

# WLR FOODS INC

Filed by  
**TYSON FOODS INC**

## FORM DEFC14A

(Proxy Statment - Contested Solicitations (definitive))

Filed 04/29/94

Address	P O BOX 7000 BROADWAY, VA 22815
Telephone	5408967001
CIK	0000760775
SIC Code	2015 - Poultry Slaughtering and Processing
Industry	Food Processing
Sector	Consumer/Non-Cyclical
Fiscal Year	06/30

**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:

// Preliminary proxy statement

// Definitive proxy statement

/X/ 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

**COMMERCIAL NO. 1**

"The people of Tyson Foods want the people of WLR to know a few things about our company. First, we have a great track record for expanding the plants and companies that have become part of our family. Becoming a part of the Tyson team means opportunity for growth for everyone who works with us. Our relationship with contract growers strengthens as we each build our businesses together. And at the same time we move forward, we remember where we've been. Tyson Foods, a family of companies working together to feed a nation."

**COMMERCIAL NO. 2**

"I know what you want before you say it  
Tyson Holly Farms Chicken  
I know the song before you play it  
because you want only the best for your family We're just family you and me  
Tyson feeding you as good as good can be.

Tyson Holly Farms Chickens are so fresh and natural because we never forget where all our food is going.

Tyson's feeding you like family

Tyson's feeding you . . ."

**Exhibit 99.26**

[Tyson Letterhead]

**NEWS RELEASE**

SPRINGDALE, ARKANSAS (APRIL 29, 1994) - In a continuing effort to encourage the Board of Directors of WLR Foods (NASDAQ:WLRF) to negotiate a merger of the two companies, Tyson Foods, Inc. (NASDAQ:TYSNA) Chairman Don Tyson today transmitted the attached letter to WLR President and CEO James Keeler.

For further information, contact Tyson's Director of Media, Public and Governmental Affairs, Archie Schaffer, III at 501-290-7232.

[Tyson Letterhead]

April 29, 1994

James L. Keeler  
President and Chief Executive Officer  
WLR Foods, Inc.  
P.O. Box 7000  
Broadway, VA 22815-7000

Dear Jim:

Your latest letter accuses Tyson of failing to listen to WLR shareholders and growers. But we do hear them, loud and clear. Their messages to Tyson, whether sent by telephone, letter or in face-to-face meetings, have been simple:

- - WLR shareholders are willing to sell their stock to Tyson.
- - WLR shareholders want a tax-free alternative from Tyson.
- - WLR grower-shareholders want a commitment from Tyson to maintain grower pay at current levels.
- - WLR grower-shareholders want to be able to continue to use double-decker chicken houses.

We think YOU'RE the one with a listening problem if you believe that WLR shareholders are telling us to go away. What we're hearing most clearly is that your shareholders want WLR to start negotiating a deal that's fair for everybody involved.

We believe that WLR shareholders will vote "FOR" the Tyson proposal on May 21, but there's no need to wait until then. Let's negotiate now. We believe that after meeting face-to-face with you, we can negotiate a deal that WLR shareholders will support. Let's negotiate a friendly deal that's in the best interests of all WLR shareholders.

Please don't, by your actions, cost your shareholders what may amount to more than \$10 a share.

Very truly yours,

*/s/ Don Tyson*  
*Don Tyson*  
*Chairman*

Feeding you like family.-TM-

**WLR SHAREHOLDERS, GROWERS, EMPLOYEES AND FRIENDS:**

**YOUR MESSAGE TO TYSON IS COMING THROUGH LOUD AND CLEAR.**

1. Most of you want Tyson to keep bidding for your WLR stock.
2. Many of you want a tax-free alternative from Tyson.
3. All of you want a good corporate citizen committed to the Shenandoah Valley.
4. Growers, you want Tyson's commitment to maintain grower pay and to allow your continued use of double-decker houses.

Tyson is ready and willing to negotiate a deal with WLR today that you would be pleased to vote "FOR." We are convinced that most of you want a friendly deal between WLR and Tyson.

James L. Keeler and the WLR Board want you to believe that Tyson is not listening to you. They're wrong. We hear you loud and clear. James L. Keeler and the WLR Board want you to gamble with the value of your WLR investment. He is telling you to vote "AGAINST" our proposal to see if Tyson really will go away. Let me tell you this--if 50% or more of WLR's independent shareholders fail to vote "FOR" our proposal:

- Tyson will terminate our tender offer.
- Tyson will sell our 600,000 WLR shares and take our losses, along with you.
- Tyson will invest the \$330 million--which we had planned to use to pay WLR shareholders--elsewhere in plant expansions and other acquisitions to build a better future for our shareholders.

**DON'T GAMBLE WITH THE VALUE OF YOUR WLR INVESTMENT.**

**IF TYSON GOES AWAY, SO MAY MORE THAN \$10 PER SHARE OF YOUR STOCK'S VALUE.**

**A VOTE FOR TYSON'S PROPOSAL DOES NOT MEAN YOU HAVE TO SELL YOUR WLR SHARES TO TYSON.**

**A VOTE AGAINST, HOWEVER, MAY MEAN YOU WILL NEVER HAVE A CHANCE TO SELL AT THESE PRICES.**

**VOTE FOR THE TYSON PROPOSAL.**

Give us a chance to negotiate a deal that's fair to WLR shareholders and growers. If we cannot reach a deal that a majority of you would support, we will terminate our offer and sell our WLR stock.

Send a message to the WLR Board. Sign, date and mail your blue proxy card. Vote for the Tyson proposal, and provide any comments you may have on the proxy card. We'll keep listening.

Very truly yours,

*/s/ Don Tyson*

[LOGO]

*Don Tyson*

[TYSON LETTERHEAD]

April 30, 1994

**YOUR MESSAGES TO TYSON ARE COMING THROUGH LOUD AND CLEAR**

Dear WLR Shareholder:

Thank you for taking the time to send your messages to us over the past weeks. From them, we have learned:

1. Most of you want Tyson to keep bidding for your WLR stock.
2. Many of you want a tax-free alternative from Tyson.
3. All of you want a good corporate citizen committed to the Shenandoah Valley.
4. Growers, you want and have Tyson's commitment to maintain grower pay and to allow your continued use of double-decker houses.

Tyson is ready and willing to negotiate a deal with WLR today that you would be pleased to vote "FOR." We are convinced that most of you want a friendly deal between WLR and Tyson.

James L. Keeler and the WLR Board want you to believe that Tyson is not listening to you. **THEY'RE WRONG. WE HEAR YOU LOUD AND CLEAR.**

James L. Keeler and the WLR Board are willing to have you gamble with the value of your WLR investment. They are telling you to vote "AGAINST" our proposal to see if Tyson really will go away. Let me tell you this--if 50% or more of WLR's independent shareholders fail to vote "FOR" our proposal:

- Tyson will terminate its tender offer.
- Tyson will sell its 600,000 WLR shares and take its losses, along with you.
- Tyson will invest the \$330 million--which it had planned to use to pay WLR shareholders--elsewhere in plant expansions and other acquisitions to build a better future for its shareholders.

**DON'T GAMBLE WITH THE VALUE OF YOUR WLR INVESTMENT**

If Tyson goes away, so may more than \$10 per share of your stock's value. Remember a vote "FOR" Tyson's proposal does not mean you have to sell your WLR shares to Tyson. A vote "AGAINST", however, may mean you will never have a chance to sell at these prices.

**VOTE "FOR" THE TYSON PROPOSAL**

Give us a chance to negotiate a deal that's fair to WLR shareholders and growers. If we cannot reach a deal that a majority of you would support, we will terminate our offer and sell our WLR stock.

Send a message to the WLR Board. Sign, date and mail your BLUE proxy card. Vote "FOR" the Tyson proposal and please provide any comments you may have on the proxy card. We'll keep listening.

Very truly yours,

/ sig cut / Don Tyson

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**End of Filing**

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