WLR FOODS INC

Filed by

TYSON FOODS INC

FORM SC 14D1/A

(Statement of Ownership: Tender Offer)

Filed 04/22/94

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

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(AMENDMENT NO. 7)

AND

SCHEDULE 13D

(AMENDMENT NO. 8)

TENDER OFFER STATEMENT PURSUANT TO SECTION 14(D)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

WLR FOODS, INC.

(Name of Subject Company)

WLR ACQUISITION CORP.
(Bidder)

Common Stock, no par value
(Title of Class of Securities) 929286 10 2
(CUSIP Number of Class of Securities) James B. Blair
Tyson Foods, Inc.
2210 West Oaklawn Drive
Springdale, Arkansas 72762-6999

Telephone Number (501) 290-4000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Bidders)

Copies to:

Leslie A. Grandis, Esq.	Lawrence Lederman, Esq.
McGuire, Woods, Battle & Boothe	Michael W. Goroff, Esq.
One James Center	Milbank, Tweed, Hadley & McCloy
901 East Cary Street	1 Chase Manhattan Plaza
Richmond, Virginia 23219	New York, New York 10005
Telephone: (804) 775-4322	Telephone: (212) 530-5000

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1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS TYSON FOODS, INC.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(A) / / (B) /x/
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC, BK	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) OR 2(f)	/ /
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
7	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 600,063 COMMON SHARES	

8 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

9 % OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

5.37%

10 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS WLR ACQUISITION CORP.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (A) / / (B) /X/
3	SEC USE ONLY
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) BK
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) OR 2(f) / /
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE
7	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 600,000 COMMON SHARES

8 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

9 % OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

5.37%

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10 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS TYSON LIMITED PARTNERSHIP
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (A) / / (B) /X/
3	SEC USE ONLY
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) NOT APPLICABLE
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) OR 2(f) / /
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE
7	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 600,063 COMMON SHARES

8 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

9 % OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

5.37%

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10 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS MR. DON TYSON
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (A) / / (B) /X/
3	SEC USE ONLY
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) NOT APPLICABLE
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) OR 2(f) / /
6	CITIZENSHIP OR PLACE OF ORGANIZATION UNITED STATES
7	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 600,063 COMMON SHARES

8 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

9 % OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

5.37%

10 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

This Statement constitutes Amendment No. 7 to the Statement on Schedule 14D-1, dated March 9, 1994, as amended, filed by WLR Acquisition Corp., a Delaware corporation (the "Purchaser"), and a wholly-owned subsidiary of Tyson Foods, Inc., a Delaware corporation ("Tyson"), and Tyson, relating to the offer by the Purchaser to purchase all outstanding shares of Common Stock, no par value (the "Shares"), of WLR Foods, Inc., a Virginia corporation (the "Company"), at a price of $30.00 per share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 9, 1994 (the "Offer to Purchase") and in the related Letter of Transmittal.

This Statement also constitutes Amendment No. 8 to the Statement on Schedule 13D, dated March 4, 1994, as amended, filed by the Purchaser, Tyson, Tyson Limited Partnership and Mr. Don Tyson, relating to their beneficial ownership of Shares.

1. Item 11 is hereby amended to add the following:

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

(a) 99.24 -- Definitive proxy statement, form of proxy and other soliciting materials of Tyson Foods, Inc. and WLR Acquisition Corp.

SIGNATURE

After due inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

WLR ACQUISITION CORP.

By /s/ James B. Blair

Name: James B. Blair
Title: President

Dated: April 22, 1994

TYSON FOODS, INC.

By /s/ Gerald Johnston

Name: Gerald Johnston
Title: Executive Vice President, Finance

Dated: April 22, 1994

EXHIBIT INDEX

Exhibit		Page No.
99.24	Definitive proxy statement, form of proxy and other soliciting materials of Tyson Foods, Inc. and WLR Acquisition Corp.	

[Tyson Letterhead]

April 22, 1994

To All Shareholders of
WLR Foods, Inc.:

We are pleased to provide to all WLR Foods, Inc. shareholders our proxy statement and BLUE proxy card for voting at a Special Meeting of WLR shareholders to be held on Saturday, May 21, 1994.

At the Special Meeting, you will be asked to consider and approve a proposal that, simply put, will give Tyson Foods, Inc. the right to vote shares it purchases in its tender offer. Adoption of the proposal will remove one of the many impediments that WLR is relying upon to block the tender offer. Adoption of the proposal will not, however, guarantee that Tyson will be able to complete its tender offer. Rather, adoption of the proposal should send a message to WLR's Board of Directors that they should finally sit down and negotiate with Tyson and try to work out the best deal possible for you. ALL ASPECTS OF TYSON'S PROPOSAL ARE OPEN FOR NEGOTIATION.

There are some important things for shareholders to remember when they are voting.

- A VOTE "FOR" THE PROPOSAL DOES NOT MEAN THAT YOU WANT THE TYSON OFFER TO SUCCEED AT THE CURRENT PRICE.

- A VOTE "FOR" DOES NOT REQUIRE YOU TO SELL YOUR SHARES TO TYSON OR TO TENDER YOUR SHARES IN THE TENDER OFFER.

- A VOTE "FOR" THE PROPOSAL IS YOUR BEST CHOICE IF YOU WOULD PREFER A TAX-FREE ALTERNATIVE.

- A VOTE "FOR" WILL ENCOURAGE THE WLR BOARD TO NEGOTIATE A FRIENDLY DEAL WITH TYSON THAT SERVES THE BEST INTERESTS OF ALL.

The WLR Board wants Tyson and its offer to just go away. You should ask yourself whether this is really what you want.

YOU SHOULD ALSO ASK YOURSELF WHAT WILL HAPPEN TO WLR'S STOCK PRICE, AND THE VALUE OF YOUR INVESTMENT IN WLR, IF TYSON DOES GO AWAY. Please bear in mind that WLR stock traded at $17 1/2 to $19 1/4 during the two months just before our proposal. With the stock market down substantially since January, one can only guess at what price WLR stock might trade.

If you want the WLR Board to start working for you, rather than themselves, there are some immediate steps that you can take:

1. Vote your BLUE proxy card "FOR" the proposal to grant Tyson voting rights.

2. Call us directly with your views at 1-800-643-3410 or write in your comments in the space provided on the BLUE proxy card (or the GOLD Comment Card if your shares are held by your brokerage firm). We care about what you think. (Note that providing us with your comments is purely optional; you can and should vote by signing and returning your BLUE proxy card even if you do not wish to write in any comments).

3. Make your views also known to the WLR Board. Call James L. Keeler, WLR's president, directly at 703-896-0499. Let them know if you want negotiations -- especially if you would prefer a tax-free alternative.

YOUR VOTE CAN MAKE THE DIFFERENCE

SHAREHOLDERS ARE URGED TO SUBMIT A BLUE PROXY AND VOTE BECAUSE FAILURE TO VOTE AT ALL IS EQUIVALENT TO A VOTE AGAINST THE PROPOSAL. FAILURE TO VOTE OR A VOTE AGAINST WILL IN EFFECT MEAN THAT YOU ARE NOT INTERESTED IN THE WLR BOARD SEEKING TO NEGOTIATE A BETTER CASH DEAL OR A TAX-FREE ALTERNATIVE WITH TYSON.

The attached proxy statement contains additional information concerning the Special Meeting. If you have any questions about the Special Meeting, voting procedures or about the status of our tender offer, please call MacKenzie Partners at 800-322-2885.

Very truly yours, Don Tyson
CHAIRMAN

PROXY STATEMENT

OF
TYSON FOODS, INC. AND WLR ACQUISITION CORP.
FOR THE
SPECIAL MEETING OF SHAREHOLDERS
OF
WLR FOODS, INC.

TO BE HELD ON MAY 21, 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 May 21, 1994 at 1:00 P.M., at Turner Ashby High School, 800 North Main Street, Bridgewater, Virginia 22812, and at any adjournments or postponements thereof (the "Special Meeting").

*____*____*

TYSON AND THE PURCHASER BELIEVE THAT THE VOTE TO BE TAKEN 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. TYSON AND THE PURCHASER BELIEVE 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 TO BE VOTED ON AT THE SPECIAL MEETING WILL NOT ASSURE CONSUMMATION OF TYSON'S TENDER 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 TENDER 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 EXCHANGE THEIR WLR SHARES ON A TAX-FREE BASIS.

IF THE PROPOSAL TO BE VOTED ON AT THE SPECIAL MEETING IS NOT APPROVED, TYSON AND THE PURCHASER CURRENTLY INTEND TO TERMINATE THE TENDER OFFER AND TO CONSIDER ABANDONING THEIR EFFORTS TO ACQUIRE THE COMPANY.

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.

* * *

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"). Tyson and the Purchaser have previously disseminated copies of the Offer to shareholders of the Company. If you have not received a copy, or would like to receive additional copies, please call MacKenzie Partners, Inc. toll free at (800) 322-2885.

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 "disinterested" 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.

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 April 22, 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, immediately 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. Tyson and the Purchaser believe 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 EXCHANGE 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.

UNDER THE VIRGINIA CONTROL SHARE 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.

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 5.37% of the 10,970,878 Shares reported by the Company as being outstanding as of April 14, 1994). Such Shares are Interested Shares under the Act and therefore cannot be voted on the Proposal at the Special Meeting.

Although the Company's Proxy Statement for the Special Meeting discloses that, as of April 14, 1994, an aggregate of 1,759,588 Shares (constituting 15.7% of the then outstanding Shares) were beneficially owned by officers or directors of the Company, the Company has claimed in its Proxy Statement that only 59,095 Shares are Interested Shares (i.e. Shares as to which officers or inside directors are entitled to exercise voting rights). Despite a request by Tyson that it do so, the Company has not provided Tyson with information that would enable it to evaluate the accuracy of this claim. However, based on disclosure contained in the Company's Proxy Statement for the Special Meeting, an aggregate of 1,605,941 Shares (constituting 14.4% of the outstanding Shares) were, as of April 14, 1994, beneficially owned by individuals who Tyson believes should be considered 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 provide shareholders with an opportunity to communicate their views and concerns directly to Tyson, and to assess whether and to what extent a tax-free transaction would be of interest to shareholders, the enclosed BLUE proxy card contains a space for shareholders to write a comment or message that they would like to communicate to Tyson. SHAREHOLDERS WHO WOULD LIKE THE OPPORTUNITY TO EXCHANGE THEIR SHARES ON A TAX-FREE BASIS ARE ENCOURAGED TO INDICATE THAT IN THE SPACE PROVIDED FOR COMMENTS ON THE ENCLOSED BLUE PROXY CARD. Tyson cares about what you think and will carefully consider any and all comments or messages that it receives from shareholders. Including your comments on the BLUE proxy card will better enable Tyson to negotiate a transaction that addresses your concerns.

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 the President and Chief Executive Officer 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 ACQUISITION 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 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.

In response to Tyson's request for precise estimates of the amounts that would be payable to the Company's executives pursuant to their golden parachute contracts, the Company informed Tyson that: "[t]he Company has estimated that the cash amounts payable to the five most highly compensated executives of the Company and its subsidiaries, who are Messrs. Keeler, Mason, Seitz, Broaddus and Misner, would be approximately $1,472,367, $669,603, $466,857, $246,279, and $252,312, respectively, exclusive of any gross-up payments and option cash-out payments. Although the amount of any "gross-up" payment is subject to a number of contingencies, the Company believes that only Messrs. Keeler, Seitz and Mason would receive such payments and that the total amounts of such payments would be not more than $1.2 million and could be substantially less."

Tyson notes that the estimates provided by the Company fail to include significant amounts payable under the golden parachute contracts to "cash-out" stock options (including unvested options) held by the executives and fail to specify on an individual basis the amounts payable under the golden parachute contracts to "gross-up" the executives for certain taxes payable by the executives. Only the Company has the information necessary to calculate these amounts precisely. 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 acquisition 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 contains a space for shareholders to write a comment or message that they would like to communicate to Tyson. Shareholders who would like the opportunity to exchange their Shares on a tax-free basis are encouraged to indicate that in the space provided for comments on the BLUE proxy card. This space is 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 left space on our proxy card for you to include your comments or a short message. Shareholders who would like the opportunity to exchange their Shares on a tax-free basis should so indicate in the space provided for comments on our proxy card. If you would like the Company to negotiate such a transaction with Tyson, you should so indicate on the BLUE

proxy card 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 MACKENZIE PARTNERS, INC. TOLL-FREE AT (800) 322-2885.

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 currently 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.

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 B 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 A hereto and is incorporated herein by reference.

PRINCIPAL SHAREHOLDERS OF THE COMPANY

The following table sets forth the number and percentage of Shares held as of April 14, 1994 by the only persons who, to the knowledge of Tyson and the Purchaser, beneficially own 5% or more of the outstanding Shares:

NAME AND ADDRESS OF BENEFICIAL OWNER	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP	PERCENTAGE OF OUTSTANDING SHARES(1)
Tyson Foods, Inc. ..... WLR Acquisition Corp. 2210 West Oaklawn Drive Springdale, Arkansas 72762	600,063(2)	5.37%
William D. Wampler ..... Route 8, Box 112 Harrisonburg, Virginia 22801	605,974(3)	5.4 %

(1) Based on 10,970,878 Shares outstanding as of April 14, 1994, plus 204,750 Shares which members of the Company's management have the option to purchase within 60 days of April 14, 1994, as reported in the Company's Proxy Statement for the Special Meeting.

(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 for the Special Meeting. The 605,974 Shares beneficially owned by Mr. Wampler includes 272,207 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.

According to the Company's Proxy Statement for the Special Meeting, as of April 14, 1994, the executive officers and directors of the Company beneficially owned 1,759,588 Shares (or approximately 15.7% of the outstanding Shares). Additional information relating to the number of Shares beneficially owned by officers and directors of the Company is contained in the Company's Proxy Statement for the Special Meeting under the heading "Security Ownership of Certain Persons," which information is hereby incorporated herein by reference.

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 the Virginia statutory scheme regulating mergers and acquisitions, 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 CARD 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 $50,000 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 FOODS, INC.
WLR ACQUISITION CORP.

Dated: April 22, 1994

ANNEX A

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 121 West College Nashville, Arkansas 71852	Chairman of the Board and Chief Executive Officer of Sunmark and Chairman of the Board of Cassady Associates, Inc. and its 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 POSITION WITH TYSON
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 L. Van Bebber	Corporate Counsel
Dennis Leatherby	Assistant Treasurer
Louis Gottsponer	Cash Manager
Rocky Parsons	Cash Manager
Ted Simmons	Complex Manager (Sedalia)
Bill Ray	Northwest Regional Manager

NAME	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT
Kenton Keith	Southeast Regional Manager
Aubrey Cuzick	Western 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 (Wilkesboro)
Randy Moyer	Breeder Service Man (Harrisonburg)
Stanley Salyards	Breeder Manager (Harrisonburg)
Winston Turner	Growout Manager (Harrisonburg)
Fred Dove	Broiler Service Man (Harrisonburg)
Steve Burns	Broiler Service Man (Harrisonburg)
Merrill Ware	Service Center Manager (Harrisonburg)
Hank Bruining	Personnel Manager (Harrisonburg)
Jeff Cornwell	Shift Superintendent (Harrisonburg)
Danny Sutton	Complex Manager (Harrisonburg)
Jack Luster	Live Haul Manager (Harrisonburg)
Renz Falls	Feedmill Manager (Harrisonburg)
Ronnie Pittington	Complex Purchasing (Harrisonburg)

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, beneficially owns 100 Shares (constituting less than 1% of the outstanding Shares) jointly with his wife. Mr. Wayne Britt, Vice President and Treasurer of Tyson, beneficially owns 1,000 Shares (constituting less than 1% of the outstanding Shares). Mr. Winston Turner beneficially owns 818 Shares (constituting less than 1% of the outstanding Shares). Mr. Ted Simmons beneficially owns 550 Shares (constituting less than 1% of the outstanding Shares). Mr. Danny Sutton beneficially owns 15 Shares (constituting less than 1% of the outstanding Shares), which Shares are held by Mr. Sutton's wife as custodian for Mr. Sutton's son.

ANNEX B

CODE OF VIRGINIA
TITLE 13.1. CORPORATIONS.

CHAPTER 9. VIRGINIA STOCK CORPORATION ACT. ARTICLE 14.1. CONTROL SHARE ACQUISITIONS.

SECTION 13.1-728.8 DISSENTERS' RIGHTS.

A. 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 issuing public 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 (Section 13.1-729 et seq.) of this chapter as though such granting of voting rights were a corporate action described in subsection A of Section 13.1-730, except that the provisions of subsection C of Section 13.1-730 shall not be applicable and the failure to vote in favor of the granting of voting rights shall be deemed to constitute compliance with the requirements of subsection A of Section 13.1-733.

B. For the purposes of this section "fair value" shall in no event be less than the highest price per share paid in the control share acquisition, as adjusted for any subsequent share dividends or reverse share splits or similar changes.

ARTICLE 15.
DISSENTERS' RIGHTS.

SECTION 13.1-729 DEFINITIONS.

In this article:

"Corporation" means the issuer of the shares held by a dissenter before the corporate action, except that (i) with respect to a merger, "corporation" means the surviving domestic or foreign corporation or limited liability company by merger of that issuer, and (ii) with respect to a share exchange, "corporation" means the acquiring corporation by share exchange, rather than the issuer, if the plan of share exchange places the responsibility for dissenters' rights on the acquiring corporation.

"Dissenter" means a shareholder who is entitled to dissent from corporate action under Section 13.1-730 and who exercises that right when and in the manner required by Section Section 13.1-732 through 13.1-739.

"Fair value," with respect to a dissenter's shares, means the value of the shares immediately before the effectuation of the corporate action to which the dissenter objects, excluding any appreciation or depreciation in anticipation of the corporate action unless exclusion would be inequitable.

"Interest" means interest from the effective date of the corporate action until the date of payment, at the average rate currently paid by the corporation on its principal bank loans or, if none, at a rate that is fair and equitable under all the circumstances.

"Record shareholder" means the person in whose name shares are registered in the records of a corporation or the beneficial owner of shares to the extent of the rights granted by a nominee certificate on file with a corporation.

"Beneficial shareholder" means the person who is a beneficial owner of shares held by a nominee as the record shareholder.

"Shareholder" means the record shareholder or the beneficial shareholder.

SECTION 13.1-730 RIGHT TO DISSENT.

A. A shareholder is entitled to dissent from, and obtain payment of the fair value of his shares in the event of, any of the following corporate actions:

1. Consummation of a plan of merger to which the corporation is a party
(i) if shareholder approval is required for the merger by Section 13.1-718 or the articles of incorporation and the shareholder is entitled to vote on the merger or (ii) if the corporation is a subsidiary that is merged with its parent under Section 13.1-719;

2. Consummation of a plan of share exchange to which the corporation is a party as the corporation whose shares will be acquired, if the shareholder is entitled to vote on the plan;

3. Consummation of a sale or exchange of all, or substantially all, of the property of the corporation if the shareholder was entitled to vote on the sale or exchange or if the sale or exchange was in furtherance of a dissolution on which the shareholder was entitled to vote, provided that such dissenter's rights shall not apply in the case of (i) a sale or exchange pursuant to court order, or (ii) a sale for cash pursuant to a plan by which all or substantially all of the net proceeds of the sale will be distributed to the shareholders within one year after the date of sale;

4. Any corporate action taken pursuant to a shareholder vote to the extent the articles of incorporation, bylaws, or a resolution of the board of directors provides that voting or nonvoting shareholders are entitled to dissent and obtain payment for their shares.

B. A shareholder entitled to dissent and obtain payment for his shares under this article may not challenge the corporate action creating his entitlement unless the action is unlawful or fraudulent with respect to the shareholder or the corporation.

C. Notwithstanding any other provision of this article, with respect to a plan of merger or share exchange or a sale or exchange of property there shall be no right of dissent in favor of holders of shares of any class or series which, at the record date fixed to determine the shareholders entitled to receive notice of and to vote at the meeting at which the plan of merger or share exchange or the sale or exchange of property is to be acted on, were (i) listed on a national securities exchange or (ii) held by at least 2,000 record shareholders, unless in either case:

1. The articles of incorporation of the corporation issuing such shares provide otherwise;

2. In the case of a plan of merger or share exchange, the holders of the class or series are required under the plan of merger or share exchange to accept for such shares anything except:

a. Cash;

b. Shares or membership interests, or shares or membership interests and cash in lieu of fractional shares (i) of the surviving or acquiring corporation or limited liability company or (ii) of any other corporation or limited liability company which, at the record date fixed to determine the shareholders entitled to receive notice of and to vote at the meeting at which the plan of merger or share exchange is to be acted on, were either listed subject to notice of issuance on a national securities exchange or held of record by at least 2,000 record shareholders or members; or

c. A combination of cash and shares or membership interests as set forth in subdivisions 2 a and 2 b of this subsection; or

3. The transaction to be voted on is an "affiliated transaction" and is not approved by a majority of "disinterested directors" as such terms are defined in Section 13.1-725.

D. The right of a dissenting shareholder to obtain payment of the fair value of his shares shall terminate upon the occurrence of any one of the following events:

1. The proposed corporate action is abandoned or rescinded;

2. A court having jurisdiction permanently enjoins or sets aside the corporate action; or

3. His demand for payment is withdrawn with the written consent of the corporation.

SECTION 13.1-731 DISSENT BY NOMINEES AND BENEFICIAL OWNERS.

A. A record shareholder may assert dissenters' rights as to fewer than all the shares registered in his name only if he dissents with respect to all shares beneficially owned by any one person and notifies the corporation in writing of the name and address of each person on whose behalf he asserts dissenters' rights. The rights of a partial dissenter under this subsection are determined as if the shares as to which he dissents and his other shares were registered in the names of different shareholders.

B. A beneficial shareholder may assert dissenters' rights as to shares held on his behalf only if:

1. He submits to the corporation the record shareholder's written consent to the dissent not later than the time the beneficial shareholder asserts dissenters' rights; and

2. He does so with respect to all shares of which he is the beneficial shareholder or over which he has power to direct the vote.

SECTION 13.1-732 NOTICE OF DISSENTERS' RIGHTS.

A. If proposed corporate action creating dissenters' rights under Section 13.1-730 is submitted to a vote at a shareholders' meeting, the meeting notice shall state that shareholders are or may be entitled to assert dissenters' rights under this article and be accompanied by a copy of this article.

B. If corporate action creating dissenters' rights under Section 13.1-730 is taken without a vote of shareholders, the corporation, during the ten-day period after the effectuation of such corporate action, shall notify in writing all record shareholders entitled to assert dissenters' rights that the action was taken and send them the dissenters' notice described in Section 13.1-734.

SECTION 13.1-733 NOTICE OF INTENT TO DEMAND PAYMENT.

A. If proposed corporate action creating dissenters' rights under Section 13.1-730 is submitted to a vote at a shareholders' meeting, a shareholder who wishes to assert dissenters' rights (i) shall deliver to the corporation before the vote is taken written notice of his intent to demand payment for his shares if the proposed action is effectuated and (ii) shall not vote such shares in favor of the proposed action.

B. A shareholder who does not satisfy the requirements of subsection A of this section is not entitled to payment for his shares under this article.

SECTION 13.1-734 DISSENTERS' NOTICE.

A. If proposed corporate action creating dissenters' rights under Section 13.1-730 is authorized at a shareholders' meeting, the corporation, during the ten-day period after the effectuation of such corporate action, shall deliver a dissenters' notice in writing to all shareholders who satisfied the requirements of Section 13.1-733.

B. The dissenters' notice shall:

1. State where the payment demand shall be sent and where and when certificates for certificated shares shall be deposited;

2. Inform holders of uncertificated shares to what extent transfer of the shares will be restricted after the payment demand is received;

3. Supply a form for demanding payment that includes the date of the first announcement to news media or to shareholders of the terms of the proposed corporate action and requires that the person asserting dissenters' rights certify whether or not he acquired beneficial ownership of the shares before or after that date;

4. Set a date by which the corporation must receive the payment demand, which date may not be fewer than thirty nor more than sixty days after the date of delivery of the dissenters' notice; and

5. Be accompanied by a copy of this article.

SECTION 13.1-735 DUTY TO DEMAND PAYMENT.

A. A shareholder sent a dissenters' notice described in Section 13.1-734 shall demand payment, certify that he acquired beneficial ownership of the shares before or after the date required to be set forth in the dissenters' notice pursuant to subdivision 3 of subsection B of Section 13.1-734, and, in the case of certificated shares, deposit his certificates in accordance with the terms of the notice.

B. The shareholder who deposits his shares pursuant to subsection A of this section retains all other rights of a shareholder except to the extent that these rights are canceled or modified by the taking of the proposed corporate action.

C. A shareholder who does not demand payment and deposits his share certificates where required, each by the date set in the dissenters' notice, is not entitled to payment for his shares under this article.

SECTION 13.1-736 SHARE RESTRICTIONS.

A. The corporation may restrict the transfer of uncertificated shares from the date the demand for their payment is received.

B. The person for whom dissenters' rights are asserted as to uncertificated shares retains all other rights of a shareholder except to the extent that these rights are canceled or modified by the taking of the proposed corporate action.

SECTION 13.1-737 PAYMENT.

A. Except as provided in Section 13.1-738, within thirty days after receipt of a payment demand made pursuant to Section 13.1-735, the corporation shall pay the dissenter the amount the corporation estimates to be the fair value of his shares, plus accrued interest. The obligation of the corporation under this paragraph may be enforced (i) by the circuit court in the city or county where the corporation's principal office is located, or, if none in this Commonwealth, where its registered office is located or (ii) at the election of any dissenter residing or having its principal office in the Commonwealth, by the circuit court in the city or county where the dissenter resides or has its principal office. The court shall dispose of the complaint on an expedited basis.

B. The payment shall be accompanied by:

1. The corporation's balance sheet as of the end of a fiscal year ending not more than sixteen months before the effective date of the corporate action creating dissenters' rights, an income statement for that year, a statement of changes in shareholders' equity for that year, and the latest available interim financial statements, if any;

2. An explanation of how the corporation estimated the fair value of the shares and of how the interest was calculated;

3. A statement of the dissenters' right to demand payment under Section 13.1-739; and

4. A copy of this article.

SECTION 13.1-738 AFTER-ACQUIRED SHARES.

A. A corporation may elect to withhold payment required by Section 13.1-737 from a dissenter unless he was the beneficial owner of the shares on the date of the first publication by news media or the first announcement to shareholders generally, whichever is earlier, of the terms of the proposed corporate action, as set forth in the dissenters' notice.

B. To the extent the corporation elects to withhold payment under subsection A of this section, after taking the proposed corporate action, it shall estimate the fair value of the shares, plus accrued interest, and shall offer to pay this amount to each dissenter who agrees to accept it in full satisfaction of his demand. The corporation shall send with its offer an explanation of how it estimated the fair value of the shares and of how the interest was calculated, and a statement of the dissenter's right to demand payment under Section 13.1-739.

SECTION 13.1-739 PROCEDURE IF SHAREHOLDER DISSATISFIED WITH PAYMENT OR OFFER.

A. A dissenter may notify the corporation in writing of his own estimate of the fair value of his shares and amount of interest due, and demand payment of his estimate (less any payment under Section 13.1-737), or reject the corporation's offer under Section 13.1-738 and demand payment of the fair value of his shares and interest due, if the dissenter believes that the amount paid under Section 13.1-737 or offered under Section 13.1-738 is less than the fair value of his shares or that the interest due is incorrectly calculated.

B. A dissenter waives his right to demand payment under this section unless he notifies the corporation of his demand in writing under subsection A of this section within thirty days after the corporation made or offered payment for his shares.

SECTION 13.1-740 COURT ACTION.

A. If a demand for payment under Section 13.1-739 remains unsettled, the corporation shall commence a proceeding within sixty days after receiving the payment demand and petition the circuit court in the city or county described in subsection B of this section to determine the fair value of the shares and accrued interest. If the corporation does not commence the proceeding within the sixty-day period, it shall pay each dissenter whose demand remains unsettled the amount demanded.

B. The corporation shall commence the proceeding in the city or county where its principal office is located, or, if none in this Commonwealth, where its registered office is located. If the corporation is a foreign corporation without a registered office in this Commonwealth, it shall commence the proceeding in the city or county in this Commonwealth where the registered office of the domestic corporation merged with or whose shares were acquired by the foreign corporation was located.

C. The corporation shall make all dissenters, whether or not residents of this Commonwealth, whose demands remain unsettled parties to the proceeding as in an action against their shares and all parties shall be served with a copy of the petition. Nonresidents may be served by registered or certified mail or by publication as provided by law.

D. The corporation may join as a party to the proceeding any shareholder who claims to be a dissenter but who has not, in the opinion of the corporation, complied with the provisions of this article. If the court determines that such shareholder has not complied with the provisions of this article, he shall be dismissed as a party.

E. The jurisdiction of the court in which the proceeding is commenced under subsection B of this section is plenary and exclusive. The court may appoint one or more persons as appraisers to receive evidence and recommend a decision on the question of fair value. The appraisers have the powers described in the order appointing them, or in any amendment to it. The dissenters are entitled to the same discovery rights as parties in other civil proceedings.

F. Each dissenter made a party to the proceeding is entitled to judgment
(i) for the amount, if any, by which the court finds the fair value of his shares, plus interest, exceeds the amount paid by the corporation or (ii) for the fair value, plus accrued interest, of his after-acquired shares for which the corporation elected to withhold payment under Section 13.1-738.

SECTION 13.1-741 COURT COSTS AND COUNSEL FEES.

A. The court in an appraisal proceeding commenced under Section 13.1-740 shall determine all costs of the proceeding, including the reasonable compensation and expenses of appraisers appointed by the court. The court shall assess the costs against the corporation, except that the court may assess costs against all or some of the dissenters, in amounts the court finds equitable, to the extent the court finds the dissenters did not act in good faith in demanding payment under Section 13.1-739.

B. The court may also assess the reasonable fees and expenses of experts, excluding those of counsel, for the respective parties, in amounts the court finds equitable:

1. Against the corporation and in favor of any or all dissenters if the court finds the corporation did not substantially comply with the requirements of SectionSection 13.1-732 through 13.1-739; or

2. Against either the corporation or a dissenter, in favor of any other party, if the court finds that the party against whom the fees and expenses are assessed did not act in good faith with respect to the rights provided by this article.

C. If the court finds that the services of counsel for any dissenter were of substantial benefit to other dissenters similarly situated, the court may award to these counsel reasonable fees to be paid out of the amounts awarded the dissenters who were benefited.

D. In a proceeding commenced under subsection A of Section 13.1-737 the court shall assess the costs against the corporation, except that the court may assess costs against all or some of the dissenters who are parties to the proceeding, in amounts the court finds equitable, to the extent the court finds that such parties did not act in good faith in instituting the proceeding.

[TYSON LETTERHEAD]

VOTE FOR OPENING NEGOTIATIONS BETWEEN TYSON AND WLR

April 22, 1994

Dear WLR Shareholder:

Twelve weeks have passed since Tyson Foods first delivered its proposal to acquire WLR Foods for $30 per share on January 24, 1994 and our tender offer has been extended to June 3. We are now asking you to vote on a proposal at a Special Meeting of WLR shareholders to grant Tyson the legal right to vote any shares we purchase in our tender offer.

YOU SHOULD UNDERSTAND THAT YOUR VOTE AT THE SPECIAL MEETING IS NOT A VOTE FOR OR AGAINST OUR $30 OFFER AND IN NO WAY OBLIGATES YOU TO SELL YOUR SHARES TO TYSON. RATHER, THIS VOTE IS AN OPPORTUNITY FOR YOU TO SEND A CLEAR MESSAGE TO ENCOURAGE NEGOTIATIONS BETWEEN WLR AND TYSON.

We are also asking all WLR shareholders to let us know whether they would prefer to have A TAX-FREE ALTERNATIVE to our current all cash deal.

YOUR VIEWS ARE IMPORTANT TO US

WE WANT TO HEAR FROM YOU DIRECTLY

We think it is time to measure what the WLR Board of Directors and management, aided by their New York City lawyers and investment bankers, have done for shareholders versus what they have done for themselves. If you think the WLR board should do more to negotiate the best possible deal for you -- send them a message by voting "FOR" the proposal on the BLUE proxy card.

Here is what the WLR Board and management HAVE been doing:

- They have granted unusually lucrative "GOLDEN PARACHUTE" contracts to James L. Keeler and certain of WLR's other top executives, entitling them to cash payments worth millions of dollars if Tyson or another company buys WLR.

- In fact, the payments some executives could receive are so excessive that, under existing regulations designed to discourage these types of excessive severance payments, significant amounts paid to these executives WILL NOT EVEN BE DEDUCTIBLE by WLR for tax purposes.

- They have engaged in a series of sly legal maneuvers in an attempt to "STUFF THE BALLOT BOX" by enabling the four largest shareholders on the Board to claim that they are not WLR officers and can therefore vote their shares at this Special Meeting. UNDER VIRGINIA LAW, WLR'S OFFICERS ARE NOT PERMITTED TO VOTE AT THIS MEETING.

- They have issued "poison pill" rights which discriminate against Tyson and effectively give the WLR Board, as opposed to WLR shareholders, complete discretion over Tyson's ability to purchase WLR shares -- REGARDLESS OF THE PRICE OFFERED.

- They have commenced litigation against Tyson and, since then, have engaged in delay tactics designed to stretch out any judicial review of their actions.

- THEY ARE RUNNING UP MILLIONS OF DOLLARS IN FEES TO AN ASSORTMENT OF INVESTMENT BANKERS, LAWYERS, PROXY SOLICITORS AND PUBLIC RELATIONS FIRMS.

Here is what the WLR Board and Management HAVE NOT been doing:

- They have not been willing to enter into any negotiations with Tyson concerning its acquisition proposal -- DESPITE OUR REPEATED INVITATIONS AND OUR STATEMENT THAT ALL ASPECTS OF OUR PROPOSAL ARE OPEN TO NEGOTIATION.

- THEY HAVE NOT BEEN EXPLORING THE SALE OF WLR TO SOMEONE OTHER THAN TYSON.

- They have done nothing to explore the opportunity for a tax-free transaction with Tyson, notwithstanding Tyson's open invitation to explore such a transaction and the desire of a significant number of shareholders for such a transaction.

- They have not complied with Tyson's request to remove the many impediments erected by the Board to thwart Tyson's offer, making your actual decision about whether you want to sell your shares meaningless.

IN SHORT, THE WLR BOARD AND MANAGEMENT HAVE BEEN BUSY LOOKING OUT FOR THEMSELVES AND HAVE DONE NOTHING TO PURSUE A BETTER DEAL FOR YOU. THE WLR BOARD IS DOING EVERYTHING IN ITS POWER TO PREVENT A NEGOTIATED DEAL WITH TYSON.

Please send a message to James L. Keeler and the WLR Board that you want them to enter into serious negotiations with Tyson or a qualified third party that may be willing to pay more.

IT IS TIME TO TELL THE WLR BOARD OF DIRECTORS TO START WORKING ON GETTING THE BEST POSSIBLE DEAL FOR ALL WLR SHAREHOLDERS

VOTE "FOR" THE PROPOSAL. VOTE TO GIVE TYSON VOTING RIGHTS, IF YOU WANT TYSON

TO CONTINUE TO PURSUE A MERGER WITH WLR.

We ask you to grant us the simple right to vote any WLR shares we purchase by signing, dating and mailing the enclosed BLUE proxy card in the envelope provided. Since we need "FOR" votes from owners of a majority of the disinterested shares of WLR, failure to return a signed proxy has the same practical effect as a vote against the proposal.

You are also encouraged to let us know whether you would prefer an all cash offer or a TAX-FREE ALTERNATIVE as well as any other concerns or comments you may have by writing them in the space provided on your BLUE proxy card and returning it to us in the envelope provided. If your shares are held by your brokerage firm, we have provided a separate GOLD card for your comments.

I continue to urge each of you -- especially WLR's growers -- to call me personally or Leland Tollett, our President and Chief Executive Officer. We would be pleased to talk with each of you directly. Calls us toll-free at 800-643-3410.

PLEASE REMEMBER THAT BY VOTING FOR OUR PROPOSAL, YOU ARE NOT IN ANY WAY COMMITTING TO SELL YOUR SHARES TO TYSON AT $30 OR AT ANY OTHER PRICE. ADOPTION OF THE PROPOSAL WILL NOT GUARANTEE THAT TYSON WILL BE ABLE TO COMPLETE ITS TENDER OFFER. YOUR VOTE "FOR" THE PROPOSAL WILL, HOWEVER, SEND A CLEAR MESSAGE TO THE WLR BOARD TO NEGOTIATE THE BEST DEAL FOR ALL SHAREHOLDERS.

If you have any questions about voting procedures or need assistance in voting shares held by your broker or bank please call MacKenzie Partners, Inc., our information agent, at 800-322-2885.

Thank you for your prompt consideration of our request for your vote on this important matter.

Very truly yours, Don Tyson
CHAIRMAN

YOUR VOTE IS EXTREMELY IMPORTANT

Please remember, your "FOR" vote will ONLY grant Tyson voting rights for any shares we may purchase through our tender offer. It does NOT obligate you to sell your WLR shares to Tyson.

To send a message to WLR's management to negotiate on your behalf:

1. Please SIGN, MARK, DATE and MAIL your BLUE proxy card in the enclosed postage-paid envelope. DO NOT SIGN ANY WHITE PROXY CARDS SENT BY WLR FOODS.

2. If you have already voted a WHITE WLR proxy card, you have every legal right to change your mind and vote "FOR" on Tyson's BLUE proxy card. ONLY YOUR LATEST-DATED CARD WILL COUNT.

3. If your shares are held for you by a bank or brokerage firm, only your bank or broker can vote your shares and only after receiving your instructions. PLEASE CALL YOUR BANK OR BROKER AND INSTRUCT YOUR REPRESENTATIVE TO VOTE FOR ON TYSON'S BLUE PROXY CARD.

4. TIME IS SHORT. PLEASE VOTE TODAY!

If you have questions or need assistance in voting your shares or in changing your vote please contact MacKenzie Partners, Inc. at the toll-free number listed below.

[LOGO]

156 Fifth Avenue, 9th Floor New York, New York 10010
(212) 929-5500 (call Collect) or CALL TOLL-FREE (800) 322-2885

WLR FOODS, INC. SHAREHOLDER COMMENT CARD

IF YOU WISH TO COMMUNICATE COMMENTS TO TYSON IN THE SPACE BELOW BUT DO NOT WISH TO VOTE YOUR SHARES, YOU SHOULD RETURN JUST THIS GOLD CARD. IF YOU SIGN THE BLUE PROXY CARD, YOUR SHARES WILL BE VOTED IN THE MANNER DIRECTED ON THE FRONT OF THE PROXY CARD OR, IF NO DIRECTION IS GIVEN, FOR THE PROPOSAL.

IF YOU HAVE ANY COMMENTS THAT YOU WOULD LIKE TO COMMUNICATE TO TYSON FOODS, INC. PLEASE DO SO IN THE SPACE BELOW. SHAREHOLDERS WHO WOULD LIKE THE OPPORTUNITY TO EXCHANGE THEIR SHARES ON A TAX-FREE BASIS ARE ENCOURAGED TO INDICATE THAT HERE.

COMMENTS: ----------

OPTIONAL INFORMATION

NAME: ---------- NO. OF SHARES: ----------
ADDRESS: TELEPHONE NO.:
---------- ----------
CITY/STATE: ZIP CODE:
---------- ----------

WLR FOODS, INC.

SPECIAL MEETING OF SHAREHOLDERS -- SATURDAY, MAY 21, 1994

THIS PROXY IS SOLICITED BY TYSON FOODS, INC. AND WLR ACQUISITION CORP.

THE UNDERSIGNED HEREBY APPOINTS MESSRS. DON TYSON AND GERALD JOHNSTON, AND EACH OF THEM, PROXIES FOR THE UNDERSIGNED WITH FULL POWER OF SUBSTITUTION, TO VOTE ALL SHARES OF COMMON STOCK OF WLR FOODS, INC. WHICH THE UNDERSIGNED IS ENTITLED TO VOTE AT THE SPECIAL MEETING OF SHAREHOLDERS OF WLR FOODS, INC. TO BE HELD ON MAY 21, 1994, AND ANY ADJOURNMENTS OR POSTPONEMENTS THEREOF, HEREBY REVOKING ALL PRIOR PROXIES, AS DIRECTED BELOW:

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

/ / FOR / / AGAINST / / ABSTAIN

THE PROXIES ARE ALSO AUTHORIZED, IN THEIR DISCRETION, TO VOTE UPON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENTS OR POSTPONEMENTS 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.

YOU SHOULD SIGN THIS CARD ONLY IF YOU WISH TO VOTE YOUR SHARES

DATED _____, 1994

SIGNATURE: _____
SIGNATURE: _____
TITLE: _____

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.

PLEASE USE THE REVERSE SIDE FOR ANY COMMENTS OR SUGGESTIONS.

IF YOU WISH TO COMMUNICATE COMMENTS TO TYSON IN THE SPACE BELOW BUT DO NOT WISH TO VOTE YOUR SHARES, YOU SHOULD RETURN THIS PROXY CARD UNSIGNED. IF YOU SIGN THIS PROXY CARD, YOUR SHARES WILL BE VOTED IN THE MANNER DIRECTED ON THE FRONT OF THIS PROXY CARD OR, IF NO DIRECTION IS GIVEN, FOR THE PROPOSAL.

IF YOU HAVE ANY COMMENTS THAT YOU WOULD LIKE TO COMMUNICATE TO TYSON FOODS, INC. PLEASE DO SO IN THE SPACE BELOW.

SHAREHOLDERS WHO WOULD LIKE THE OPPORTUNITY TO EXCHANGE THEIR SHARES ON A TAX-FREE BASIS ARE ENCOURAGED TO INDICATE THAT HERE.

COMMENTS: _____