger an event of default, and, in a secured financing transaction, would entitle the lender to foreclose upon the collateral to realize the amount due.

Litigation

The Company is a party to many routine contracts in which it provides general indemnities in the normal course of business to third parties for various risks. Among other considerations, the Company has not recorded a liability for any of these indemnities because, based upon the likelihood of payment, the fair value of such indemnities would not have a material impact on our financial condition, results of operations and cash flows.

The Company is subject to various legal proceedings and claims which arise in the ordinary course of business. In the Company's opinion, it has made appropriate and adequate accruals for claims where necessary; however, the ultimate liability for these matters is uncertain, and if significantly different than the amounts accrued, the ultimate outcome could have a material effect on the financial condition or results of operations of the Company. For a discussion of the

material legal proceedings and claims, see Part II, Item 1. "Legal Proceedings." Below is a summary of some of these material proceedings and claims. The Company believes it has substantial defenses to the claims made and intends to vigorously defend these cases.

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A Mexico subsidiary of the Company is currently appealing an unfavorable tax adjustment proposed by Mexican Tax Authorities due to an examination of a specific transaction undertaken by the Mexico subsidiary during tax years 2009 and 2010. Amounts under appeal are \$24.3 million and \$16.1 million for tax years 2009 and 2010, respectively. No loss has been recorded for these amounts at this time.

Other Claims and Proceedings

Between September 2, 2016 and October 13, 2016, a series of purported federal class action lawsuits styled as *In re Broiler Chicken Antitrust Litigation*, Case No. 1:16-cv-08637 were filed with the U.S. District Court for the Northern District of Illinois against PPC and 13 other producers by and on behalf of direct and indirect purchasers of broiler chickens alleging violations of federal and state antitrust and unfair competition laws. The complaints seek, among other relief, treble damages for an alleged conspiracy among defendants to reduce output and increase prices of broiler chickens from the period of January 2008 to the present. The class plaintiffs have filed three consolidated amended complaints: one on behalf of direct purchasers and two on behalf of distinct groups of indirect purchasers. Between December 8, 2017 and April 24, 2019, 23 individual direct action complaints (*Affiliated Foods, Inc., et al., v. Claxton Poultry Farms, Inc., et al.*, Case No. 1:17-cv-08850; *Sysco Corp. v. Tyson Foods Inc., et al.*, Case No. 1:18-cv-00700; *US Foods Inc. v. Tyson Foods Inc., et al.*, Case No. 1:18-cv-00702; *Action Meat Distributors, Inc. et al., v. Claxton Poultry Farms, Inc., et al.*, Case No. 1:18-cv-03471; *Holdings, LLC, v. Tyson Foods, Inc. et al.*, Case No. 1:18-cv-04000; *Associated Grocers of the South, Inc. et al., v. Tyson Foods, Inc., et al.*, Case No. 1:18-cv-4616; *The Kroger Co., et al. v. Tyson Foods, Inc., et al.*, Case No. 1:18-cv-04534; *Ahold Delhaize USA, Inc. v. Koch Foods, Inc., et al.*, Case No. 1:18-cv-05351; *Samuels as Trustee In Bankruptcy for Central Grocers, Inc. et al v. Norman W. Fries, Inc., d/b/a Claxton Poultry Farms, Inc. et al.*, Case No. 1:18-cv-05341; *W. Lee Flowers & Company, Inc. v. Norman W. Fries, Inc., d/b/a Claxton Poultry Farms, Inc. et al.*, Case No. 1:18-cv-05345; *BJ's Wholesale Club, Inc. v. Tyson Foods, Inc., et al.*, Case No. 1:18-cv-05877; *United Supermarkets LLC, et al. v. Tyson Foods Inc., et al.*, Case No. 1:18-cv-06693; *Associated Wholesale Grocers, Inc. v. Koch Foods, Inc., et al.*, Case No. 1:18-cv-06316 (transferred from the U.S. District Court for the District of Kansas on September 17, 2018, following Defendants' successful motion to transfer); *Shamrock Foods Company and United Food Service, Inc. v. Tyson Foods, Inc., et al.*, Case No. 18-cv-7284; *Winn-Dixie Stores, Inc., et al. v. Koch Foods, Inc., et al.*, Case No. 1:18-cv-00245; *Quirch Foods, LLC, f/k/a Quirch Foods Co. v. Koch Foods, Inc., et al.*, Case No. 18-cv-08511; *Sherwood Food Distributors, L.L.C., et al. v. Tyson Foods, Inc., et al.*, Case No. 19-cv-00354), *Hooters of America, LLC v. Tyson Foods, Inc., et al.*, Case No. 1:19-cv-00390 (N.D. Ill.), *Darden Restaurants, Inc. v. Tyson Foods, Inc. et al.*, Case No. 1:19-cv-00530; *Associated Grocers, Inc., et al. v. Norman W. Fries, Inc., d/b/a Claxton Poultry Farms et al.*, Case No. 1:19-cv-00638; *Checkers Drive-In Restaurants, Inc. v. Tyson Foods, Inc. et al.*, Case No. 1:19-cv-01283; *Conagra Brands, Inc. et al. v. Tyson Foods, Inc. et al.*, Case No. 1:19-cv-02190, and *Giant Eagle, Inc. v. Norman W. Fries, Inc., d/b/a Claxton Poultry Farms et al.*, Case No. 19-cv-02758) were filed with the U.S. District Court for the Northern District of Illinois by individual direct purchaser entities, the allegations of which largely mirror those in the class action complaints. Substantial completion of document discovery for most Defendants, including PPC, occurred on July 18, 2018. The Court's scheduling order currently requires completion of fact discovery on October 14, 2019; class certification briefing and expert reports proceeding from November 12, 2019 to July 14, 2020; and summary judgment to proceed 60 days after the Court rules on motions for class certification. The Court has ordered the parties to coordinate scheduling of the direct action complaints with the class complaints with any necessary modifications to reflect time of filing. Discovery will be consolidated.

On October 10, 2016, Patrick Hogan, acting on behalf of himself and a putative class of persons who purchased shares of PPC's stock between February 21, 2014 and October 6, 2016, filed a class action complaint in the U.S. District Court for the District of Colorado against PPC and its named executive officers. The complaint alleges, among other things, that PPC's SEC filings contained statements that were rendered materially false and misleading by PPC's failure to disclose that (i) the Company colluded with several of its industry peers to fix prices in the broiler-chicken market as alleged in the *In re Broiler Chicken Antitrust Litigation*, (ii) its conduct constituted a violation of federal antitrust laws, (iii) PPC's revenues during the class period were the result of illegal conduct and (iv) that PPC lacked effective internal control over financial reporting. The complaint also states that PPC's industry

was anticompetitive. On April 4, 2017, the Court appointed another stockholder, George James Fuller, as lead plaintiff. On May 11, 2017, the plaintiff filed an amended complaint, which extended the end date of the putative class period to November 17, 2017. PPC and the other defendants moved to dismiss on June 12, 2017, and the plaintiff filed its opposition on July 12, 2017. PPC and the other defendants filed their reply on August 1, 2017. On March 14, 2018, the Court dismissed the plaintiff's complaint without prejudice and issued final judgment in favor of PPC and the other defendants. On April 11, 2018, the plaintiff moved for reconsideration of the Court's decision and for permission to file a Second Amended Complaint. PPC and the other defendants filed a response to the plaintiff's motion on April 25, 2018. On November 19, 2018, the Court denied the plaintiff's motion for reconsideration and granted plaintiff leave to file a Second Amended Complaint. As of April 24, 2019, plaintiff has not yet filed a Second Amended Complaint. On January 27, 2017, a purported class action on behalf of broiler chicken farmers was brought against PPC and four other producers in the Eastern District of Oklahoma, alleging, among other things, a conspiracy to reduce competition for grower

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services and depress the price paid to growers. Plaintiffs allege violations of the Sherman Act and the Packers and Stockyards Act and seek, among other relief, treble damages. The complaint was consolidated with a subsequently filed consolidated amended class action complaint styled as *In re Broiler Chicken Grower Litigation*, Case No. CIV-17-033-RJS (the “Grower Litigation”). The defendants (including PPC) jointly moved to dismiss the consolidated amended complaint on September 9, 2017. The Court initially held oral argument on January 19, 2018, during which it considered and granted only motions from certain other defendants who were challenging jurisdiction. Oral argument on the remaining pending motions in the Oklahoma court occurred on April 20, 2018. Rulings on the motion are pending. In addition, on March 12, 2018, the Northern District of Texas, Fort Worth Division (“Bankruptcy Court”) enjoined plaintiffs from litigating the Grower Litigation complaint as pled against the Company because allegations in the consolidated complaint violate the confirmation order relating to the Company’s 2008-2009 bankruptcy proceedings. Specifically, the 2009 bankruptcy confirmation order bars any claims against the Company based on conduct occurring before December 28, 2009. On March 13, 2018, Pilgrim’s notified the trial court of the Bankruptcy Court’s injunction. To date, plaintiffs have not amended the consolidated complaint to comply with the Bankruptcy Court’s injunction order or the confirmation order.

On March 9, 2017, a stockholder derivative action styled as *DiSalvio v. Lovette, et al.*, No. 2017 cv. 30207, was brought against all of PPC’s directors and its Chief Financial Officer, Fabio Sandri, in the District Court for the County of Weld in Colorado. The complaint alleges, among other things, that the named defendants breached their fiduciary duties by failing to prevent PPC and its officers from engaging in an antitrust conspiracy as alleged in the *In re Broiler Chicken Antitrust Litigation*, and issuing false and misleading statements as alleged in the Hogan class action litigation. On April 17, 2017, a related stockholder derivative action styled *Brima v. Lovette, et al.*, No. 2017 cv. 30308, was brought against all of PPC’s directors and its Chief Financial Officer in the District Court for the County of Weld in Colorado. The Brima complaint contains largely the same allegations as the DiSalvio complaint. On May 4, 2017, the plaintiffs in both the DiSalvio and Brima actions moved to (i) consolidate the two stockholder derivative cases, (ii) stay the consolidated action until the resolution of the motion to dismiss in the Hogan putative securities class action, and (iii) appoint co-lead counsel. The Court granted the motion on May 8, 2017, staying the proceedings pending resolution of the motion to dismiss in the Hogan action.

In January 2018, a stockholder derivative action entitled *Raul v. Nogueira de Souza, et al.*, was filed in the U.S. District Court for the District of Colorado against the Company, as nominal defendant, as well as the Company’s directors, its Chief Financial Officer, and majority stockholder, JBS S.A. The complaint alleges, among other things, that (i) defendants permitted the Company to omit material information from its proxy statements filed in 2014 through 2017 related to the conduct of Wesley Mendonça Batista and Joesley Mendonça Batista, (ii) the individual defendants and JBS S.A. breached their fiduciary duties by failing to prevent the Company and its officers from engaging in an antitrust conspiracy as alleged in the Broiler Litigation and (iii) issuing false and misleading statements as alleged in the Hogan class action litigation. On May 17, 2018, the plaintiffs filed an unopposed motion to stay proceedings pending a final resolution of the Hogan class action litigation. The court-ordered deadline for the defendants to file an answer or otherwise respond to the complaint was originally set for July 30, 2018. This deadline was extended to August 31, 2018, at which time the plaintiffs filed an unopposed motion to voluntarily dismiss the complaint without prejudice. The Court granted the plaintiffs’ motion on September 4, 2018.

On January 25, 2018, a stockholder derivative action styled as *Sciabacucchi v. JBS S.A., et al.*, was brought against all of PPC’s directors, JBS S.A., JBS USA Holding Lux S.à r.l. (“JBS Holding Lux”) and several members of the Batista family, in the Court of Chancery of the State of Delaware (the “Chancery Court”). The complaint alleges, among other things, that the named defendants breached their fiduciary duties arising out of the Company’s acquisition of Moy Park. On March 15, 2018, the members of the Batista family were dismissed from the action without prejudice by stipulation. On March 20, 2018, nominal defendant PPC filed its answer. On March 20, 2018, the remaining defendants, including PPC’s directors, JBS S.A., and JBS Holding Lux moved to dismiss the complaint. On April 19, 2018, director defendants Bell, Macaluso, and Cooper filed their opening brief in support of their motion to dismiss. On April 19, 2018, defendants JBS S.A., JBS Holding Lux, and director defendants Lovette, Nogueira de Souza, Tomazoni, Farahat, Molina, and de Vasconcellos, Jr. filed their opening brief in support of their motion to dismiss. On May 24, 2018, Employees Retirement System of the City of St. Louis filed a derivative complaint, which was

virtually identical to the Sciabacucchi complaint. On July 2, 2018, the Chancery Court granted a stipulation consolidating the cases and making the first complaint (Sciabacucchi) the operative complaint. On July 3, 2018, the plaintiffs dismissed the Special Committee defendants—Bell, Macaluso and Cooper. On July 9, 2018, the plaintiffs dismissed de Vasconcellos, Jr. and filed their opposition to the motion to dismiss by the entity and non-Special Committee defendants, who filed their reply on August 9, 2018. On November 15, 2018, the parties argued the dismissal of the remaining defendants (JBS S.A.; JBS Holding Lux; and director defendants Lovette, Nogueira de Souza, Tomazoni, Farahat, and Molina) before the Chancery Court. After arguments concluded, the Chancery Court asked the parties to submit supplemental briefing on the viability of an additional ground for dismissal. The parties filed their respective supplemental briefs on December 21, 2018. The Chancery Court has denied the defendants' motion to dismiss, and the parties are negotiating the scope and schedule for discovery.

The Company believes it has strong defenses in each of the above litigations and intends to contest them vigorously. The Company cannot predict the outcome of these actions nor when they will be resolved. If the plaintiffs were to prevail in any of

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these litigations, the Company could be liable for damages, which could be material and could adversely affect its financial condition or results of operations.

J&F Investigation

On May 3, 2017, certain officers of J&F Investimentos S.A. (“J&F,” and together with the companies controlled by J&F, the “J&F Group”), a company organized in Brazil and an indirect controlling stockholder of the Company, including a former senior executive and former board members of the Company, entered into plea bargain agreements (collectively, the “Plea Bargain Agreements”) with the Brazilian Federal Prosecutor’s Office (Ministério Público Federal) (the “MPF”) in connection with certain misconduct by J&F and such individuals acting in their capacity as J&F executives. The details of such misconduct are set forth in separate annexes to the Plea Bargain Agreements, and include admissions of payments to politicians and political parties in Brazil during a ten-year period in exchange for receiving, or attempting to receive, favorable treatment for certain J&F Group companies in Brazil.

On June 5, 2017, J&F, for itself and as the controlling shareholder of the J&F Group companies, entered into a leniency agreement (the “Leniency Agreement”) with the MPF, whereby J&F assumed responsibility for the conduct that was described in the annexes to the Plea Bargain Agreements. In connection with the Leniency Agreement, J&F has agreed to pay a fine of 10.3 billion Brazilian reais, adjusted for inflation, over a 25-year period. Various proceedings by Brazilian governmental authorities remain pending against J&F and certain of its officers to potentially invalidate the Plea Bargain Agreements and impose more severe penalties for additional alleged misconduct that were not disclosed in the annexes to the Plea Bargain Agreements.

J&F is conducting an internal investigation in accordance with the terms of the Leniency Agreement, and has engaged outside advisors to assist in conducting this investigation, which is ongoing, and with which we are fully cooperating. JBS S.A. and the Company have engaged outside U.S. legal counsel to: (i) conduct an independent investigation in connection with matters disclosed in the Leniency Agreement and the Plea Bargain Agreements; and (ii) communicate with relevant U.S. authorities, including the Department of Justice regarding the factual findings of that investigation. Additionally, JBS S.A. and the Company have taken, and are continuing to take, measures to enhance their compliance programs, including to prevent and detect bribery and corruption. We cannot predict when the J&F and JBS S.A. investigations will be completed or the results of such investigations, including whether any litigation will be brought against us or the outcome or impact of any resulting litigation. We will monitor the results of the investigations. Any proceedings that require us to make substantial payments, affect our reputation or otherwise interfere with our business operations could have a material adverse effect on our business, financial condition and operating results.

Any further developments in these, or other, matters involving the controlling shareholders, directors, or officers of J&F, or other parties affiliated with us, could subject JBS S.A. and its subsidiaries (including the Company) to potential fines or penalties, may materially adversely affect the public perception or reputation of JBS S.A. and its subsidiaries (including the Company) and could have a material adverse effect on JBS S.A. and its subsidiaries (including the Company).

19. RELATED PARTY TRANSACTIONS

Pilgrim’s has been and, in some cases, continues to be a party to certain transactions with affiliated companies.

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| | Thirteen Weeks Ended | |
|---|-----------------------------|-----------------|
| | March 31, | April 1, |
| | 2019 | 2018 |
| | (In thousands) | |
| Sales to related parties: | | |
| JBS USA Food Company ^(a) | \$3,658 | \$1,529 |
| JBS Five Rivers | — | 7,096 |
| JBS Global (U.K.) Ltd. | 43 | — |
| JBS Chile Ltda. | 78 | 60 |
| Combo, Mercado De Congelados | 4 | — |
| Total sales to related parties | \$3,783 | \$8,685 |
| Cost of goods purchased from related parties: | | |
| JBS USA Food Company ^(a) | \$30,413 | \$27,824 |
| Seara Meats B.V. | 4,521 | 4,240 |
| JBS Aves Ltda. | — | 703 |
| JBS Toledo NV | 120 | 165 |
| Total cost of goods purchased from related parties | \$35,054 | \$32,932 |
| Expenditures paid by related parties: | | |
| JBS USA Food Company ^(b) | \$10,006 | \$10,499 |
| JBS Chile Ltda. | 5 | — |
| Total expenditures paid by related parties | \$10,011 | \$10,499 |
| Expenditures paid on behalf of related parties: | | |
| JBS USA Food Company ^(b) | \$2,203 | \$2,288 |
| Seara International Ltd. | — | 20 |
| Total expenditures paid on behalf of related parties | \$2,203 | \$2,308 |

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| | March 31, 2019 | December 30, 2018 |
|---|-------------------|----------------------|
| | (In thousands) | |
| Accounts receivable from related parties: | | |
| JBS USA Food Company ^(a) | \$788 | \$1,236 |
| JBS Chile Ltda. | 20 | — |
| Combo, Mercado de Congelados | — | 79 |
| Seara International Ltd. | 3 | 16 |
| JBS Global (U.K.) Ltd. | 43 | — |
| Total accounts receivable from related parties | \$854 | \$1,331 |
| Accounts payable to related parties: | | |
| JBS USA Food Company ^(a) | \$4,562 | \$5,121 |
| Seara Meats B.V. | 930 | 2,142 |
| JBS Chile Ltda. | — | 6 |
| JBS Toledo NV | 58 | — |
| Total accounts payable to related parties | \$5,550 | \$7,269 |

(a) The Company routinely executes transactions to both purchase products from JBS USA Food Company (“JBS USA”) and sell products to them. As of March 31, 2019, approximately \$1.7 million of goods purchased from JBS USA were in transit and not reflected on our Condensed and Consolidated Balance Sheet. The Company has an agreement with JBS USA to allocate costs associated with JBS USA’s procurement of SAP licenses and maintenance services for its combined companies. Under this agreement, the fees associated with procuring SAP licenses and maintenance services are allocated between the Company and JBS USA in proportion to the percentage of licenses used by each company. The agreement expires on the date of expiration, or earlier termination, of the underlying SAP license agreement. The Company also has an agreement with JBS USA to allocate the costs of supporting the business operations by one consolidated corporate team, which have historically been supported by their respective corporate teams. Expenditures paid by JBS USA on behalf of the Company will be reimbursed by the Company and expenditures paid by the Company on behalf of JBS USA will be reimbursed by JBS USA. This agreement expires on December 31, 2019.

20. SEGMENT REPORTING

The Company operates in three reportable business segments, U.S., U.K. and Europe, and Mexico. The Company measures segment profit as operating income. Corporate expenses are allocated to Mexico based upon various apportionment methods for specific expenditures incurred related thereto with the remaining amounts allocated to the U.S.

Information on segments and a reconciliation to income before income taxes are as follows:

| | Thirteen Weeks Ended | |
|------------------|----------------------|--------------------|
| | March 31, 2019 | April 1, 2018 |
| Net Sales | (In thousands) | |
| U.S. | \$1,883,591 | \$1,841,105 |
| U.K. and Europe | 514,962 | 544,300 |
| Mexico | 326,122 | 361,273 |
| Total | \$2,724,675 | \$2,746,678 |

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| | Thirteen Weeks Ended March 31, April 1, 2019 2018 | |
|--|--|------------|
| Operating Income (In thousands) | | |
| U.S. | \$ 114,840 | \$ 127,286 |
| U.K. and Europe | 12,714 | 21,413 |
| Mexico | 9,464 | 52,870 |
| Elimination | 24 | |