FORM PREC14A

Preliminary proxy statement in connection with contested solicitations

Filing Date: **1994-04-15**
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SUBJECT COMPANY

WLR FOODS INC

CIK:**760775**| IRS No.: **541295923** | State of Incorp.:**VA** | Fiscal Year End: **0630**
Type: **PREC14A** | Act: **34** | File No.: **000-17060** | Film No.: **94522959**
SIC: **2015** Poultry slaughtering and processing

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7038674001

FILED BY

TYSON FOODS INC

CIK:**100493**| IRS No.: **710225165** | State of Incorp.:**DE** | Fiscal Year End: **0930**
Type: **PREC14A**
SIC: **2015** Poultry slaughtering and processing

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2210 W OAKLAWN DR
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PRELIMINARY DRAFT

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the registrant / /

Filed by a party other than the registrant /X/

Check the appropriate box:

/X/ Preliminary proxy statement

/ / Definitive proxy statement

/ / Definitive additional materials

/ / Soliciting material pursuant to Rule 14a-11(c) or Rule 14a-12

WLR FOODS, INC.
(Name of Registrant as Specified in Its Charter)

TYSON FOODS, INC.
WLR ACQUISITION CORP.
(Name of Person(s) Filing Proxy Statement)

/ / $125 per Exchange Act Rule 0-11(c)(1)(ii), 14a-6(i)(1), or 14a-6(j)(2).

/ / $500 per each party to the controversy pursuant to Exchange Act Rule 14a-6(i)(3).

/X/ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies: Common Stock, no par value

(2) Aggregate number of securities to which transaction applies: 10,367,130 shares

(3) Per unit price or other underlying value of transaction computed

pursuant to Exchange Act Rule 0-11: $30.00

(4) Proposed maximum aggregate value of transaction: $311,013,900.00

Pursuant to, and as provided by, Rule 0-11(c), the filing fee of $62,202.78 is based upon 1/50 of 1% of the Transaction Valuation of the purchase, at $30.00 per share, net to the seller in cash, of 10,367,130 shares of Common Stock of WLR

Foods, Inc., which is equal to (i) the number of Shares (10,967,193) outstanding as reported in the Quarterly Report on Form 10-Q of WLR Foods, Inc. for the fiscal quarter ended January 1, 1994, minus (ii) the number of Shares (600,063) beneficially owned by WLR Acquisition Corp. and its affiliates on the date hereof.

/X/ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid: $62,202.78

(2) Form, schedule or registration statement no.: Schedule 14D-1

(3) Filing party: Tyson Foods, Inc. and WLR Acquisition Corp.

(4) Date filed: March 9, 1994

REVISED PRELIMINARY DRAFT 4/15/94

Proxy Statement
of
Tyson Foods, Inc.
and
WLR Acquisition Corp.
for the
Special Meeting of Shareholders
of
WLR FOODS, INC.
TO BE HELD ON _____, 1994

Dear Fellow Shareholders:

This Proxy Statement is furnished by Tyson Foods, Inc., a Delaware corporation ("Tyson"), and by WLR Acquisition Corp., a Delaware corporation (the "Purchaser") and a wholly-owned subsidiary of Tyson, in connection with their solicitation of proxies to be used for the purposes described herein at the Special Meeting of Shareholders of WLR Foods, Inc., a Virginia corporation (the "Company"), to be held on _____, 1994 at _____ [A.M.], at _____, _____, and at any adjournments or postponements thereof (the "Special Meeting").

On March 9, 1994, the Purchaser commenced a tender offer to purchase all outstanding shares of Common Stock, no par value (the "Shares"), of the Company for $30.00 per Share net to the seller in cash, as disclosed in the Purchaser's Offer to Purchase dated March 9, 1994 and the related Letter of Transmittal (which together constitute the "Offer"). A copy of the Offer is enclosed with this Proxy Statement for your information.

Tyson and the Purchaser are soliciting proxies from shareholders of the Company to approve a proposal (the "Proposal") to grant voting rights for the Shares proposed to be acquired by the Purchaser and its associates pursuant to the Offer, and any other Shares which may be deemed to be a part of the "control share acquisition" which includes the Offer (the "Proposed Share Acquisition"). Under Article 14.1 of the Virginia Stock Corporation Act (the "Virginia Control Share Act" or the "Act"), Shares acquired by the Purchaser pursuant to, or in contemplation of, the Offer would not have voting rights unless voting rights are approved by a vote of the Company's shareholders in accordance with the Act. A condition to the purchase of Shares pursuant to the Offer is that the Shares purchased pursuant to the Offer, or in contemplation of the Offer, have full voting rights in accordance with the Act.

IF THE PROPOSAL IS NOT APPROVED, TYSON AND THE PURCHASER CURRENTLY INTEND TO TERMINATE THE OFFER AND TO CONSIDER ABANDONING THEIR EFFORTS TO ACQUIRE THE COMPANY.

PRELIMINARY DRAFT

UNDER THE ACT, FAILURE TO CAST A VOTE IS THE EQUIVALENT OF VOTING AGAINST THE PROPOSAL. YOUR VOTE IS, THEREFORE, EXTREMELY IMPORTANT AND WE URGE YOU TO PROMPTLY SIGN AND MAIL THE ENCLOSED BLUE PROXY CARD IN FAVOR OF THE PROPOSAL.

Pursuant to the Company's Bylaws, April 14, 1994 (the date on which the Purchaser delivered to the Company its request for the Special Meeting) has been fixed as the record date for determining those shareholders who will be entitled to vote at the Special Meeting. This Proxy Statement and the enclosed proxy are first being sent or given to shareholders on or about _____, 1994. The principal executive offices of the Company are located at P. O. Box 7000, Broadway, Virginia 22815.

PURPOSE OF THE VOTE.

The Virginia Control Share Act will deny all voting rights to Shares which are acquired by the Purchaser and its "associates" (as defined in the Act) pursuant to, or in contemplation of, the Offer, unless the granting of voting rights for such Shares has been approved by the affirmative vote of the holders of a majority of the outstanding Shares other than holders of "Interested Shares" or, among other exceptions, such acquisition is by means of an offer made pursuant to an agreement with the Company. The term "Interested Shares" means (i) all Shares as to which Tyson, the Purchaser or their associates are entitled to exercise voting rights and (ii) Shares as to which any officer of the Company, or any director who is an employee of the Company, is entitled to exercise voting rights. The Purchaser, as a holder of in excess of 5% of the outstanding Shares, is entitled under the Act to require the Company to call a special meeting of shareholders to vote on the granting of voting rights for the Shares proposed to be acquired by the Purchaser pursuant to the Offer. On April 14, 1994, the Purchaser exercised its right under the Act to require the Company to call a special meeting of Shareholders.

The Purchaser is not willing to consummate the Offer unless the Shares acquired by it pursuant to, and in contemplation of, the Offer have full voting rights. Accordingly, adoption of the Proposal will remove an important impediment to the Purchaser's ability to consummate the Offer. If the Proposal is not adopted, the Purchaser and Tyson currently intend to terminate the Offer and to consider abandoning their efforts to acquire the Company. Shareholders should assume, therefore, that a failure to adopt the Proposal will result in the shareholders forfeiting their opportunity to receive $30.00 per Share pursuant to the Offer and/or forfeiting their opportunity to benefit from a transaction negotiated by Tyson and the Company. In this regard, shareholders should be aware that, prior to the public announcement of Tyson's proposal to negotiate an acquisition of the Company at $30.00 per Share, the closing sale price of a Share on the NASDAQ National Market System was $19.00.

In addition to removing an important impediment to the Offer, Tyson and the Purchaser believe that the vote on the Proposal at the Special Meeting will serve as a referendum of the Company's disinterested shareholders on the proposed acquisition of the Company by Tyson. The Company's Board of Directors

rejected Tyson's proposal to acquire the Company purportedly on the basis of its belief that such proposal would not be in the "best long-term interests" of the Company's shareholders. The Purchaser believes that the Company's disinterested shareholders should have an opportunity to express independently their own views as to their own long-term best interests, rather than having those views surmised and acted upon by the Board of

Directors. The vote on the Proposal at the Special Meeting is an opportunity for you to express your own views.

APPROVAL OF THE PROPOSAL WILL NOT ASSURE CONSUMMATION OF THE OFFER AND WILL NOT LIMIT THE ABILITY OF THE COMPANY TO NEGOTIATE WITH TYSON CONCERNING THE TERMS OF AN ACQUISITION OF THE COMPANY BY TYSON. Even if the Proposal is adopted, the Offer will remain subject to the satisfaction of other conditions, virtually all of which are within the control of the Company's Board of Directors, including the redemption of the "poison pill" rights issued by the Company. Thus, if the Proposal is adopted, Tyson and the Purchaser will continue to seek to negotiate an acquisition with the Company. ALL ASPECTS OF TYSON'S PROPOSAL TO ACQUIRE THE COMPANY ARE OPEN FOR NEGOTIATION. IN THIS REGARD, TYSON AND THE PURCHASER ARE WILLING, AND WOULD REMAIN WILLING FOLLOWING ADOPTION OF THE PROPOSAL, TO NEGOTIATE A TRANSACTION WHICH WOULD PROVIDE SHAREHOLDERS WITH AN OPPORTUNITY TO DISPOSE OF THEIR SHARES ON A TAX-FREE BASIS.

To date, the Company's Board of Directors has declined Tyson's repeated invitations to enter into negotiations. Instead, the Company's Board of Directors has embarked on a path of resistance, entrenchment and delay. The actions and positions taken by the Board manifest a steadfast determination to resist any acquisition of the Company by Tyson, regardless of the wishes of shareholders and regardless of the attractiveness of Tyson's proposals. Since receiving Tyson's acquisition proposal on January 24, 1994, the refusal of the Company to meet with Tyson has been absolute. TYSON BELIEVES THAT THE COMPANY'S DIRECTORS NEED TO BE REMINDED THAT THEY HAVE BEEN ELECTED TO REPRESENT AND FURTHER YOUR INTERESTS, RATHER THAN THEIR OWN.

Tyson believes that adoption of the Proposal will send a clear message from the Company's shareholders to the Company's Board of Directors to abandon its tactics of entrenchment and delay and to instead start fulfilling its duties

by negotiating with Tyson and exploring the best possible transaction for shareholders. Tyson also believes that adoption of the Proposal should substantially diminish the ability of the Company's Board of Directors and management to continue to resist Tyson's proposed acquisition through entrenchment maneuvers, and should thereby act as a catalyst for a negotiated acquisition that will benefit all shareholders. SINCE ADOPTION OF THE PROPOSAL WILL NOT ASSURE THE CONSUMMATION OF THE OFFER BUT SHOULD ENCOURAGE NEGOTIATIONS, YOU SHOULD VOTE FOR THE PROPOSAL WHETHER OR NOT YOU INTEND TO TENDER YOUR SHARES PURSUANT TO THE OFFER.

SHAREHOLDERS ENTITLED TO VOTE.

Under the Virginia Control Share Act, adoption of the Proposal requires the affirmative vote of a majority of the Shares held by disinterested shareholders, i.e. the holders of Shares other than Interested Shares. Interested Shares are (a) Shares as to which Tyson, the Purchaser or their associates are entitled to exercise voting rights and (b) Shares as to which any officer of the Company, or any director of the Company who is also an employee (an "inside director"), is entitled to exercise voting rights. Tyson believes that the Act requires the vote of disinterested shareholders, rather than all shareholders, based on the principle that potentially fundamental decisions regarding the Company should rest with shareholders other than those whose interests may involve factors unrelated to the best interests of the Company. For this reason, Tyson believes that the Act excludes the vote of officers and inside directors because such individuals have personal interests that may be threatened by Tyson's proposed acquisition of the Company, such as the preservation of their positions with the Company.

As of the date hereof, Tyson and the Purchaser beneficially own an aggregate of 600,063 Shares (constituting 5.47% of the outstanding Shares). Such Shares are Interested Shares under the Act and therefore cannot be voted on the Proposal at the Special Meeting.

Tyson has requested the Company to advise it as to the precise number of Shares as to which voting rights may be exercised by officers or inside directors of the Company and which would therefore constitute Interested Shares. To date, the Company has not responded to such request. According to the Company's Proxy Statement for its 1993 Annual Meeting, as of July 3, 1993, an aggregate of 1,780,881 Shares, including Shares issuable upon exercise of

options (constituting 15.9% of the then outstanding Shares) were beneficially owned by executive officers and directors of the Company, of which amount 1,606,390 Shares, including Shares issuable upon exercise of options (constituting 14.6% of the then outstanding Shares) were beneficially owned by directors who at that time appeared to be officers or inside directors of the Company.

Shareholders should be aware that the Company's Board of Directors and management have taken a series of actions for the purpose of frustrating the vote of the disinterested shareholders provided for in the Act by attempting to cause the Shares beneficially owned by certain directors not to be Interested Shares.

At the meeting of the Company's Board of Directors held on February 4, 1994 (the "February 4 Board Meeting") at which the Company responded to Tyson's initial acquisition proposal, the Board adopted amendments to the Company's Bylaws that purport to reclassify the positions of Chairman and Vice Chairman of the Board of Directors as officers of the Board of Directors, rather than officers of the Company. At the same time, Messrs. Charles W. Wampler, Jr. and Herman D. Mason, the Chairman and Vice Chairman of the Board of Directors of the Company, respectively, purported to terminate their current compensation from the Company. Also on February 4, 1994, directors William D. Wampler and Charles E. Bryan resigned their long-standing positions as Senior Vice Presidents of the Company and purported to terminate their current compensation from the Company. In connection with these actions, all four of such directors, who will continue to serve as directors of the Company, were awarded individual deferred compensation agreements which provide post-retirement health insurance coverage for life for these directors and their families.

Through this scheme, these four directors (who appear to control at least 11% of the outstanding Shares), have attempted to become "disinterested," virtually overnight, for the sole purpose of voting their Shares at the Special Meeting. In a letter to shareholders dated February 23, 1994, Mr. James Keeler, the Company's President and CEO, stated that "[t]he resignations...protect our shareholders' ability to react to any unfriendly takeover efforts". In reality these moves deprive you, the truly disinterested shareholders, of your voting power at the Special Meeting. The Board of Directors and management are effectively "stuffing the ballot box" by allowing four major shareholder-directors, who are committed to resisting Tyson's proposal for their own personal reasons, to vote in a referendum that Virginia law requires to be limited to disinterested shareholders. THE BOARD OF DIRECTORS HAS STRANGE VIEWS AS TO HOW TO PROTECT YOUR INTERESTS.

In his February 23 letter, Mr. Keeler went on to say that he is "confident that the majority of our shareholders support the Board of Directors' decision to reject Tyson's offer."

Your Company has evidenced this "confidence" by attempting to influence improperly the vote at the Special Meeting and to hinder significantly the ability of the truly disinterested shareholders to express their own views. Tyson believes that these actions manifest a remarkable disregard on the part of the Board and management for even the most basic principles of shareholder democracy and for the purpose and spirit of the Virginia Control Share Act. Tyson is contesting the validity and propriety of the actions taken in this respect at the February 4 Board Meeting and is, in particular, contesting the ability of the four "inside directors" to vote Shares beneficially owned by them at the Special Meeting. See "Litigation Matters."

IN LIGHT OF THE ACTIONS THAT HAVE BEEN TAKEN TO STACK THE VOTE AGAINST TYSON, YOUR VOTE IS ESPECIALLY IMPORTANT. PLEASE SIGN, DATE AND MAIL THE BLUE PROXY CARD TODAY. VOTING IS THE ONLY WAY FOR THE COMPANY'S SHAREHOLDERS TO RECLAIM CONTROL OVER THE COMPANY AND TO TELL THE BOARD OF DIRECTORS TO START REPRESENTING THE INTERESTS OF THE COMPANY'S SHAREHOLDERS.

THE VOTE AS AN OPPORTUNITY TO EXPRESS YOUR VIEWS.

Tyson views the Special Meeting as an opportunity for the Company's disinterested shareholders to express their views to the Company's Board of Directors as to the desirability of a negotiation between Tyson and the Company. A vote in favor of the Proposal should encourage the Board to enter into negotiations with Tyson.

In addition to providing an opportunity for the Company's shareholders to send a message to the Company's Board of Directors, Tyson would like the Special Meeting and the related solicitation of proxies to provide an opportunity for shareholders to express their views and concerns directly to Tyson. Tyson understands that many shareholders may have concerns regarding Tyson's proposed acquisition, and Tyson is fully willing and able to address these concerns. Officers, employees and representatives of Tyson will be contacting shareholders of the Company in connection with Tyson's solicitation

of proxies and intend to use these contacts to hear the views of shareholders concerning a combination of Tyson and WLR and to share Tyson's views with shareholders. While the Company's Board of Directors may not be interested in or motivated by the wishes and concerns of the Company's shareholders, Tyson is.

One concern that has been raised by shareholders is the taxes that shareholders may incur in connection with the sale of their Shares pursuant to the Offer. Tyson is sensitive to this concern and indeed has repeatedly indicated a willingness to negotiate a transaction that would provide shareholders with an opportunity to exchange their Shares on a tax-free basis. Tyson would remain willing to negotiate such a transaction following adoption of the Proposal. In order to assess whether and to what extent such a transaction would be of interest to shareholders, THE ENCLOSED BLUE PROXY CARD INCLUDES A BOX FOR YOU TO INDICATE YOUR INTEREST IN HAVING AN OPPORTUNITY TO EXCHANGE YOUR SHARES ON A TAX-FREE BASIS. Checking the box relating to a tax-free exchange is intended to be purely informational, and is not intended to create any legal obligations or to constitute approval of any particular transaction. Checking this box will, however, better enable Tyson to negotiate a transaction that addresses your concerns.

The enclosed BLUE proxy card also contains a space for shareholders to write a comment or message that they would like to communicate to Tyson. Tyson cares about what you think and will carefully consider any and all comments or messages that it receives from shareholders.

We urge you to remember that you, the Company's shareholders, are the true owners of the Company and urge you to make your views known. The Company's Board of Directors should listen to you. Tyson will listen to you. One important way for you for express your views is to sign, date and return the enclosed BLUE proxy today.

BACKGROUND OF THE OFFER AND THE SPECIAL MEETING.

In January, 1994, Tyson contacted senior executives of the Company on several occasions to express Tyson's desire to negotiate an acquisition of the Company by Tyson. In response to these contacts, the Company indicated that it had no interest in discussing such an acquisition.

On January 24, 1994, the Chairman of Tyson proposed in writing to the Board of Directors of the Company the acquisition of the Company by means of a merger in which each Share would be exchanged for $30.00 per Share in cash and, in addition, indicated that Tyson would be willing to negotiate other possible ways of merging if a tax-free reorganization would be more desirable for a significant number of the Company's shareholders. On the day following receipt of Tyson's proposal, the President and Chief Executive Officer of the Company sent a letter to the Company's shareholders which stated that, although the Company's Board of Directors would meet to evaluate Tyson's proposal, the proposal was "totally unsolicited, unwanted and out of line with [the Company's] long-term business plans and corporate philosophy." The letter also stated that the Company is "not for sale." On February 6, 1994, the Company announced that at the February 4 Board Meeting, the Company's Board of Directors rejected Tyson's proposal. In a letter to shareholders, dated February 6, 1994, the Company stated that its Board of Directors "believes it is in the best long-term interests of [the Company] and its shareholders for the Company to remain independent."

In connection with the Company's rejection of Tyson's proposal on February 4, 1994, the Company and its Board of Directors took a number of defensive actions in apparent anticipation of the Offer. These actions are more fully described below.

In light of the rejection of Tyson's proposal by the Company's Board of Directors and the actions taken by the Board in connection therewith, on March 9, 1994, Tyson and the Purchaser commenced the Offer.

On March 11, 1994, the Board of Directors of the Company met to consider the Offer and thereafter recommended that the Company's shareholders reject the Offer and not tender their Shares pursuant to the Offer.

Despite the repeated requests of Tyson, the Board of Directors and management of the Company have continued to refuse to meet with Tyson to discuss any proposed acquisition of the Company.

RESPONSE OF THE COMPANY AND MANAGEMENT TO TYSON'S PROPOSAL.

In addition to refusing to meet with Tyson, the Company's Board of Directors and management have taken various actions which Tyson believes were designed to entrench management and the directors and to prevent you from receiving maximum value for your Shares.

*** THE BOARD OF DIRECTORS OF THE COMPANY ADOPTS A POISON PILL ***

At the February 4 Board Meeting, the Company's Board of Directors adopted a poison pill rights plan and issued preferred share purchase rights ("Rights") as a dividend to shareholders. As a practical matter, the Rights can never have any real value. However, if not redeemed or invalidated, the Rights will effectively preclude the consummation of the Offer (or any other proposed acquisition of the Company by any person) unless approved by the Company's Board of Directors. The Company issued the Rights after it had received Tyson's proposal to acquire the Company for a cash price of $30.00 per Share.

Tyson believes that the issuance of Rights under the poison pill rights plan and the failure to redeem the Rights (despite the Purchaser's request that it do so) constitute a breach of fiduciary duties on the part of the Company's Board of Directors. Unless they are redeemed or invalidated, the existence of the Rights will effectively deny you the right to decide for yourself whether you wish to accept the Offer and to realize the significant premium for your Shares represented by the Offer. This will be the case even if shareholders approve the Proposal at the Special Meeting.

In light of terms and structure of the Offer, which provides for a full and fair price and treats all shareholders equally, Tyson believes that the Rights serve no valid business purpose and only serve to entrench management at the expense of shareholders.

GOLDEN PARACHUTE CONTRACTS AWARDED

At the February 4 Board Meeting, the Board of Directors of the Company approved lucrative "golden parachute" severance agreements for certain top executives of the Company and adopted group severance arrangements covering all salaried and hourly clerical employees of the Company. The golden parachute contracts provide, among other things, that, the executives will be entitled to receive certain benefits, including lump sum cash payments from the Company, if they resign or are terminated following a "change in control" of the Company (including the acquisition of more than 20% of the Shares). Based on its analysis of publicly available information, the Purchaser believes that the golden parachute contracts granted to the top officers of the Company could result in cash payments by the Company to such individuals aggregating several

million dollars, plus continued benefits for a period of 18 to 36 months. Tyson has been advised that the amount of the payments to certain executives are so excessive that, under existing federal tax regulations designed to discourage excessive severance payments, a significant portion of such payments will not even be deductible by the Company for tax purposes. TYSON BELIEVES THAT, BASED ON ITS CALCULATIONS, THE GOLDEN PARACHUTE CONTRACT WITH JAMES KEELER, THE COMPANY'S PRESIDENT AND CEO, WOULD ENTITLE MR. KEELER TO A LUMP SUM PAYMENT OF APPROXIMATELY $2,500,000, PLUS CONTINUATION OF BENEFITS FOR THREE YEARS.

Tyson has requested the Company to provide it with precise estimates of the amounts that would be payable to the Company's executives pursuant to their golden parachute contracts. To date, the Company has not responded to this request. Tyson believes that you have a right to know the precise extent to which the Company's senior management has been granted lucrative benefits in response to Tyson's proposal.

THE GOLDEN PARACHUTE CONTRACTS DIMINISH THE VALUE OF THE COMPANY TO ANY POTENTIAL ACQUIROR, AND EFFECTIVELY SHIFT THE VALUE OF THE COMPANY FROM THE COMPANY'S SHAREHOLDERS TO THE COMPANY'S MANAGEMENT.

*** THE BOARD OF DIRECTORS AND MANAGEMENT ATTEMPT TO RIG THE VOTE ***

As described above under "Shareholders Entitled to Vote," the Company's Board of Directors and management took a series of actions designed to enable four inside directors (who appear to control at least 11% of the outstanding Shares) to vote on the Proposal, notwithstanding the requirements of the Virginia Control Share Act that the vote on the Proposal be limited to a vote of disinterested shareholders. Through these actions, the Board of Directors and management are effectively "stuffing the ballot box" with respect to the shareholder vote on the Proposal. Tyson believes that these actions demonstrate a remarkable degree of contempt on the part of the Board for even the most basic principles of shareholder democracy. As discussed in greater detail below, Tyson is presently engaged in litigation aimed at assuring that the Board of Directors and management will not be able to benefit from their actions.

* * *

THE COMPANY'S BOARD OF DIRECTORS AND MANAGEMENT ARE PURSUING AND PROTECTING THEIR OWN INTERESTS, RATHER THAN YOURS, AND ARE DENYING YOU THE BENEFITS OF A NEGOTIATED TRANSACTION.

YOU CAN TAKE SOME IMMEDIATE STEPS:

(1) RETURN YOUR BLUE PROXY CARD IN FAVOR OF THE PROPOSAL, AND

(2) MAKE YOUR VIEWS KNOWN TO THE COMPANY'S BOARD OF DIRECTORS.

By taking these steps, you will send the Board of Directors of the Company a clear message to start representing you, rather than themselves, by entering into good faith negotiations with Tyson regarding Tyson's acquisition proposal. All aspects of Tyson's proposal are open for negotiation. It is up to the Board to finally do the right thing and act in your best interests.

The enclosed Blue proxy card includes a box for you to indicate whether you want an opportunity to dispose of your Shares on a tax-free basis. This box, and the space we have provided on the proxy card for you to write us a message, are included to assist you, the true owners of the Company, in making your views known to Tyson.

THE PROPOSAL

The following resolution to authorize voting rights for the Shares to be acquired pursuant to, or in contemplation of, the Offer will be submitted for a vote of shareholders (other than holders of Interested Shares) at the Special Meeting:

"RESOLVED, that any and all shares of Common Stock, no par value

(the "Shares"), of WLR Foods, Inc., a Virginia corporation, that have previously been acquired by Tyson Foods, Inc., a Delaware corporation ("Tyson"), or any of its "associates" (as defined in Article 14.1 of the Virginia Stock Corporation Act), or that may be acquired, directly or indirectly, by Tyson or any of its associates, including, without limitation, its wholly owned subsidiary, WLR Acquisition Corp., a Delaware corporation (the "Purchaser"), pursuant to the Purchaser's Offer to Purchase, dated March 9, 1994, as it may be amended from time to time, and any Shares thereafter acquired by Tyson, the Purchaser or any of their associates which would be deemed under said Article 14.1 to be acquired in the same control share acquisition, shall have the same voting rights as all other Shares."

IT IS IMPORTANT TO NOTE THAT ADOPTION OF THE PROPOSAL AT THE SPECIAL MEETING REQUIRES THE AFFIRMATIVE VOTE OF THE HOLDERS OF A MAJORITY OF THE OUTSTANDING SHARES OTHER THAN THE HOLDERS OF INTERESTED SHARES. THIS MEANS THAT THE FAILURE TO VOTE YOUR SHARES WILL COUNT AS A VOTE AGAINST THE VOTING RIGHTS PROPOSAL. THEREFORE, IT IS EXTREMELY IMPORTANT THAT YOU VOTE YOUR SHARES AT THE SPECIAL MEETING.

A VOTE IN FAVOR OF THE PROPOSAL WILL NOT REQUIRE THAT YOU TENDER SHARES IN THE OFFER. IT WILL, HOWEVER, REMOVE AN IMPORTANT IMPEDIMENT TO THE OFFER AND SEND A CLEAR MESSAGE TO THE COMPANY'S BOARD OF DIRECTORS.

VOTING YOUR SHARES

Whether or not you plan to attend the Special Meeting, we urge you to vote FOR approval of the Proposal by so indicating on the enclosed BLUE proxy card and immediately mailing it in the enclosed envelope. You may do this even if you have already sent in a different proxy card solicited by the Company's Board of Directors. It is the last dated proxy that counts.

You may revoke your proxy at any time prior to its exercise by attending the Special Meeting and voting in person (although attendance at the Special Meeting will not in and of itself constitute revocation of a proxy), by giving oral notice of termination of your proxy at the Special Meeting, or by delivering a written notice of revocation or a duly executed proxy relating to the matters to be considered at the Special Meeting and bearing a later date to the Secretary of the Company at P. O. Box 7000, Broadway, Virginia 22815, or to Tyson at 2210 West Oaklawn Drive, Springdale, Arkansas 72762-6999. Unless revoked in the manner set forth above, proxies in the form enclosed will be voted at the Special Meeting in accordance with your instructions. In the absence of such instructions, such proxies will be voted for the approval of the Voting Rights Proposal.

YOUR VOTE IS IMPORTANT!!

PLEASE SIGN, DATE AND RETURN THE BLUE PROXY CARD TODAY.

IF YOU HAVE ALREADY SENT A PROXY TO THE BOARD OF DIRECTORS OF THE COMPANY, YOU MAY REVOKE THAT PROXY AND VOTE FOR THE PROPOSAL BY SIGNING, DATING AND MAILING THE ENCLOSED BLUE PROXY CARD. WHETHER OR NOT YOU HAVE ALREADY SENT A PROXY TO THE BOARD OF DIRECTORS OF THE COMPANY, WE URGE YOU TO VOTE FOR THE PROPOSAL BY SIGNING, DATING AND MAILING THE ENCLOSED BLUE PROXY CARD. YOU ARE URGED TO SUBMIT YOUR PROXY OR VOTE BECAUSE THE FAILURE TO DO SO IS THE EQUIVALENT OF A VOTE IN FAVOR OF CONTINUATION OF THE BOARD'S REFUSAL TO PURSUE DISCUSSIONS WITH TYSON REGARDING TYSON'S ACQUISITION PROPOSAL.

Tyson cares about what you, the shareholders and true owners of the Company, think about our acquisition proposal and what you want as a shareholder. We believe that your Board of Directors should care about these issues also. In this regard, we have included a box on our proxy card for you to indicate whether you would like the opportunity to dispose of your Shares on a tax-free basis. We have also left space on our proxy card for you to include your comments or a short message. It is important to note that the box relating to the tax-free disposal of your Shares is provided only as a means for you to indicate your desire that the Company explore a transaction with Tyson that could be tax-free to you. No proposal relating to a specific tax-free transaction will be voted upon at the Special Meeting. However, if you would like the Company to negotiate such a transaction with Tyson, you should check the box so provided AND you should vote in favor of the Proposal. Your favorable vote on the Proposal will enhance our ability to negotiate with the Company a transaction in which you have the opportunity to dispose of your Shares on a tax-free basis.

If you have any questions about the voting of Shares or the Offer, please call:

[INSERT CAMERA READY PROOF
FOR MACKENZIE PARTNERS, INC.]
156 Fifth Avenue, 9th Floor
New York, New York 10010
(212) 929-5500 (call collect)
or

PROPOSED SHARE ACQUISITION

Prior to the commencement of the Offer, Tyson owned 600,063 Shares, constituting approximately 5.47% of the outstanding Shares. On March 9, 1994, the Purchaser commenced the Offer, which is being made solely pursuant to the Offer to Purchase dated March 9, 1994 (the "Offer to Purchase") and the related Letter of Transmittal (the "Letter of Transmittal"). A copy of the Offer to Purchase and the Letter of Transmittal is included with this Proxy Statement for your information.

The Offer to Purchase contains important information and should be read by shareholders before any decision is made with respect to the voting of Shares at the Special Meeting.

The cash price of $30.00 proposed to be paid for each Share in the Offer represents a premium of approximately 56% over the $19.00 closing market price of a Share on the NASDAQ National Market System on January 24, 1994, which was the last full trading day prior to the date Tyson publicly disclosed its written proposal to acquire the Company at $30.00 per Share in cash. The $30.00 per Share price represents a price/earnings multiple of 21.4 times the Company's fiscal year 1993 earnings.

Consummation of the Offer is conditioned upon, among other things, approval of the Proposal by shareholders in accordance with the Act, such that Tyson, the Purchaser and their associates have full voting rights with respect to the Shares acquired by them pursuant to the Offer or otherwise. For a description of the conditions of the Offer, see the discussion in the Introduction of the Offer to Purchase and the disclosure contained in the Offer to Purchase under the caption "Conditions of the Offer."

The Offer is presently scheduled to expire on June 3, 1994.

On April 14, 1994, Tyson and the Purchaser delivered to the Company a Control Share Acquisition Statement as provided in the Act and thereby exercised their right to require the Company to call the Special Meeting to consider the Proposal. A copy of such Statement is attached hereto as Annex A.

The purpose of the Offer is to acquire control of, and the entire equity interest in, the Company. As soon as practicable after consummation of the Offer, the Purchaser intends to propose and seek to have the Company consummate a merger or similar business combination (the "Proposed Merger") with the Purchaser or one of its affiliates pursuant to which each Share then outstanding (other than Shares held by the Purchaser, Tyson or any of their affiliates, Shares held by any subsidiary of the Company and Shares held by shareholders who perfect their rights under the Virginia Stock Corporation Act (the "VSCA") to dissent and receive fair value for their Shares) would be converted into the right to receive an amount in cash equal to the price per Share paid in the Offer. For a description of Tyson's plans with respect to the Company and the legal requirements with respect to any such merger, see the discussion contained under the caption "Purpose of the Offer; Plans for the Company; Other Matters Relating to the Offer and the Proposed Merger" in the Offer to Purchase.

If the Offer is consummated and the voting rights of the Purchaser are not limited by operation of the Act, the Purchaser presently intends to seek to obtain at least majority representation on the Company's Board of Directors, to cause the Company to enter into a definitive merger agreement with Tyson and the Purchaser providing for the Proposed Merger, and to submit the Proposed Merger to the Company's shareholders for approval. If the Proposed Merger is submitted to the Company's shareholders, Tyson and Purchaser intend to vote all Shares acquired pursuant to the Offer and otherwise owned by them in favor of the Proposed Merger.

BY VOTING IN FAVOR OF THE PROPOSAL, A SHAREHOLDER IS NOT REQUIRED TO TENDER SHARES IN THE OFFER AND WOULD NOT BE PROHIBITED FROM LATER VOTING AGAINST A PROPOSED BUSINESS COMBINATION WITH TYSON OR THE PURCHASER. IF THE PROPOSAL IS APPROVED BY THE HOLDERS OF THE

REQUISITE NUMBER OF SHARES, THE SHARES HELD OR TO BE ACQUIRED BY TYSON AND THE PURCHASER WOULD SIMPLY BE ACCORDED THE SAME VOTING RIGHTS THAT ALL OTHER SHARES ALREADY POSSESS.

Unless the Proposal is approved at the Special Meeting or the Act is invalidated or is otherwise deemed inapplicable to the Offer, the Purchaser does not currently intend to purchase Shares tendered pursuant to the Offer. ACCORDINGLY, IT IS OF THE UTMOST IMPORTANCE THAT SHAREHOLDERS VOTE "FOR" THE PROPOSAL IF THEY WANT THE OPPORTUNITY TO RECEIVE $30.00 PER SHARE IN CASH FOR THEIR SHARES PURSUANT TO THE OFFER OR WANT TO REALIZE THE BENEFITS OF A NEGOTIATED TRANSACTION.

IF THE PROPOSAL IS NOT APPROVED, TYSON AND THE PURCHASER CURRENTLY INTEND TO TERMINATE THE OFFER AND TO CONSIDER ABANDONING THEIR EFFORTS TO ACQUIRE THE COMPANY.

DISSENTERS' RIGHTS

Pursuant to Article 14.1 of the VSCA, unless otherwise provided in a corporation's articles of incorporation or bylaws before a control share acquisition has occurred, in the event shares acquired in a control share acquisition are accorded full voting rights and the acquiring person has beneficial ownership of shares entitled to cast a majority of the votes which could be cast in an election of directors, all shareholders of the corporation (other than the acquiring person) have the right to dissent from the granting of voting rights and to demand payment of the fair value of their shares under Article 15 of the VSCA. Fair value shall in no event be less than the highest price per Share paid in the control share acquisition. Based upon publicly available information, on the date hereof, the Company's Articles of Restatement and Bylaws do not restrict the dissenter's rights granted under Article 14.1 of the VSCA. Therefore, if the Shares acquired by the Purchaser and its associates pursuant to, or in contemplation of, the Offer are accorded full voting rights by means of the adoption of the Proposal at the Special Meeting and the Offer is consummated, shareholders who do not vote in favor of the Proposal may be entitled to exercise dissenters' rights under Article 14.1 of the VSCA.

THE FOREGOING SUMMARY DOES NOT PURPORT TO BE A COMPLETE STATEMENT OF THE PROVISIONS OF SECTION 13.1-728.8 AND ARTICLE 15 OF THE VSCA AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO ANNEX C HERETO AND TO ANY AMENDMENTS TO SUCH SECTION AS MAY BE ADOPTED AFTER THE DATE OF THIS PROXY STATEMENT.

Any shareholder who desires to exercise his dissenters' rights should carefully review the VSCA and the relevant provisions of the Act and is urged to consult his legal advisor before exercising or attempting to exercise such rights.

Shareholders should be aware that if Tyson and the Purchaser are able to negotiate an acquisition agreement or merger agreement with the Company prior

to consummation of the Offer, the dissenters' rights under Article 14.1 of the VSCA will not be applicable. However, in such event, certain other dissenters' rights under Article 15 of the VSCA relating to mergers and certain other corporate transactions may be applicable.

CERTAIN INFORMATION CONCERNING TYSON AND OTHER PARTICIPANTS IN THE SOLICITATION

The Purchaser was recently incorporated in Delaware and has not engaged in any business since its incorporation other than that incident to its organization and in connection with the Offer. The Purchaser is a direct wholly owned subsidiary of Tyson. The principal executive offices of the Purchaser are located at 2210 West Oaklawn Drive, Springdale, Arkansas 72762-6999. Tyson commenced business in 1935 and was first incorporated in Arkansas in 1947. It was reincorporated in Delaware in 1986. Its principal executive offices are located at 2210 West Oaklawn Drive, Springdale, Arkansas 72762-6999.

Tyson and its various subsidiaries produce, market and distribute a variety of food products consisting of value-enhanced poultry; fresh and frozen poultry; value-enhanced beef and pork products; value-enhanced seafood products; fresh and frozen seafood products; flour and corn tortillas, chips and other Mexican food-based products. Additionally, Tyson has live swine and animal feed and pet food operations. Tyson's integrated operations consist of breeding and rearing chickens and hogs, harvesting seafood, as well as the processing, further processing and marketing of these food products. Tyson's products are marketed and sold to national and regional grocery chains, regional grocery wholesalers, clubs or warehouse stores, military commissaries, industrial food processing companies, national and regional chain restaurants or their distributors, international export companies and distributors who service restaurants, foodservice operations such as plant and school cafeterias, convenience stores, hospitals and other vendors. Sales are made by Tyson's sales staffs located in Springdale, Arkansas and in regions throughout the United States, as well as through independent brokers selected by Tyson. Sales to the military and a portion of sales to international markets are made through independent brokers and trading companies.

Certain information relating to Tyson, the Purchaser and other participants in the solicitation of proxies hereunder is contained in Annex B hereto and is incorporated herein by reference.

PRINCIPAL SHAREHOLDERS OF THE COMPANY

As of the date hereof, the following persons owned, beneficially or of record, 5% or more of the outstanding Shares:

<TABLE>
<CAPTION>

Name and Address of Beneficial Owner	Amount And Nature of Beneficial Ownership	Percentage of Outstanding Shares (1)
<S>	<C>	<C>
Tyson Foods, Inc. WLR Acquisition Corp. 2210 West Oaklawn Drive Springdale, Arkansas 72762	600,063(2)	5.47%
William D. Wampler Route 8, Box 112 Harrisonburg, Virginia 22801	608,550(3)	5.54%

<FN>
- -------------------------

(1) Based on 10,967,193 Shares outstanding as of February 1, 1994 as reported in the Company's Quarterly Report on Form 10-Q for the fiscal quarter of the Company ended January 1, 1994.

(2) Tyson owns 63 Shares directly. The remaining 600,000 Shares are beneficially owned by Tyson indirectly, through its ownership of all of the outstanding capital stock of the Purchaser.

(3) The information included in the table and in this footnote with respect to Mr. Wampler is derived from the Company's Proxy Statement, dated September 27, 1993 and from the Schedule 13D filed by Mr. Wampler with the Securities and Exchange Commission. The 608,550 Shares beneficially owned by Mr. Wampler includes 280,333 Shares owned directly and as general partner of Wampler Land, 133,637 Shares owned by his wife, 18,793 Shares owned by May Meadows Farms, Inc., of which Mr. Wampler is an officer and director, 129,646 Shares held as trustee of the Charles W. Wampler, Sr. Family Trust, and 46,141 Shares held as trustee of the Charles W. Wampler, Sr. Charitable Annuity Trust. Mr. Wampler has disclaimed beneficial interest in the Shares owned by his wife or held by the Trusts.
</TABLE>

According to the Company's Proxy Statement, dated September 23, 1993, as of July 3, 1993, the executive officers and directors of the Company beneficially owned 1,780,881 Shares (or approximately 16.2% of the Shares reported as outstanding on February 1, 1994). Additional information relating to the number of Shares beneficially owned by officers and directors of the Company should be contained in the Company's proxy statement for the Special Meeting.

LITIGATION MATTERS

On February 6, 1994, the Company filed a lawsuit (the "Virginia Action") in the United States District Court for the Western District of Virginia, Harrisonburg Division (Civil Action

No. 94-0012(H)) naming Tyson as a defendant. The Virginia Action seeks a declaratory judgment that the Company's Shareholder Protection Rights Agreement adopted on February 4, 1994, is valid and was duly adopted and, that any rights issued thereunder are valid, binding and legally enforceable under state and federal law. The Virginia Action also seeks a declaration that the Virginia Control Share Act and Article 14 of the VSCA (the "Virginia Affiliated Transactions Law") are constitutional under the Virginia and United States Constitutions and valid under any other applicable law. The Virginia Action also seeks a temporary, preliminary and permanent injunction enjoining Tyson and the Purchaser from bringing any action in any other court relating to Tyson's proposal to acquire the Company.

On February 25, 1994, Tyson answered the Company's complaint in the Virginia Action, and filed counterclaims against the Company and all of its directors. Tyson's counterclaims allege, among other things, that on February 4, 1994, the Company's Board of Directors took a series of actions designed to erect numerous barriers that would insulate the Company from any acquisition not approved by the Company's existing Board of Directors. Tyson's counterclaims allege that through its actions, the Company's board attempted to impose its will on the Company's shareholders and deprive them of the benefits of an acquisition proposal from Tyson or any other third party not endorsed by the Company's existing Board of Directors.

Specifically, Tyson's counterclaims allege that on February 4, 1994, the Company's directors breached their duties to the Company's shareholders by: (a) adopting a Shareholder Protection Rights Agreement and issuing the poison pill rights pursuant thereto; (b) adopting certain executive severance arrangements; (c) adopting certain severance packages for all salaried and

hourly clerical employees; (d) amending the Bylaws of the Company relating to the status of the Chairman and Vice Chairman of the Company as officers in an effort to enhance management's voting power to block Tyson's merger proposal; (e) taking actions which denied the Company's disinterested shareholders a full and fair opportunity to consider Tyson's proposal; and (f) purporting to terminate the employment by the Company, and/or status as officers of the Company, of certain of the Company's directors, while at the same time continuing their engagement as directors and promising to expend substantial sums for the benefit of those directors in the future, again to enhance management's voting power to block Tyson's merger proposal.

Tyson's counterclaims further allege that the Virginia Affiliated Transactions Law and the Virginia Control Share Act are unconstitutional and should be declared invalid. Tyson alleges that the Virginia statutory scheme is unconstitutional because, among other things, it conflicts with federal law regulating tender offers.

In its counterclaims, Tyson seeks a declaration that: (1) both of the Virginia statutes referred to above, as well as Section 13.1-646 of the VSCA, are unconstitutional; (2) that the poison pill rights and the various severance arrangements adopted by the Company's Board of Directors are invalid; (3) that none of the Company's directors whose status was purported to be affected by the actions taken on February 4, 1994 will be permitted to vote their shares at the Special Meeting to which this Proxy Statement relates; and (4) that the Company's directors breached their fiduciary duties to the Company's shareholders in taking the actions described in Tyson's counterclaims.

Tyson is presently in the process of pursuing discovery with respect to the claims and counterclaims that have been asserted in the Virginia Action. The Court has set a trial date of September 12 through 15, 1994 for the case. After additional discovery has been obtained,

Tyson presently intends to file a motion to obtain a preliminary declaration that the four directors whose statuses were purportedly altered on February 4, 1994 will not be permitted to vote their Shares on the Proposal at the Special Meeting. Should the Court hold that the Virginia Control Share Act permits these four inside directors to vote their Shares on the Proposal at the Special Meeting, Tyson alternatively intends to seek a declaration that the Virginia Control Share Act is unconstitutional. The Court has scheduled a May 26, 1994 hearing on the motion for preliminary relief that Tyson intends to bring.

OTHER MATTERS

Under the VSCA, only business within the purpose described in the Notice of Special Meeting required to be given by the Company with respect to the Special Meeting may be conducted at the Special Meeting. Since the Special Meeting has been called at the Purchaser's request specifically for the purpose of considering and acting upon the Proposal, Tyson and the Purchaser do not believe that any other substantive matters will be considered at the Special Meeting. However, if any procedural or other matter properly comes before the Special Meeting, Tyson and the Purchaser will vote their Shares and all proxies held by them as they may, in their discretion, determine with respect to such matters.

The information concerning the Company contained in this Proxy Statement has been taken from or is based upon documents and records on file with the Securities and Exchange Commission and other publicly available information. Although neither Tyson nor the Purchaser has any knowledge that would indicate that any statements contained herein based upon such documents and records and other publicly available information are untrue, neither Tyson nor the Purchaser takes any responsibility for the accuracy or completeness of any such information contained herein, or for any failure by the Company to disclose events that may have occurred and may affect the significance or accuracy of any such information but which are unknown to Tyson or the Purchaser.

The Annexes to this Proxy Statement contain important information and should be read by Shareholders before any decision is made with respect to the voting of Shares at the Special Meeting.

PLEASE SIGN, DATE AND MAIL THE ENCLOSED BLUE PROXY PROMPTLY. NO POSTAGE IS REQUIRED IF MAILED IN THE UNITED STATES. BY SIGNING AND MAILING THE ENCLOSED PROXY, ANY PROXY PREVIOUSLY SIGNED BY YOU WILL BE AUTOMATICALLY REVOKED.

COST OF PROXY SOLICITATION

Proxies will be solicited by mail, telephone or telegraph and in person. Solicitation will be made by officers and employees of Tyson. No such persons will receive additional compensation for such solicitation. Banks, brokerage houses, other custodians, nominees and fiduciaries have been requested to forward the solicitation materials to the beneficial owners of the Shares they hold of record, and Tyson will reimburse them for their reasonable out-of-pocket expenses.

In addition, Tyson has retained MacKenzie Partners, Inc. for solicitation and advisory services in connection with the Offer and this Proxy Statement and related proxy and authorization solicitations, for which it will be paid not more than $_____ and will be reimbursed for its reasonable out-of-pocket expenses. [Tyson has also agreed to indemnify MacKenzie Partners against certain liabilities, including liabilities under the federal securities laws]. MacKenzie Partners will solicit proxies from individuals, brokers, bank nominees and other institutional holders.

The total expenditures relating to this solicitation will be borne by Tyson and the Purchaser. Tyson and the Purchaser are also required under the VSCA to reimburse the Company for its expenses of the Special Meeting. The Company has not informed Tyson or the Purchaser of the expected amount of such expenses.

Tyson and the Purchaser may seek reimbursement of the costs of this and related solicitations from the Company to the extent legally permissible.

TYSON FOODS, INC.
WLR ACQUISITION CORP.

Dated: April __, 1994

ADDITIONAL INFORMATION

If you have any questions, or require any additional information concerning this proxy material or the Offer, please contact MacKenzie Partners as set forth below. If your Shares are held in the name of a brokerage firm or bank nominee or other institution, only they can vote your Shares. Accordingly, please contact the person responsible for your account and give instructions for your Shares to be voted.

[INSERT CAMERA READY PROOF
FOR MACKENZIE PARTNERS, INC.]
156 Fifth Avenue, 9th Floor
New York, New York 10010
(212) 929-5500 (call collect)
or
1-800-322-2885

ANNEX B

INFORMATION CONCERNING THE DIRECTORS AND
EXECUTIVE OFFICERS OF TYSON AND THE PURCHASER
AND CERTAIN EMPLOYEES AND OTHER REPRESENTATIVES
OF TYSON AND THE PURCHASER

The following table sets forth the name and present principal occupation or employment, and the name, principal business and address of any corporation or other organization in which such employment is carried on, of (1) the directors and executive officers of Tyson and the Purchaser (who may assist MacKenzie Partners in soliciting proxies from shareholders) and (2) certain employees and other representatives of Tyson and the Purchaser who may also assist MacKenzie Partners in soliciting proxies from shareholders. Unless otherwise indicated, the principal business address of each director, executive officer, employee or representative is 2210 West Oaklawn Drive, Springdale, Arkansas 72762-6999.

DIRECTORS AND EXECUTIVE OFFICERS OF TYSON

Name	Present Principal Occupation or Employment
Don Tyson	Chairman of the Board of Directors of Tyson.
Leland E. Tollett	Vice Chairman of the Board of Directors and President and Chief Executive Officer of Tyson.
Neely Cassady Cassady Associates, Inc. P.O. Box 1810	Chairman of the Board and Chief Executive Officer of Sunmark and Chairman of the Board of Cassady Associates, Inc. and its

121 West College Nashville, Arkansas 71852	affiliate, H.H. Brewer Electric; Arkansas State Senator; Director of Tyson.
Lloyd V. Hackley Fayetteville State University 1200 Murchison Road Fayetteville North Carolina 28301-4298	Chancellor and Tenured Professor of Political Science at Fayetteville State University, Fayetteville, North Carolina; Director of Tyson.
Shelby Massey Sparks Commodities Brokerage House 889 Ridgelake Blvd., Suite 30 Memphis, TN 38120	Farmer and private investor; Director of Tyson
Joe F. Starr	Vice President of Tyson; Director of Tyson.
Barbara Tyson	Vice President of Tyson; Director of Tyson.

Name	Present Principal Occupation or Employment
John H. Tyson	President, Beef and Pork Division and Director of Governmental, Media and Public Relations of Tyson; Director of Tyson.
Fred S. Vorsanger University of Arkansas P.O. Box 7777 Fayetteville, AR 72701	Private business consultant, Walton Arena Manager and Vice President (Emeritus) of the University of Arkansas; Director of McIlroy Bank & Trust Co. of Fayetteville, Arkansas; Director of Tyson.
Donald E. Wray	Chief Operating Officer of Tyson; Director of Tyson.
Ellis Brunton	Group Vice President, Research and Quality Assurance of Tyson.
Wayne Britt	Vice President, International Sales of Tyson;

	Vice President, Wholesale Club Division of Tyson; Vice President and Treasurer of Tyson.
William Jaycox	Group Vice President, Human Resources of Tyson.
Gary Johnson	Controller of Tyson.
Gerald Johnston	Executive Vice President, Finance of Tyson.
Greg Lee	Senior Vice President, Sales and Marketing of Tyson.
Bill Moeller	Group Vice President, Swine Division of Tyson.
David S. Purtle	Senior Vice President, Operations of Tyson.
Mary Rush	Secretary and Director of Investor Relations of Tyson.

DIRECTORS AND EXECUTIVE OFFICERS OF THE PURCHASER

Name	Present Principal Occupation or Employment
James B. Blair	President, Secretary and a Director of the Purchaser; General Counsel of Tyson.
Gerald Johnston	Vice President and a Director of the Purchaser; Executive Vice President, Finance of Tyson.

CERTAIN EMPLOYEES OF TYSON WHO MAY ALSO SOLICIT PROXIES

Name	Present Position with Tyson
R. Read Hudson	Corporate Counsel
David Van Bebber	Corporate Counsel
Dennis Leatherby	Assistant Treasurer

Louis Gottsponer	Cash Manager
Rocky Parsons	Cash Manager
Ted Simmons	Complex Manager
Bill Ray	Northwest Regional Manager
Kenton Keith	Southeast Regional Manager
David Purtle	Sr. Vice President
Aubrey Cuzick	Wester Division Manager
Gene Lovette	Vice President of Fresh Retail Div.
Charles Glass	Live Production Manager (Monroe Div.)
Myer Westmoreland	Southwest Division Manager
Carroll Snyder	Complex Manager (Monett)
David McGlanery	Complex Manager (Monroe)
Sam Whittington	Live Production Manager
Randy Moyer	Breeder Service Man
Stanley Salyards	Breeder Manager

Name	Present Position with Tyson
Winston Turner	Growout Manager
Fred Dove	Broiler Service Man
Steve Burns	Broiler Service Man
Merrill Ware	Service Center Manager
Hank Bruining	Personnel Manager

Jeff Cornwell	Shift Superintendent
Danny Sutton	Complex Manager
Jack Luster	Live Haul Manager
Renz Falls	Feedmill Manager
Ronnie Pittington	Complex Purchasing

SHARES HELD BY TYSON AND THE PURCHASER, AND THEIR DIRECTORS AND EXECUTIVE OFFICERS AND CERTAIN EMPLOYEES OF TYSON WHO MAY ALSO SOLICIT PROXIES

The Purchaser is the record owner and, as a result of its ownership of the Purchaser Tyson is the beneficial owner, of 600,000 Shares, which Shares were purchased during the period February 7, 1994 through February 24, 1994 in open market transactions executed on the NASDAQ for prices ranging from $28.125 to $29.375 per Share. Tyson owns 63 Shares acquired through the acquisition of two corporate entities in the 1980's.

Mr. James B. Blair, the President and a Director of the Purchaser and General Counsel of Tyson, owns 100 Shares (constituting less than 1% of the outstanding Shares) jointly with his wife, which Shares were purchased for investment purposes in June, 1991. Mr. Wayne Britt, Vice President and Treasurer of Tyson, owns 1,000 Shares (constituting less than 1% of the outstanding Shares), which Shares were purchased for investment purposes in November, 1992.

Form of Proxy
[Front]

WLR FOODS, INC.
P.O. Box 7000
Broadway, Virginia 22815

This Proxy is solicited by Tyson Foods, Inc. and WLR Acquisition Corp. for Special Meeting of Shareholders to be held _____, 1994

The undersigned hereby appoints _____, _____ and _____ and each of them proxies for the undersigned with full power of substitution, to

vote all shares of Common Stock of WLR Food, Inc. which the undersigned is entitled to vote at the Special Meeting of Shareholders of the Company to be held on _____, 1994, and any adjournments thereof, hereby revoking all prior proxies on the matters set forth below as follows:

1. PROPOSAL TO APPROVE FULL VOTING RIGHTS FOR SHARES ACQUIRED PURSUANT TO OR IN CONTEMPLATION OF THE PROPOSED SHARE ACQUISITION:

___ FOR ___ AGAINST ___ ABSTAIN

2. In their discretion, the proxies are authorized to vote upon such matters as may properly come before the meeting or any adjournments thereof.

THE SUBMISSION OF THIS PROXY IF PROPERLY EXECUTED REVOKES ALL PRIOR PROXIES.

THIS PROXY WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED FOR THE PROPOSAL.

PLEASE MARK, DATE, SIGN, AND RETURN THIS PROXY PROMPTLY IN THE ENCLOSED ENVELOPE.

Dated _____, 1994

Please sign exactly as name appears at left
(Do not print)

_____

_____

_____

IMPORTANT: WHEN STOCK IS IN TWO OR MORE NAMES, ALL SHOULD SIGN. WHEN SIGNING AS EXECUTOR, TRUSTEE, GUARDIAN OR OFFICER OF A CORPORATION, GIVE TITLE AS SUCH.

SPACE IS PROVIDED ON THE REVERSE SIDE HEREOF FOR ANY COMMENTS OR SUGGESTIONS THAT YOU MAY HAVE.

(continued on the reverse side hereof)

[Reverse Side]

PLEASE CHECK THIS BOX IF YOU WOULD LIKE THE OPPORTUNITY TO DISPOSE OF YOUR SHARES ON A TAX-FREE BASIS: / / NOTE: THIS IS AN INDICATION OF YOUR INTEREST ONLY, AND IS NOT INTENDED TO BE LEGALLY BINDING OR TO CONSTITUTE A VOTE ON ANY SPECIFIC TRANSACTION.

If you have any comments that you would like to communicate to Tyson Foods, Inc., please do so here:

_____

_____

_____

_____

_____