

If you are a current or former Gold'n Plump processing or sanitation employee, you could get a payment from a settlement.

A federal court authorized this Notice. This is not a solicitation from a lawyer. You are not being sued.

- A settlement between Gold'n Plump and employees will provide \$1.2 million in overtime back pay to certain current and former employees who worked for Gold'n Plump.
- In addition, as explained in this Notice, the settlement requires Gold'n Plump to change its pay practices to compensate current and future employees for time related to putting on and taking off (“donning and doffing”) required clothing and equipment.
- The settlement resolves a lawsuit over whether under federal, Minnesota, and Wisconsin law, Gold'n Plump is required to pay its employees for time spent donning and doffing required clothing and equipment. The settlement avoids costs and risks from continuing the lawsuit, and releases Gold'n Plump from liability.
- Your legal rights are affected whether you act, or don't act. **Read this Notice carefully.**

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT	
SUBMIT A CLAIM FORM BY JUNE 1, 2008.	The only way to get a payment.
EXCLUDE YOURSELF BY MARCH 31, 2008.	Get no payment for some claims. This is the only option that allows you to ever be a part of any other lawsuit against Gold'n Plump about the specific state law legal claims in this case.
OBJECT BY MARCH 31, 2008.	Write to the Court and the lawyers in this case about why you don't like the settlement. See Question 17.
DO NOTHING.	Get no payment. Give up rights.

- These rights and options—and the deadlines to exercise them—are explained in this Notice. To ask for payment, you must act by June 1, 2008.
- The Court in charge of this case still has to decide whether to approve the settlement. Payments will be made if the Court approves the settlement and after appeals, if any, are resolved. Please do not call the Court to find out if or when you will get paid.

QUESTIONS CALL 1-877-242-4875 TOLL FREE, OR VISIT GOLDNPLUMPSETTLEMENT.COM

WHAT THIS NOTICE CONTAINS

BASIC INFORMATION PAGE 3

- 1. Why did I get this Notice package?
- 2. What is this lawsuit about?
- 3. Why is this a class action?
- 4. Why is there a settlement?

WHO IS IN THE SETTLEMENT PAGE 4

- 5. How do I know if I am part of the settlement?
- 6. I'm still not sure if I'm included.

THE SETTLEMENT BENEFITS -- WHAT YOU GET PAGE 4

- 7. What does the settlement provide?
- 8. How much will my payment be?

HOW YOU GET A PAYMENT -- SUBMITTING A CLAIM FORM PAGE 5

- 9. How can I get a payment?
- 10. When would I get my payment?
- 11. What am I giving up to get a payment or stay in the Class?

IF YOU DO NOT WANT PAYMENT FROM THE SETTLEMENT FOR YOUR STATE LAW CLAIMS PAGE 5

- 12. How do I get out of the settlement?
- 13. If I don't exclude myself, can I sue Gold'n Plump for the same thing later?
- 14. If I exclude myself, can I get money from this settlement?

THE LAWYERS REPRESENTING YOU PAGE 6

- 15. Do I have a lawyer in this case?
- 16. How will the lawyers be paid?

OBJECTING TO THE SETTLEMENT PAGE 7

- 17. How do I tell the Court that I don't like the settlement?
- 18. What's the difference between objecting and excluding?

THE COURT'S FINAL APPROVAL HEARING PAGE 7

- 19. When and where will the Court decide whether to approve the settlement?
- 20. Do I have to come to the hearing?

IF YOU DO NOTHING PAGE 8

- 21. What happens if I do nothing at all?

GETTING MORE INFORMATION PAGE 8

- 22. Are there more details about the settlement?
- 23. How do I get more information?

BASIC INFORMATION

1. Why did I get this Notice package?

In 2006, you filled out a form saying that you wanted to be included in the case against Gold'n Plump Poultry, Inc. Once that form was filed with the Court in this case, you became a part of the lawsuit known as *Frank, et al. v. Gold'n Plump Poultry, Inc.*, Civil Action No. 04-1018 (PJS/RLE) (District of Minnesota).

The Court sent you this Notice because you have a right to know about a proposed settlement of the lawsuit, and about all of your options, before the Court decides whether to approve the settlement. If the Court approves the settlement and after objections and appeals, if any, are resolved, an administrator appointed by the Court will make the payments that the settlement allows. If you fill out the claim form attached to this Notice, you will be informed of the progress of the settlement.

This Notice explains the lawsuit, the settlement, your legal rights, what benefits are available, who is eligible for them, and how to get them. Some people who worked at Gold'n Plump's poultry processing plants may have received a different Notice than you. A different Notice was sent to persons who did not fill out the form that you did, saying you wanted to be part of the lawsuit.

2. What is this lawsuit about?

Processing and sanitation employees claim that they did not receive overtime wages for time spent "donning and doffing" required clothing and equipment, for sanitizing required clothing and equipment, and for walking time. Former and current employees filed a complaint asking for money representing back pay for the time spent donning and doffing under the federal Fair Labor Standards Act ("FLSA"), Minnesota Fair Labor Standards Act ("MFLSA"), Wisconsin Fair Labor Standards Act ("WFLSA"), and Wisconsin and Minnesota common law.

Gold'n Plump does not admit liability by settling this case. Gold'n Plump denies all allegations asserted in this lawsuit. Gold'n Plump contends that it has paid employees all wages and overtime due for compensable work. Gold'n Plump also contends that it has fully complied with all applicable federal and state wage and hour laws, including the FLSA, the MFLSA, and the WFLSA. To the extent there was any violation of the federal or state fair labor standards acts, Gold'n Plump contends that its actions were taken in the good faith belief that it paid wages and overtime in full compliance with applicable federal and state law.

3. Why is this a collective and class action?

This lawsuit was previously certified as a collective action under the federal FLSA. In this type of lawsuit, one or more persons who have similar claims under the federal FLSA for unfair payment of wages join together in a single lawsuit. In this Notice, employees who joined this lawsuit to pursue federal FLSA claims are called the "FLSA Class."

This lawsuit was also brought as a class action under Minnesota and Wisconsin laws that are similar to the federal FLSA, as well as under state common law. In this Notice, employees who have state law claims are called the "Rule 23 Settlement Class."

You are automatically included in the Rule 23 Settlement Class if you currently work or formerly worked as a processing or sanitation employee at Gold'n Plump during the times set forth in paragraph 5 of this Notice. The Rule 23 Settlement Class is represented by Named Plaintiffs Jason Frank, Erich Peasley, William Waters, and Robert Wilhelm, who are former and current employees, and who are also called "Class Representatives" in this Notice.

The Honorable Patrick J. Schiltz of the United States District Court for the District of Minnesota is overseeing this action.

4. Why is there a settlement and what does it say?

The Court did not finally decide in favor of Named Plaintiffs or Gold'n Plump. Instead, both sides agreed to a settlement after nearly four years of litigation and negotiation, only a few weeks before a trial was scheduled to take place.

The Named Plaintiffs and Settlement Class Counsel have concluded, based upon their extensive investigation, and accounting for the sharply contested factual and legal issues involved, the expense and time necessary to prosecute the Action through trial, the risks and costs of further litigation, the uncertainties of complex litigation, and the substantial benefits to be received pursuant to this settlement, that a settlement with Gold'n Plump is fair, reasonable, and adequate, and in the best interests of the Named Plaintiffs and the Plaintiff Class. The Court had previously dismissed certain state common law claims in this lawsuit, and had set a trial date for a group of employees for February 2008. By settling, everyone avoids the cost of a trial, and the employees affected will get compensation.

WHO IS IN THE SETTLEMENT

5. How do I know if I am part of the settlement?

You are part of the settlement of the federal FLSA claims because you filled out a form between January 31, 2006 and May 1, 2006, asking to be included in the case against Gold'n Plump. This form was filed with the U.S. District Court for the District of Minnesota. The settlement covers the following group of people, called the "FLSA Class":

All current or former production or sanitation employees, defined as hourly nonexempt employees in live receiving, evisceration, second processing, and sanitation, who filed opt-in notices in the Action and who worked for Gold'n Plump at any time in the three years preceding the date the employee opted into this Action, including all of the Named Plaintiffs and the persons who were the subject of ECF No. 319, shall be members of the "FLSA Class." Persons who opted into this lawsuit but who did not work in live receiving, evisceration, second processing, or sanitation at any time in the three years preceding the date the employee opted into this Action are not part of the FLSA Class.

You are also automatically part of the settlement of the state law claims if you are included in the following group of people, called the "Rule 23 Settlement Class" (unless you exclude yourself from the settlement of state law claims as explained in paragraph 12 of this Notice):

All current or former production or sanitation employees, defined as hourly nonexempt employees in live receiving, evisceration, second processing, and sanitation, who worked for Gold'n Plump in Minnesota at any time between February 24, 2001 and December 21, 2007, or who worked for Gold'n Plump in Wisconsin at any time between February 24, 2002 and December 21, 2007, shall be members of the "Rule 23 Settlement Class."

If you are a part of the Rule 23 Settlement Class, you possibly have additional overtime back pay due to you. The Rule 23 Settlement Class does not cover current or former sanitation workers for periods when they worked for Kaiser's Contract Cleaning Specialists, Inc.

All employees who belong to either the FLSA Class or the Rule 23 Settlement Class (or both classes) are called "Class Members" in this Notice.

6. I'm still not sure if I am included.

If you are still not sure whether you are included, you can ask for free help. You can call 1-877-242-4875 or visit www.goldnplumpsettlement.com for more information. Or you can fill out and return the claim form described in question 9, to see if you qualify.

THE SETTLEMENT BENEFITS—WHAT YOU GET

7. What does the settlement provide?

A \$1.2 million fund will be divided among all Class Members (and the Class Representatives) who submit a valid claim form.

In addition, the settlement requires Gold'n Plump to change its pay practices shortly after this settlement becomes effective. In particular, before and after shifts Gold'n Plump is required to permit its employees to punch in before donning required clothing and equipment that they are not permitted to take home, and to punch out after doffing required clothing and equipment they are not allowed to take home. Gold'n Plump may still set the earliest time at which employees may punch in, and may also require employees to punch out immediately after doffing clothing and equipment. Gold'n Plump must also provide a 33 minute meal break (30 minutes of which will be unpaid) to employees who are entitled to a meal break.

8. How much will my payment be?

You will not be paid a set amount—each employee's payment will be slightly different, because the settlement payment represents a "back pay" award for overtime hours worked in eligible positions during the time periods specified in paragraph 5 of this Notice.

The claims administrator and Settlement Class Counsel will calculate your payment according to the formula specified in the Settlement Agreement, using information from your payroll records. You must submit a claim form to be eligible to receive a payment, but you do not have to calculate your payment, or provide any records.

If you have more questions about how your payment will be calculated, please consult the settlement agreement, or call 1-877-242-4875.

HOW YOU GET A PAYMENT—SUBMITTING A CLAIM FORM

9. How can I get a payment?

You must send in a claim form to be eligible to receive a payment. A claim form is attached to this Notice. Fill out the form, and mail it in the enclosed business reply envelope, postmarked no later than **June 1, 2008**.

You may also get a claim form on the internet at www.goldnplumpsettlement.com or by calling 1-877-242-4875.

10. When would I get my payment?

The Court will hold a hearing on **April 17, 2008**, to decide whether to approve the settlement. If the judge overseeing the settlement approves it after that, there may be appeals. Everyone who sends in a claim form will be informed of the progress of the settlement. Please be patient.

11. What am I giving up to get a payment or stay in the Class?

You are not giving up any new rights by being in the FLSA Class, because you already agreed to be bound by any judgment on your FLSA claims when you filled out your form and joined the action. You cannot exclude yourself from the FLSA Class.

But if you also qualify to be a member of the Rule 23 Settlement Class, you *can* choose to exclude yourself from that class. Unless you exclude yourself, you are staying in the Rule 23 Settlement Class, and that means that you can't sue, continue to sue, or be part of any other lawsuit against Gold'n Plump about the state law legal issues in *this* case. It also means that all of the Court's orders will apply to you and legally bind you.

IF YOU DO NOT WANT PAYMENT FROM THE SETTLEMENT FOR YOUR STATE LAW CLAIMS

If you don't want a payment for your state law claims, but you want to keep the right to sue or continue to sue Gold'n Plump on your own for those claims, then you must take steps to get out of the Rule 23 Settlement Class. This is called excluding yourself from, or "opting out" of, the Rule 23 Settlement Class.

12. How do I get out of the settlement of the state law claims?

To exclude yourself from the Rule 23 Settlement Class, you must send a letter by mail, saying that you want to be excluded from *Frank, et al. v. Gold'n Plump Poultry, Inc.*, Civil Action No. 04-1018 (PJS/RLE). You must include your full name, address, telephone number, social security number, dates you worked for Gold'n Plump and what position(s) you worked in, and your signature, and a statement saying you want to be excluded from the Rule 23 Settlement Class, or a subject line called "Request for Exclusion." You should sign the letter, or have a person whom you have authorized to sign documents for you sign it on your behalf.

If you ask to be excluded, you cannot object to the settlement of the state law claims, and you cannot get any payment for your state law claims. You will not be legally bound by anything that happens in the state law part of the lawsuit. You may be able to sue (or continue to sue) Gold'n Plump for your state law claims in the future.

You must mail your exclusion request postmarked no later than March 31, 2008 to:

<i>Clerk of Court</i>	<i>Settlement Class Counsel</i>	<i>Gold'n Plump Counsel</i>
United States District Court	T. Joseph Snodgrass	R. Scott Davies
for the District of Minnesota	Larson King, LLP	Briggs and Morgan, P.A.
202 U.S. Courthouse	2800 Wells Fargo Place	2200 IDS Center
300 South Fourth Street	30 East Seventh Street	80 South Eighth Street
Minneapolis, MN 55415	St. Paul, MN 55101	Minneapolis, MN 55402

13. If I don't exclude myself, can I sue Gold'n Plump for the same thing later?

No. Unless you exclude yourself, you give up any right to sue Gold'n Plump for the state law claims that this settlement resolves. If you have another lawsuit, speak to your lawyer in that case immediately. You must exclude yourself to continue your own lawsuit against Gold'n Plump for the state law claims that this settlement resolves. Remember, the exclusion deadline is March 31, 2008.

14. If I exclude myself, can I get money from this settlement?

If you file a valid and timely claim form, you will get money from this settlement for your federal FLSA claims because you are a member of the FLSA Class. If you exclude yourself from the Rule 23 Settlement Class, you will *not* get any money for state law claims. But note that if you exclude yourself from the Rule 23 Settlement Class and you are currently employed by Gold'n Plump, any changes made to Gold'n Plump's policies about the payment of wages to processing employees—such as payment of overtime—will still apply to you.

THE LAWYERS REPRESENTING YOU

15. Do I have a lawyer in this case?

Any Class Member who submits a claim form and does not ask to be excluded has a lawyer in this case. The Court has designated Larson · King, LLP, and Zimmerman Reed, PLLP, as Settlement Class Counsel for the Class.

You may enter an appearance in the action personally or through your own counsel at your own expense. If not, you will be represented by Settlement Class Counsel. ***You will not have to pay attorneys' fees or expenses unless you retain your own counsel, which will be at your own expense.***

16. How will the lawyers be paid?

You do not have to pay the lawyers in this case to get a payment from the \$1.2 million fund, or to benefit from Gold'n Plump's change in pay practices after the settlement becomes effective.

Settlement Class Counsel will request the Court to confirm an award of \$2,675,000 to reimburse them for expenses during four years of litigation, to notify you of this settlement, to compensate the claims administrator to review all submitted claims, and to pay the legal fees involved in obtaining back pay awards and the change in pay practices.

Settlement Class Counsel's expenses include but are not limited to the costs of 1) obtaining independent expert advice on how much time employees spend donning and doffing, 2) employing court reporters to take down the deposition testimony of nearly 30 Gold'n Plump witnesses, and 3) employing a claims administrator that will calculate the back pay owed to employees, based upon pay records, and will dispense payments to employees who submit a valid Claim Form. Settlement Class Counsel's legal fees represent the costs of working to obtain compensation for former, current, and future employees who may be affected by this settlement. The legal fees and expenses will not reduce the amount available for employees and to pay the Class Representatives, nor will legal fees reduce future relief. Gold'n Plump will separately pay the legal fees and expenses.

In addition, Settlement Class Counsel request the Court to confirm an award of \$12,500 each to Jason Frank, Erich Peasley, Robert Wilhelm, and William Waters for their services as Class Representatives. These services include initiating this lawsuit, testifying at deposition, and providing information to Settlement Class Counsel.

OBJECTING TO THE SETTLEMENT

You can tell the Court that you don't agree with the settlement or some part of it.

17. How do I tell the Court that I don't like the settlement?

You can object to the settlement if you don't like any part of it. You can give reasons why you think the Court should not approve it. The Court will consider your views. To object, you must file a signed letter saying that you object to the settlement in *Frank, et al. v. Gold'n Plump Poultry, Inc.*, Civil Action No. 04-1018 (PJS/RLE). In your letter you must a) include your full name, address, telephone number, social security number, the dates you worked at Gold'n Plump and what position(s) you worked in, and b) list the specific grounds for the objections. You do not have to come to the Final Approval Hearing for the Court to consider your objections.

Your objection must be sent to the Court and to Settlement Class Counsel and Gold'n Plump's counsel at the following three addresses, postmarked no later than March 31, 2008:

Clerk of Court
United States District Court
for the District of Minnesota
202 U.S. Courthouse
300 South Fourth Street
Minneapolis, MN 55415

Settlement Class Counsel
T. Joseph Snodgrass
Larson King, LLP
2800 Wells Fargo Place
30 East Seventh Street
St. Paul, MN 55101

Gold'n Plump Counsel
R. Scott Davies
Briggs and Morgan, P.A.
2200 IDS Center
80 South Eighth Street
Minneapolis, MN 55402

18. What's the difference between objecting and excluding?

Objecting is simply telling the Court that you don't like something about the settlement. You can object only if you stay in the Class. Excluding yourself is telling the Court that you don't want to be part of the Class. If you exclude yourself, you have no basis to object because the case no longer affects you. As noted already, you cannot exclude yourself from the FLSA Class because you already agreed to be bound by any judgment on your FLSA claims when you filled out your form and joined the action.

THE COURT'S FINAL APPROVAL HEARING

The Court will hold a hearing to decide whether to approve the settlement. You may attend and you may ask to speak, but you don't have to.

19. When and where will the Court decide whether to approve the settlement?

The Court will hold a Final Approval Hearing at 8 a.m. on Thursday, April 17, 2008, at the United States District Court for the District of Minnesota, 778 Federal Building, 316 N. Robert Street, St. Paul, Minnesota, in Courtroom 3. At this hearing the Court will consider whether the settlement is fair, reasonable, and adequate. If there are objections, the Court will consider them. After the hearing, the Court will decide whether to approve the settlement.

20. Do I have to come to the hearing?

No. Settlement Class Counsel will answer questions the judge in this case may have. But, you are welcome to come at your own expense, and to speak in favor of, or against, the settlement.

If you send an objection, you don't have to come to Court to talk about it. As long as you mailed your written objection on time, the Court will consider it. You may also pay your own lawyer to attend, but it's not necessary.

IF YOU DO NOTHING

21. What happens if I do nothing at all?

If you do not send in the Claim Form, you will not get any payment. If you do not send in an Exclusion Form, you will give up your right to sue Gold'n Plump for claims this settlement resolves under Minnesota and Wisconsin law.

GETTING MORE INFORMATION

22. Are there more details about the settlement?

This Notice summarizes the proposed settlement. More details are in the Settlement Agreement. You can get a copy of the Settlement Agreement by writing to Settlement Class Counsel at the addresses listed above, by visiting www.goldnplumpsettlement.com, or by calling 1-877-242-4875.

23. How do I get more information?

You can call 1-877-242-4875 toll free; write to:

Gold'n Plump Settlement
P.O. Box 2002
Chanhassen, MN 55317-2002

or visit the website at www.goldnplumpsettlement.com, where you will find answers to common questions about the settlement, a claim form, plus other information to help you determine whether you are a Class Member and whether you are eligible for a payment.

DATE: FEBRUARY 22, 2008

PLEASE DO NOT CONTACT THE COURT OR THE CLERK'S OFFICE FOR INFORMATION

Gold'n Plump Claims Administrator
Analytics, Inc.
P.O. Box 2002
Chanhassen, MN 55317-2002

Complete and Sign
this Form and Return
Postmarked No Later Than
June 1, 2008

GOLD'N PLUMP SETTLEMENT CLAIM FORM

**WRITE ANY NAME AND ADDRESS CORRECTIONS BELOW OR
IF THERE IS NO PREPRINTED DATA TO THE LEFT, YOU MUST
PROVIDE YOUR NAME AND ADDRESS HERE:**

Name:

Address:

City:

State and Zip Code:

PLEASE COMPLETE THE FOLLOWING:

Home or Cell Telephone:

Work Telephone (not required):

Dates worked for Gold'n Plump, and location(s) (not required):

Social Security Number (required):

I VERIFY THAT THE INFORMATION LISTED ABOVE IS TRUE AND CORRECT.

Signature:

**COMPLETE AND RETURN THIS FORM IN THE BUSINESS REPLY ENVELOPE INCLUDED WITH
THIS PACKET NO LATER THAN JUNE 1, 2008. YOUR ENVELOPE MUST BE POSTMARKED BY
JUNE 1, 2008.**

GOLD'N PLUMP CLAIMS ADMINISTRATOR

Analytics, Inc.
P.O. Box 2002

Chanhassen, MN 55317-2002

Telephone: 1-877-242-4875

www.goldnplumpsettlement.com