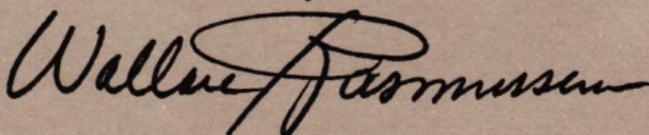

Employee Stock Ownership Plan

**Now you can share
in the increased growth and
profitability of
Beatrice Foods Co.**

You are a valued member of the Beatrice team. As such, you will receive, over the next few years, a number of shares of stock of Beatrice Foods. This brochure provides all the details of the plan.

We are pleased to provide this benefit and are confident that its value will grow through the years as we each do our very best job.

Sincerely,

A handwritten signature in black ink that reads "Wallace Rasmussen". The signature is written in a cursive style with a large, prominent initial "W".

Wallace Rasmussen
Chairman of the Board &
Chief Executive Officer

About This Brochure

Beatrice Foods Co. is a unique and successful organization. Over the years, your Company has grown in sales and profitability. This growth means a great deal to *you* because, through one of Beatrice's Benefit Plans, you may be a Company stockholder. As such, you own part of the Company and can share in the benefits of growth and profitability.

Which Plan are we talking about? It's the Employee Stock Ownership Plan, commonly called the TRASOP.

The TRASOP is a very important part of your employment with Beatrice. First of all, the TRASOP gives you the opportunity to own shares of Company stock. As a stockholder, you share in the value of the Company you work with every day. Second, the Company stock you receive from the TRASOP is provided at *no cost to you*. Third, as Beatrice continues to be successful, the stock's value is expected to increase. Your individual performance is quite important because it can affect the profits . . . and the profits affect the value of your stock.

Beatrice wants you to understand the TRASOP and the benefits that are available for you. The following highlights give you a brief overview of this important Plan.

of *Beatrice Foods Co.* (hereinafter referred to as the Company), by the holder hereof in person or by its duly authorized officers, and the shares represented hereby, were incorporated under the laws of the State of New York, and the same are hereby accepted by me, the undersigned, as validly issued and in full payment of the purchase price therefor. This certificate is not valid unless countersigned by the Treasurer of the Company, and the seal of the Company is hereunto affixed.

Dated _____

REGISTERED:

THE **MANHATTAN BANK**
(NATIONAL ASSOCIATION)

REGISTRAR

BY _____

AUTHORIZED SIGNATURE



COUNTERSIGNED BY

MORGENSTERN

BY

COMPANY

YOUR AGENT

AUTHORIZED OFFICER

Your Participation

You become a TRASOP participant on the first day of the month after you fulfill the following requirements:

- you are a participant in the Beatrice Retirement Income Plan (BRIP)
- you are at least 25 years old
and
- you complete three years of employment

For purposes of this Plan, a *year of employment* means a 12 consecutive month period, beginning on your hire date with Beatrice, or with any Company acquired by Beatrice, when you work at least 1,000 hours.

An *hour of service* is each hour for which you are directly or indirectly paid or entitled to payment for performing the duties of your job. This includes vacation pay, sick pay and disability pay. So, if you work an 8-hour day and a 40-hour week for 52 weeks, you will accumulate 2,080 hours of service in one year.

Many of you are already TRASOP participants and have begun earning your shares of Company stock.

Once you become a TRASOP participant, your participation continues until the last day of the year in which your active participation under the BRIP ends, due to termination of employment or transfer.



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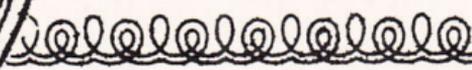
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Annual Contribution

The benefits you receive from the TRASOP come from Company contributions. You do not pay *anything* for your Company stock.

Because Beatrice offers the TRASOP to employees and funds the Plan with shares of common stock of the Company, Beatrice is entitled to an additional 1% tax investment credit on its corporate federal income tax return. So, the amount of the Company's contribution to the TRASOP each year is equal to the 1% additional tax credit that Beatrice receives.

When the contribution is made, it is in the form of shares of the Company's common stock. The stock's value is based on the average market value as determined immediately before the contribution is made.

All contributions to the TRASOP are held in trust by a bank for TRASOP participants.



Your Share of Each Contribution

You receive a share of the Company's annual contribution as long as you are a TRASOP participant. The amount of your share is based on your Covered Compensation (up to \$100,000) as a percentage of the total Covered Compensation of all TRASOP participants for that year.

Covered Compensation means your W-2 earnings for the year.

For example, let's say your W-2 earnings for one year equal \$10,000 and the total W-2 earnings for all TRASOP participants equals \$100,000,000. Then let's say that Beatrice's annual contribution to the TRASOP is 30,000 shares of stock. Here's how your share of the contribution for that year is calculated:

$$\frac{\$ 10,000}{\$100,000,000} = .0001$$

$$30,000 \text{ shares of stock} \times .0001 = 3 \text{ shares of stock}$$

So, you receive three shares of Company stock for that year.

Your TRASOP Account

Your Company stock is credited to an account established for you, called your Beatrice TRASOP Account.

So that you can keep track, Beatrice will send you a report, once a year, showing the total value of your account balance. You will receive this report after the end of the Company's fiscal year which is the last day of February.



U.S. POSTAGE

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Your Dividends

Your stock is credited with dividend payments. These dividends are reinvested in additional shares of Company stock and are credited to your TRASOP account.

Your Voting Rights

You are entitled to vote the whole shares of stock credited to your account. Any fractional shares are voted by the trustee according to your instructions. You will receive the appropriate forms for your instructions.

As part-owners of the Company, you also receive all of the information that Beatrice furnishes its stockholders, such as annual reports.

Receiving Your TRASOP Benefits

Your shares of stock are held in your account throughout the length of your employment. You are eligible to receive your TRASOP benefits, as a one-time distribution, after your employment with the Company ends.

Distribution of your account will be in full shares of Company stock. Any fractional shares will be paid in cash. You'll receive a Beatrice stock certificate showing the number of shares you own.

You can expect your distribution after the end of the fiscal year (last day of February) in which your employment ends.

If you die before receiving your TRASOP benefits, your account is distributed to the beneficiary you name under the Company's Group Term Life Insurance Plan.

The benefits you are entitled to receive from the TRASOP cannot be voluntarily or involuntarily assigned or alienated.

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Can You Lose Your TRASOP Benefits?

No, you cannot lose your TRASOP benefits. You are vested in your stock as soon as it is credited to your TRASOP account. The term *vested* means you have a permanent right to the full value of your TRASOP account.

Does the TRASOP Reduce Any Other Benefits?

No, it does not. The TRASOP does *not* take *anything* away from any other benefits you have through your employment with the Company.

A Final Note

As your employment continues, your TRASOP account can grow in several ways. First, the actual number of your shares of Company stock will increase because of future contributions to the Plan. Second, the dividends on your stock will buy additional shares which are credited to your TRASOP account. Third, the value of your Company stock is expected to increase as Beatrice continues to be successful. So, the individual efforts you contribute every day give you a stake in the future of your Company

After you receive your stock, you are eligible to sell it at any time. However, Beatrice hopes that you will continue to be a valued stockholder of the Company, even after your employment ends. Based upon existing government regulations, the program will expire in 1983.

**For further information, contact the Employee
Benefits Department, Beatrice Foods Co.,
120 S. La Salle Street, Chicago, Illinois.**