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OFFICE OF POLICY AND EVALUATION

December 16, 2003

Page 2

ODS membership has changed during this year. Tyson Foods, Inc., has resigned its membership in ODS, and Sanderson Farms has been added as a new member. As of the date of this written statement, the following constitutes the membership of ODS:

1) AJC International, Inc.
5188 Roswell Road
Atlanta, GA 30342

2) Cagle's, Inc.
2000 Hills Avenue, NW
Atlanta, GA 30318

3) Peterson Farms
~~1745 Crystal Lake Road~~

P.O. Box 248
Decatur, AR 72722

4) Pilgrim's Pride Corp.
110 South Texas Street
P.O. Box 93
Pittsburgh, TX 75686

5) Wayne Farms LLC
4110 Continental Drive
Bldg. A
Oakwood, GA 30566

6) Sanderson Farms, Inc.
225 N. 13th Ave.
Laurel, MS 39440

Pursuant to 15 U.S.C. § 65, we report that there have been no changes to
ODS's Certificate of Organization or Operating Agreement

December 16, 2003
Page 3

This statement should provide all the information required for the Yearly Statement of Overseas Distribution Solutions, L.L.C. Should you desire additional information or have any questions please contact the undersigned

HOLLAND & KNIGHT LLP



Ronald A. Oleynik

DISTRICT OF COLUMBIA

STATE OF _____

COUNTY OF _____

Sworn to (or affirmed) and subscribed before me this 16th day of December, 2003, by Ronald A. Oleynik who is personally known to me or has produced _____ as Identification