

Darling International Inc. Announces Shareholders Approve Recapitalization

PRNewswire-FirstCall
IRVING, Texas

Darling International Inc. announces that stockholders have approved proposals necessary to consummate the recapitalization of the Company. As previously reported, the recapitalization provides for a new five-year financing agreement that includes a conversion of a portion of the Company's debt to equity. The agreement provides that the current outstanding debt will be replaced at closing with \$61.1 million in term loans and a \$17.3 million revolving credit facility. Additionally, the lenders will receive \$10.0 million of 6% non-convertible preferred stock. This transaction will effectively reduce the Company's debt by approximately \$65 million.

Denis Taura, Chairman and C.E.O., indicated that this recapitalization provides the Company with the capital structure appropriate for achieving its operating goals. He also indicated the Company will be announcing first quarter results on Monday, May 13, when it will file its Form 10Q Quarterly Report with the Security and Exchange Commission and was confident that the first quarter results would reverse a trend of sixteen consecutive quarters of net losses.

The Company anticipates that final documentation with the lenders will be completed early next week.

Darling International Inc. is a publicly traded recycling company which is listed on the American Stock Exchange under the symbol DAR. The Company recycles used restaurant cooking oil and by-products from the beef, pork and poultry processing industries into useable products such as tallow, feed-grade fats and meat and bone meal. These products are primarily sold to animal feed and oleo-chemical manufacturers around the world.

{This media release contains forward-looking statements regarding the business operations of Darling. These statements are identified by words such as "may," "will," "expect," "believe," "intend," "anticipate," "should," "estimate," "continue," and other words referring to events to occur in the future. These statements reflect Darling's current view of future events and are based on its assessment of, and are subject to, a variety of risks and uncertainties, including business and economic conditions in its existing markets and its ability to negotiate satisfactory ongoing arrangements with its senior lenders. Other risks and uncertainties regarding Darling, the industry in which it operates and the implementation of its business strategy are described in Darling's Form 10-Qs, the most recent filed November 13, 2001; Form 10-K/A filed April 29, 2002; and Darling's Proxy Statement filed April 29, 2002. Darling undertakes no obligation to update any forward-looking statements made in this media release.}

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