



fieldale farms corporation

MINUTES
FIELDALE FARMS CORPORATION
SPECIAL SHAREHOLDERS MEETING
MARCH 4, 2010

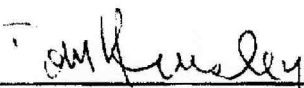
Pursuant to a request by shareholders owning 36.4% of the company and written notice to each shareholder timely mailed on February 22, 2010, the shareholders met at 10:00 a.m. on Thursday, March 4, 2010 in the Baldwin office. Gus Arrendale served as chairman of the meeting and Tom Hensley as secretary. Tom Hensley read the attached letter to the shareholders from Betty Goldberg.

Chairman Arrendale noted that the By-Laws give the shareholders the right to remove a director with or without cause. He announced that the business purpose of the meeting was to consider and vote upon removal of Mrs. Betty Hatfield Goldberg as a director of the company. Chairman Arrendale noted that the By-Laws require that more than 50% of the shareholders be represented at the meeting in order for there to be a quorum. He asked Tom Hensley if in fact a quorum was present. Tom stated that 100% of the shares were represented either in person or proxy and that therefore the necessary quorum was in attendance. William House, co-trustee of the Joe S. Hatfield, Jr. Residuary Trust was present to vote the shares formerly owned by Joe S. Hatfield, Jr., and Gus Arrendale, through his power of attorney, was present to vote the shares by Winifred S. Arrendale.

Chairman Arrendale asked if anyone had any questions about the business to be conducted. There being none, he asked if there was a motion in this matter of business.

William House moved that Betty Hatfield Goldberg be removed as a director of the company. Howard Watkins seconded the motion. Chairman Arrendale asked if there was any further discussion on the motion. There being none, he asked all in favor of the motion to raise their hands. Shares representing 5,215,458 voted yes on the motion, that being all shares present at the meeting. Tom Hensley noted that Betty Goldberg had submitted her proxy representing 1,162,133 shares voting No. Therefore, the motion passed by a margin of 81.78% to 18.22%. Chairman Arrendale noted that since a majority of the outstanding shares voted for her removal. Mrs. Goldberg is hereby removed as a director of the company.

Chairman Arrendale asked if there was any other business to be discussed in the meeting. There being none, he declared the meeting adjourned.


Tom Hensley, Secretary


Gus Arrendale, Chairman