

Morningstar<sup>®</sup> Document Research<sup>SM</sup>

## **FORM 10-K**

**TreeHouse Foods, Inc. - THS**

**Filed: February 16, 2010 (period: December 31, 2009)**

Annual report which provides a comprehensive overview of the company for the past year

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES AND EXCHANGE ACT OF 1934  
For the Fiscal Year Ended December 31, 2009

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the Transition Period from to

Commission File Number 001-32504

TreeHouse Foods, Inc.

(Exact name of the registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

20-2311383

(I.R.S. employer identification no.)

Two Westbrook Corporate Center, Suite 1070  
Westchester, IL

(Address of principal executive offices)

60154

(Zip Code)

Registrant's telephone number, including area code (708) 483-1300

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, \$.01 par value	New York Stock Exchange

Securities registered pursuant to section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (section 229.405 of this Chapter) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting Company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the Registrant's common stock held by non-affiliates as of June 30, 2009, based on the \$28.77 per share closing price on the New York Stock Exchange on such date, was approximately \$897.7 million. Shares of common stock held by executive officers and directors of the registrant have been excluded from this calculation because such persons may be deemed to be affiliates.

The number of shares of the registrant's common stock outstanding as of January 29, 2010 was 32,000,919.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive Proxy Statement for its Annual Meeting of Stockholders to be held on April 29, 2010 are incorporated by reference into Part III of this Form 10-K.

---

## TABLE OF CONTENTS

	<u>Page</u>
<a href="#">Cautionary Statement Regarding Forward-Looking Information</a>	3
<b><u>PART I</u></b>	
<a href="#">Item 1 Business</a>	4
<a href="#">Item 1A Risk Factors</a>	9
<a href="#">Item 1B Unresolved Staff Comments</a>	13
<a href="#">Item 2 Properties</a>	13
<a href="#">Item 3 Legal Proceedings</a>	14
<a href="#">Item 4 Submission of Matters to a Vote of Security Holders</a>	14
<b><u>PART II</u></b>	
<a href="#">Item 5 Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a>	14
<a href="#">Item 6 Selected Financial Data</a>	16
<a href="#">Item 7 Management’s Discussion and Analysis of Financial Condition and Results of Operations</a>	17
<a href="#">Item 7A Quantitative and Qualitative Disclosures About Market Risk</a>	36
<a href="#">Item 8 Financial Statements and Supplementary Data</a>	38
<a href="#">Item 9 Changes In and Disagreements With Accountants on Accounting and Financial Disclosure</a>	82
<a href="#">Item 9A Controls and Procedures</a>	82
<a href="#">Item 9B Other Information</a>	84
<b><u>PART III</u></b>	
<a href="#">Item 10 Directors, Executive Officers and Corporate Governance</a>	84
<a href="#">Item 11 Executive Compensation</a>	84
<a href="#">Item 12 Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	84
<a href="#">Item 13 Certain Relationships and Related Transactions, and Director Independence</a>	85
<a href="#">Item 14 Principal Accountant Fees and Services</a>	85
<b><u>PART IV</u></b>	
<a href="#">Item 15 Exhibits and Financial Statement Schedules</a>	85
<a href="#">Signatures</a>	86
<a href="#">Index To Exhibits</a>	88
<a href="#">EX-3.1</a>	
<a href="#">EX-21.1</a>	
<a href="#">EX-23.1</a>	
<a href="#">EX-31.1</a>	
<a href="#">EX-31.2</a>	
<a href="#">EX-32.1</a>	
<a href="#">EX-32.2</a>	

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Certain statements and information in this Form 10-K may constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. The words “believe,” “estimate,” “project,” “except,” “anticipate,” “plan,” “intend,” “foresee,” “should,” “would,” “could” or other similar expressions are intended to identify forward-looking statements, which are generally not historical in nature. These forward-looking statements are based on our current expectations and beliefs concerning future developments and their potential effect on us. These forward-looking statements and other information are based on our beliefs as well as assumptions made by us using information currently available. Such statements reflect our current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated, expected or intended. We are making investors aware that such forward-looking statements, because they relate to future events, are by their very nature subject to many important factors that could cause actual results to differ materially from those contemplated. Such factors include, but are not limited to, the outcome of litigation and regulatory proceedings to which we may be a party; the impact of product recalls; actions of competitors; changes and developments affecting our industry; quarterly or cyclical variations in financial results; our ability to obtain suitable pricing for our products; development of new products and services; our level of indebtedness; the availability of financing on commercially reasonable terms; cost of borrowing; our ability to maintain and improve cost efficiency of operations; changes in foreign currency exchange rates; interest rates and raw material and commodity costs; changes in economic conditions; political conditions; reliance on third parties for manufacturing of products and provision of services; delays in the consummation, or the failure to consummate, the proposed Sturm Foods, Inc. acquisition; general U.S. and global economic conditions; the financial condition of our customers and suppliers; consolidations in the retail grocery and foodservice industries; our ability to continue to make acquisitions in accordance with our business strategy or effectively manage the growth from acquisitions and other risks that are described Part I, Item 1A — “Risk Factors” and our other reports filed from time to time with the Securities and Exchange Commission (the “SEC”).

Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise.

## PART I

### Item 1. *Business*

References herein to “we,” “us,” “our,” “Company” and “TreeHouse” refers to TreeHouse Foods, Inc. and its consolidated subsidiaries unless the context specifically states or implies otherwise.

TreeHouse is a Delaware corporation incorporated on January 25, 2005 by Dean Foods Company to accomplish a spin-off of certain specialty businesses to its shareholders which was completed on June 27, 2005. Since the Company began operating as an independent entity, it has expanded its product offerings through a number of acquisitions. On April 24, 2006, the Company acquired the private label soup and infant feeding business from Del Monte Corporation (“Soup and Infant Feeding”). On May 31, 2007, the Company acquired VDW Acquisition, Ltd (“San Antonio Farms”) a manufacturer of Mexican sauces. On October 15, 2007, the Company acquired the assets of E.D. Smith Income Fund (“E.D. Smith”), a manufacturer of salad dressings, jams and various sauces.

We are a food manufacturer servicing primarily the retail grocery and foodservice distribution channels. Our products include non-dairy powdered coffee creamers; private label soups, salad dressings and sauces; Mexican sauces; jams and pie fillings; pickles and related products; infant feeding products; aseptic sauces; refrigerated salad dressings and liquid non-dairy creamer. We manufacture and sell the following:

- private label products to retailers, such as supermarkets and mass merchandisers, for resale under the retailers’ own or controlled labels,
- private label and branded products to the foodservice industry, including foodservice distributors and national restaurant operators,
- branded products under our own proprietary brands, primarily on a regional basis to retailers, and
- products to our industrial customer base, for repackaging in portion control packages and for use as ingredients by other food manufacturers.

Effective January 1, 2008, we realigned the manner in which our business is managed and now focus on operating results based on channels of distribution, which resulted in a change to our operating and reportable segments. Previously, we managed our business based on product categories. Our change in operating and reportable segments from product categories to channel of distribution is consistent with management’s long-term growth strategy and was necessary due to the acquisitions that occurred during 2007. The change in operating and reportable segments will permit the Company to integrate future acquisitions more efficiently and provide our investors with greater comparability to our peer group, as many of them also present results based on channels of distribution.

We discuss the following segments in “Management’s Discussion and Analysis of Financial Condition and Results of Operations”: North American Retail Grocery, Food Away From Home, and Industrial and Export. The key performance indicators of our segments are net sales dollars, gross profit and direct operating income, which is gross profit less the cost of transporting products to customer locations (referred to in the tables below as “freight out”), commissions paid to independent sales brokers, and direct selling and marketing expenses.

Our North American Retail Grocery segment sells branded and private label products to customers within the United States and Canada. These products include non-dairy powdered creamers; condensed and ready to serve soups, broths and gravies; infant feeding products; salad dressings and sauces; pickles, peppers and relishes; Mexican sauces; jams and pie fillings; aseptic products and liquid non-dairy creamer.

Our Food Away From Home segment sells non-dairy powdered creamers, pickle products, Mexican sauces, refrigerated dressings, and aseptic products to foodservice customers, including restaurant chains and food distribution companies, within the United States and Canada.

Our Industrial and Export segment includes the Company’s co-pack soup and infant feeding business; non-dairy powdered creamer sales to industrial customers for use in industrial applications, including products

for repackaging in portion control packages and for use as ingredients by other food manufacturers; pickles; Mexican sauces; and refrigerated dressings. Export sales are primarily to industrial customers.

See Note 21 to the Consolidated Financial Statements and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” for information related to the Company’s business segments.

We operate our business as Bay Valley Foods, LLC (“Bay Valley”) in the United States and E.D. Smith Foods, Ltd (“E.D. Smith”) in Canada. Bay Valley is a Delaware limited liability company, a wholly owned subsidiary of TreeHouse Foods, Inc. and holds all of the real estate and operating assets related to our business. E.D. Smith is a wholly owned subsidiary of Bay Valley.

### Recent Developments

On December 20, 2009, TreeHouse entered into a definitive Purchase Agreement to acquire all of the issued and outstanding common stock of Sturm Foods, Inc. (“Sturm”) for a purchase price of approximately \$660 million in cash (subject to adjustment). We believe Sturm is the leading manufacturer of private label sugar free drink mixes and hot cereals in the United States. The acquisition of Sturm will add two large categories to our dry grocery portfolio. TreeHouse intends to finance the transaction through a combination of approximately \$400 million in new debt issuance, approximately \$100 million in equity stock issuance, and the balance funded from borrowings under TreeHouse’s existing revolving credit facility.

The closing of the transaction is subject to customary closing conditions and is expected to close in the first quarter of 2010. There can be no assurances, however, that the parties will satisfy the closing conditions and consummate the transaction within the expected timeframe, or at all.

### Our Products

Financial information about our North American Retail Grocery, Food Away From Home, and Industrial and Export segments can be found under “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

The following table sets forth percentages of consolidated net sales contributed by classes of similar products, for the years ended December 31, 2009, 2008, and 2007:

### Products

	Year Ended December 31,					
	2009		2008		2007	
	Net Sales	%	Net Sales	%	Net Sales	%
	(Dollars in thousands)					
Soup and infant feeding	\$ 344,181	22.8%	\$ 336,519	22.4%	\$ 322,223	27.8%
Non-dairy powdered creamer	323,926	21.4	351,838	23.4	299,191	25.9
Pickles	316,976	21.0	325,579	21.7	329,686	28.5
Salad dressings	186,778	12.3	156,884	10.5	29,295	2.5
Jams and other sauces	155,771	10.3	153,927	10.3	29,973	2.6
Aseptic products	84,493	5.6	83,198	5.5	80,784	7.0
Mexican sauces	64,520	4.3	52,718	3.5	25,862	2.2
Refrigerated products	35,008	2.3	39,987	2.7	40,888	3.5
<b>Total</b>	<b>\$ 1,511,653</b>	<b>100.0%</b>	<b>\$ 1,500,650</b>	<b>100.0%</b>	<b>\$ 1,157,902</b>	<b>100.0%</b>

*Soup and Infant Feeding* — Soup, broth and gravy are produced and packaged in cans of various sizes, from single serve to larger sized cans. We primarily produce private label products sold to supermarkets and mass merchandisers. We also produce infant feeding products, primarily under the *Nature’s Goodness*® brand, and we co-pack organic infant feeding products for a branded baby food company. Infant feeding production takes place in the same factory that produces most of our soup, broth and gravy products. In 2009, the

majority of the soup and infant feeding sales were to the retail channel and represented 22.8% of our consolidated net sales, with the majority of the sales coming from soup.

*Non-Dairy Powdered Creamer* — Non-dairy powdered creamer is used as coffee creamer or whitener and as an ingredient in baking, hot and cold beverages, gravy mixes and similar products. Product offerings in this category include private label products packaged for grocery retailers, such as supermarkets and mass merchandisers, foodservice products for use in coffee service and other industrial applications, such as portion control, repackaging and ingredient use by other food manufacturers. We believe we are the largest supplier of non-dairy powdered creamer in the United States. Non-dairy powdered creamer represented 21.4% of our consolidated net sales for the year ended December 31, 2009.

*Pickles* — We produce pickles and a variety of related products, including peppers, pickled vegetables, sauces and syrups. We produce private label and regional branded offerings in the pickles category. These products are sold to supermarkets, mass merchandisers, foodservice and industrial customers. We believe we are the largest producer of pickles with in the United States. Pickles and related products represented approximately 21.0% of our consolidated net sales in 2009.

*Salad Dressings* — We produce both pourable and spoonable salad dressings. Our salad dressings are sold primarily to supermarkets and mass merchandisers throughout the United States and Canada, and encompass many flavor varieties. We believe we are the largest supplier of private label salad dressings in both the United States and Canada. Salad dressings represented 12.3% of our consolidated net sales in 2009.

*Jams and Other Sauces* — We produce jams, pie fillings and other sauces that we sell to supermarkets, mass merchandisers and foodservice customers in the United States and Canada. Jams and other sauces represented 10.3% of our consolidated net sales in 2009.

*Aseptic Products* — Aseptic products are processed under heat and pressure in a sterile production and packaging environment, creating a product that does not require refrigeration prior to use. Our principal aseptic products are cheese sauces and puddings. These products are sold primarily to foodservice customers in cans and flexible packages. Aseptic products represented 5.6% of our consolidated net sales in 2009.

*Mexican Sauces* — We produce a wide variety of Mexican sauces, including salsa, picante sauce, cheese dip, enchilada sauce and taco sauce that we sell to supermarkets, mass merchandisers and foodservice customers in the United States and Canada, as well as to industrial markets. Mexican sauces represented approximately 4.3% of our consolidated net sales in 2009.

*Refrigerated Products* — We produce refrigerated salad dressings and liquid non-dairy creamer, which are sold to retail and foodservice customers. Refrigerated products represented approximately 2.3% of our consolidated net sales in 2009.

See Note 21 to the Consolidated Financial Statements for financial information by segment and sales by major products.

## **Customers and Distribution**

We sell our products through various distribution channels, including retail grocery, foodservice distributors and industrial and export, including food manufacturers and repackagers of foodservice products. We have an internal sales force that manages customer relationships and our broker network, which is used for sales to retail and foodservice accounts. Industrial food products are generally sold directly to customers without the use of a broker. Most of our customers, including long-standing customers, purchase products from us either by purchase order or pursuant to contracts that generally are terminable at will. We have many customer supply arrangements that are not evidenced by written agreements.

Products are shipped from our production facilities directly to customers or to our distribution centers, where products are consolidated for shipment to customers. We believe this consolidation of products enables us to improve customer service by offering our customers a single order, invoice and shipment.



We sell our products to a diverse customer base, including many of the leading grocery retailers and foodservice operators in the United States and Canada, and a variety of customers that purchase bulk products for industrial food applications. We currently supply more than 250 food retail customers in North America, including 47 of the 50 largest food retailers, and more than 450 foodservice customers, including 74 of the 100 largest restaurant chains and the 200 largest food distributors. A relatively limited number of customers account for a large percentage of our consolidated net sales. For the year ended December 31, 2009, our ten largest customers accounted for approximately 47% of the Company's consolidated net sales. For the years ended December 31, 2009, 2008 and 2007, our largest customer, Wal-Mart Stores, Inc. and its affiliates, accounted for approximately 14.4%, 15.1% and 13.8%, respectively, of our consolidated net sales. No other customer accounted for 10% or more of the Company's consolidated net sales. Total trade receivables with Wal-Mart Stores, Inc. and affiliates represented 13.3% and 14.5% of our total trade receivables as of December, 31, 2009 and 2008, respectively.

### **Backlog**

Our products are generally shipped from inventory upon receipt of a customer order. In certain cases, we produce to order. Sales order backlog is not material to our business.

### **Competition**

We have several competitors in each of our segments. For sales of private label products to retailers, the principal competitive factors are price, product quality and quality of service. For sales of products to foodservice, industrial and export customers, the principal competitive factors are product quality and specifications, reliability of service and price. We believe we are the largest manufacturer of non-dairy powdered creamer and pickles in the United States and largest manufacturer of private label salad dressings in the United States and Canada based on sales volume.

Competition to obtain shelf space for our branded products with retailers generally is based on the expected or historical performance of our product sales relative to our competitors. The principal competitive factors for sales of our branded products to consumers are brand recognition and loyalty, product quality, promotion and price. Most of our branded competitors have significantly greater resources and brand recognition than we do.

The consolidation trend is continuing in the retail grocery and foodservice industries, and mass merchandisers are gaining market share. As our customer base continues to consolidate, we expect competition to intensify as we compete for the business of fewer, large customers.

We believe our strategies for competing in each of our business segments, which include superior product quality, effective cost control programs, an efficient supply chain, successful new products and price, allow us to compete effectively.

### **Patents and Trademarks**

We own a number of registered trademarks. While we consider our trademarks to be valuable assets, we do not consider any trademark to be of such material importance that its absence would cause a material disruption of our business. No trademark is material to any one segment.

Brand names sold within the North American Retail Grocery segment include the following pickle brands, *Farman's*<sup>®</sup>, *Nalley's*<sup>®</sup>, *Peter Piper*<sup>®</sup> and *Steinfeld*<sup>®</sup>. Also sold are brands related to sauces and syrups, *Bennett's*<sup>®</sup>, *Hoffman House*<sup>®</sup>, *Roddenbery's Northwoods*<sup>®</sup> and *San Antonio Farms*<sup>®</sup>. Infant feeding products are sold under the *Nature's Goodness*<sup>®</sup> brand, while our non-dairy powdered creamer is sold under our proprietary *Cremora*<sup>®</sup> brand. Our refrigerated products are sold under the *Mocha Mix*<sup>®</sup> and *Second Nature*<sup>®</sup> brand names, and our jams and other sauces are sold under the *E.D. Smith*<sup>®</sup> and *Habitant*<sup>®</sup> brand names.

Trade names used in our Food Away From Home segment include *Schwartz*<sup>®</sup> and *Saucemaker*<sup>®</sup>.

## **Seasonality**

In general, total demand for our products does not vary significantly by quarter. However, sales of soup products have a higher percentage of sales in the fourth quarter and lower sales in the second quarter while dressings have higher sales in the second quarter. Pickles tend to have higher sales in the second quarter and non-dairy powdered creamer tends to have higher sales in the first and fourth quarters.

## **Foreign Operations and Geographic Information**

Foreign sales information is set forth in Note 21 to the “Consolidated Financial Statements.”

## **Raw Materials and Supplies**

Our raw materials consist of ingredients and packaging materials. Principle ingredients used in our operations include processed vegetables and meats, soybean oil, coconut oil, casein, cheese, corn syrup, cucumbers, peppers and fruit. These ingredients generally are purchased under supply contracts, and we occasionally engage in forward buying, when we determine such buying to be to our advantage. We believe these ingredients to be generally available from a number of suppliers. The cost of raw materials used in our products may fluctuate due to weather conditions, regulations, industry and general U.S. and global economic conditions, fuel prices, energy costs, labor disputes, transportation delays or other unforeseen circumstances. The most important packaging materials and supplies used in our operations are glass, plastic containers, corrugated containers, metal closures and metal cans, operating supplies and energy. Most packaging materials are purchased under long-term supply contracts. We believe these packaging materials to be generally available from a number of suppliers. Volatility in the cost of our raw materials and supplies can adversely affect our performance, as price changes often lag behind changes in costs and we are not always able to adjust our pricing to reflect changes in raw material and supply costs.

For additional discussion of the risks associated with the raw materials used in our operations, see “Known Trends and Uncertainties — Prices of Raw Materials.”

## **Working Capital**

Our short-term financing needs are primarily for financing working capital during the year. Due to the seasonality of pickle and fruit production, driven by harvest cycles, which occur primarily during late spring and summer, inventories generally are at a low point in late spring and at a high point during the fall, increasing our working capital requirements. In addition, we build inventories of salad dressings in the spring and soup in the summer months in anticipation of large seasonal shipments that begin late in the second and third quarters, respectively. Our long-term financing needs will depend largely on potential acquisition activity. Our revolving credit agreement, plus cash flow from operations, is expected to be adequate to provide liquidity for our current operations. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources.”

## **Research and Development**

Our research facilities include a Research and Development Center in Pecatonica, Illinois, which focuses on the development of aseptic and powdered creamer products. Product development work for aseptic products is also carried out at our production facility in Dixon, Illinois. Research and development for our pickle products is carried out at our production facility in Green Bay, Wisconsin. We conduct research and development activities for our soup and infant feeding products at our production facility in Pittsburgh, Pennsylvania. New formulations for salad dressings are created at our Seaforth, Canada location and new sauces and fruit based products are developed at our Winona, Canada facility. In addition, sample preparation, plant trials, ingredient approval and other quality control procedures are conducted at all our manufacturing facilities. Research and development expense totaled \$8.3 million, \$6.9 million, and \$4.8 million in 2009, 2008, and 2007, respectively, and is included in the General and administrative line of the Consolidated Statements of Income.

## Employees

As of December 31, 2009, our work force consisted of approximately 3,100 full-time employees in the United States and Canada.

## Available Information

Our fiscal year ends on December 31. We furnish our stockholders with annual reports on Form 10-K containing audited financial reports. As a public company, we regularly file reports and proxy statements with the Securities and Exchange Commission (“SEC”). These reports are required by the Securities Exchange Act of 1934 and include annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and proxy statements on Schedule 14A. Copies of any materials the Company files with the SEC can be obtained free of charge through the SEC’s website at <http://www.sec.gov>, at the SEC’s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549, or by calling the SEC’s Office of Investor Education and Assistance at 1-800-732-0330. We make our SEC filings available on our own internet site as soon as reasonably practicable after they have been filed with the SEC. Our internet address is <http://www.treehousefoods.com>. The information on our website is not incorporated by reference into this annual report on Form 10-K.

## Regulatory Environment and Environmental Compliance

The conduct of our businesses, and the production, distribution, sale, labeling, safety, transportation and use of our products, are subject to various laws and regulations administered by federal, state, and local governmental agencies in the United States, as well as to foreign laws and regulations administered by government entities and agencies in markets where we operate. It is our policy to abide by the laws and regulations that apply to our businesses.

We are subject to national and local environmental laws in the United States and in foreign countries in which we do business including laws relating to water consumption and treatment, air quality, waste, handling and disposal and other regulations intended to protect public health and the environment. We are committed to meeting all applicable environmental compliance requirements.

The cost of compliance with U.S. and foreign laws does not have and are not expected to have, a material financial impact on our capital expenditures, earnings or competitive position.

## Executive Officers

Sam K. Reed	63	Chairman of the Board of Directors. Mr. Reed has served as the Chief Executive Officer since January 2005.
David F. Vermylen	59	President and Chief Operating Officer and has served in that position since January 2005.
Dennis F. Riordan	52	Senior Vice President and Chief Financial Officer since January 2006.
Thomas E. O’Neill	55	General Counsel, Chief Administrative Officer and a Senior Vice President and has served in that position since January 2005.
Harry J. Walsh	54	Senior Vice President and has served in that position since July 2008. Previously Senior Vice President of Operations from January 2005 through July 2008.

## Item 1A. Risk Factors

In addition to the factors discussed elsewhere in this Report, the following risks and uncertainties could materially and adversely affect the Company’s business, financial condition, results of operations and cash flows. Additional risks and uncertainties not presently known to the Company also may impair the Company’s business operations and financial condition.

**Disruptions in the financial markets could affect our ability to fund acquisitions or to renew our outstanding credit agreements upon expiration at our current favorable terms.**

As of December 31, 2009, we had \$402.5 million of outstanding indebtedness which included \$298.2 million under our \$600 million revolving credit agreement, which expires August 31, 2011, and \$100 million in senior notes from a private placement, which expires on September 30, 2013. The inability to generate sufficient cash flow to satisfy our debt obligations, or to refinance our debt obligations on commercially reasonable terms, would have a material adverse effect on our business, financial condition, and results of operations. In addition, the inability to access additional borrowing at commercially reasonable terms could affect our ability to pursue additional acquisitions. U.S. credit markets have experienced significant dislocations and liquidity disruptions which have caused credit spreads on prospective debt financings to widen considerably. These circumstances have materially impacted liquidity in debt markets, making financial terms for borrowers less attractive, and in certain cases have resulted in the unavailability of certain types of debt refinancing. Continued uncertainty in the credit markets may negatively impact our ability to access additional debt financing or to refinance existing indebtedness on favorable terms, or at all. Events affecting the credit markets have also had an adverse effect on other financial markets in the U.S., which may make it more difficult or costly for us to raise capital through the issuance of common stock or other equity securities. Our business could also be negatively impacted if our suppliers or customers experience disruptions resulting from tighter capital and credit markets, or a slowdown in the general economy. Any of these risks could impair our ability to fund our operations or limit our ability to expand our business and could possibly increase our interest expense, which could have a material adverse effect on our financial results.

**Increases in interest rates may negatively affect earnings.**

We had outstanding variable rate debt of \$298.2 million with an average interest rate of 0.91% as of December 31, 2009, which accounts for approximately 74.1% of our total debt outstanding at December 31, 2009. In October, 2008, we entered into an interest rate swap for two years, with an effective date of November 19, 2008, at a fixed rate of 2.9% on \$200 million of our variable rate debt which effectively results in an average interest rate of 2.75% on our variable rate debt at December 31, 2009. However, because we have a significant portion of variable rate debt, we may still experience interest rate volatility. Increases in interest rates on our variable rate debt could materially affect our earnings.

**Fluctuations in foreign currencies may adversely affect earnings.**

The Company is exposed to fluctuations in foreign currency exchange rates primarily related to raw material purchases. We are also exposed to fluctuations in the value of our foreign currency investment in our Canadian subsidiary, E.D. Smith.

The Canadian assets, liabilities, revenues and expenses are translated into U.S. dollars at applicable exchange rates. Accordingly, we are exposed to volatility in the translation of foreign currency earnings due to fluctuations in the value of the Canadian dollar, which may negatively impact the Company's results of operations and financial position.

**As we are dependent upon a limited number of customers, the loss of a significant customer, or consolidation of our customer base, could adversely affect our operating results.**

A limited number of customers represent a large percentage of our consolidated net sales. Our operating results are contingent on our ability to maintain our sales to these customers. The competition to supply products to these high volume customers is very high. We expect that a significant portion of our net sales will continue to be derived from a small number of customers. For the year ended December 31, 2009, our ten largest customers accounted for approximately 47% of the Company's consolidated net sales. These customers typically do not enter into written contracts, and the contracts that they do enter into generally are terminable at will. Our customers make purchase decisions based on a combination of price, product quality and customer service performance.

If our product sales to one or more of these customers are reduced, this reduction may have a material adverse effect on our business, results of operations and financial condition.

**Increases in input costs, such as ingredients, packaging materials and fuel costs, could adversely affect earnings.**

The costs of ingredients, as well as packaging materials and fuel, have varied widely in recent years and future changes in such costs may cause our results of operations and our operating margins to fluctuate significantly. Many of the raw materials that we use in our products rose to unusually high levels during 2007 and 2008, including processed vegetables and meats, soybean oil, casein, cheese and packaging materials. During 2009, certain input costs have decreased from the high levels experienced in 2008, but continue to remain at levels in excess of historical costs. Other input costs such as metal cans, lids and caps continue to rise even though the underlying commodity cost has decreased. In addition, fuel costs, which represent the most important factor affecting utility costs at our production facilities and our transportation costs, rose to unusually high levels in the middle of 2008, but have decreased proportionately to the general reduction in overall economic activity in 2009. We expect the volatile nature of these costs to continue, with an overall slightly upward trend.

We manage the impact of increases in the costs of raw materials, wherever possible, by locking in prices on quantities required to meet our production requirements. In addition, we attempt to offset the effect of such increases by raising prices to our customers. However, changes in the prices of our products may lag behind changes in the costs of our materials. Competitive pressures also may limit our ability to quickly raise prices in response to increased raw materials, packaging and fuel costs. Accordingly, if we are unable to increase our prices to offset increasing raw material, packaging and fuel costs, our operating profits and margins could be materially adversely affected. In addition, in instances of declining input costs, customers may be looking for price reductions in situations where we have locked into purchases at higher costs.

**Our private label and regionally branded products may not be able to compete successfully with nationally branded products.**

For sales of private label products to retailers, the principal competitive factors are price, product quality and quality of service. For sales of private label products to consumers, the principal competitive factors are price and product quality. In many cases, competitors with nationally branded products have a competitive advantage over private label products primarily due to name recognition. In addition, when branded competitors focus on price and promotion, the environment for private label producers becomes more challenging because the price difference between private label products and branded products can become less significant.

Competition to obtain shelf space for our branded products with retailers is primarily based on the expected or historical performance of our product sales relative to our competitors. The principal competitive factors for sales of our branded products to consumers are brand recognition and loyalty, product quality, promotion and price. Most of our branded competitors have significantly greater resources and brand recognition than we do.

Competitive pressures or other factors could cause us to lose market share, which may require us to lower prices, increase marketing expenditures, or increase the use of discounting or promotional programs, each of which would adversely affect our margins and could result in a decrease in our operating results and profitability.

**We operate in the highly competitive food industry.**

We face competition across our product lines from other companies which have varying abilities to withstand changes in market conditions. Some of our competitors have substantial financial, marketing and other resources, and competition with them in our various business segments and product lines could cause us to reduce prices, increase capital, marketing or other expenditures, or lose category share, which could have a

material adverse effect on our business and financial results. Category share and growth could also be adversely impacted if we are not successful in introducing new products.

**We may be unsuccessful in our future acquisition endeavors, if any, which may have an adverse effect on our business.**

Consistent with our stated strategy, our future growth depends, in large part, on our acquisition of additional food manufacturing businesses, products or processes. As a result, we intend to engage in acquisition activity, including without limitation our pending acquisition of Sturm. We may be unable to identify suitable targets, opportunistic or otherwise, for acquisition or make acquisitions at favorable prices. If we identify a suitable acquisition candidate, our ability to successfully implement the acquisition would depend on a variety of factors, including our ability to obtain financing on acceptable terms.

Acquisitions, including the pending acquisition of Sturm, involve risks, including those associated with integrating the operations, financial reporting, disparate technologies and personnel of acquired companies; managing geographically dispersed operations; the diversion of management's attention from other business concerns; the inherent risks in entering markets or lines of business in which we have either limited or no direct experience; unknown risks; and the potential loss of key employees, customers and strategic partners of acquired companies. We may not successfully integrate businesses or technologies we acquire in the future and may not achieve anticipated revenue and cost benefits. Acquisitions may not be accretive to our earnings and may negatively impact our results of operations as a result of, among other things, the incurrence of debt, one time write-offs of goodwill and amortization expenses of other intangible assets. In addition, future acquisitions could result in dilutive issuances of equity securities.

With respect to our pending acquisition of Sturm, there can be no assurances that the parties will satisfy the closing conditions contained in the purchase agreement and consummate the transaction within our expected timeframe or at all.

See Item 1 "Business" regarding the definitive agreement to purchase Sturm Foods.

**We may be unable to anticipate changes in consumer preferences, which may result in decreased demand for our products.**

Our success depends in part on our ability to anticipate the tastes and eating habits of consumers and to offer products that appeal to their preferences. Consumer preferences change from time to time and our failure to anticipate, identify or react to these changes could result in reduced demand for our products, which would adversely affect our operating results and profitability.

**We may be subject to product liability claims for misbranded, adulterated, contaminated or spoiled food products.**

We sell food products for human consumption, which involve risks such as product contamination or spoilage, misbranding, product tampering, and other adulteration of food products. Consumption of a misbranded, adulterated, contaminated or spoiled product may result in personal illness or injury. We could be subject to claims or lawsuits relating to an actual or alleged illness or injury, and we could incur liabilities that are not insured or that exceed our insurance coverage. Even if product liability claims against us are not successful or fully pursued, these claims could be costly and time consuming and may require management to spend time defending the claims rather than operating our business. A product that has been actually or allegedly misbranded or becomes adulterated could result in: product withdrawals, product recalls, destruction of product inventory, negative publicity, temporary plant closings, and substantial costs of compliance or remediation. Any of these events, including a significant product liability judgment against us, could result in a loss of confidence in our food products, which could have an adverse effect on our financial condition, results of operations or cash flows.



**New laws or regulations or changes in existing laws or regulations could adversely affect our business.**

The food industry is subject to a variety of federal, state, local and foreign laws and regulations, including those related to food safety, food labeling and environmental matters. Governmental regulations also affect taxes and levies, healthcare costs, energy usage, international trade, immigration and other labor issues, all of which may have a direct or indirect effect on our business or those of our customers or suppliers. Changes in these laws or regulations or the introduction of new laws or regulations could increase the costs of doing business for us or our customers or suppliers or restrict our actions, causing our results of operations to be adversely affected.

**Our business could be harmed by strikes or work stoppages by our employees.**

Currently, approximately 60% of our full time hourly distribution, production and maintenance employees are covered by collective bargaining agreements with the International Brotherhood of Teamsters, United Food and Commercial Workers Union, or Retail, Wholesale and Department Store Union Central States Council. No agreements expire within one year. If a dispute with one of these unions or the employees they represent were to arise, production interruptions caused by work stoppages could occur. If a strike or work stoppage were to occur, our business, financial condition and results of operations could be adversely affected.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

We currently operate sixteen production facilities, the majority of which are owned except for the facility in City of Industry, California, which is leased under an agreement that expires in September 2016; the Mendota, Illinois facility, which is leased from Del Monte Corporation under an agreement that expires in April 2035; the Springfield, Missouri facility, which is leased from Bell Carter under an agreement that expires in October 31, 2010. We believe that these facilities are suitable for our operations and provide sufficient capacity to meet our requirements for the foreseeable future. The Company closed the Cambridge, Ontario production facility in June 2009. The following chart lists the location and principal products by segment produced at our production facilities at December 31, 2009:

<u>Facility Location</u>	<u>Principal Products</u>	<u>Segment</u>
City of Industry, California	Liquid non-dairy creamer and refrigerated salad dressings	1,2,3
Chicago, Illinois	Refrigerated foodservice pickles	2
Dixon, Illinois	Aseptic cheese sauces, puddings and gravies	2,3
Faison, North Carolina	Pickles, peppers and relish; syrup	1,2,3
Green Bay, Wisconsin	Pickles, peppers, relish and sauces	1,2,3
Mendota, Illinois	Soups, broths, and gravies	1,3
New Hampton, Iowa	Non-dairy powdered creamer	3
North East, Pennsylvania	Salad dressings	1,3
Pecatonica, Illinois	Non-dairy powdered creamer	3
Pittsburgh, Pennsylvania	Soups, broths, and gravies; baby food	1,3
Plymouth, Indiana	Pickles, peppers and relish	1,2,3
San Antonio, Texas	Mexican sauces	1,2,3
Seaforth, Ontario, Canada	Salad dressings, mayonnaise	1,3
Springfield, Missouri	Foodservice pickles	2
Wayland, Michigan	Non-dairy powdered creamer	1,3
Winona, Ontario, Canada	Jams, pie fillings and specialty sauces	1,2,3

Segments: 1. North American Retail Grocery

2. Food Away From Home

3. Industrial and Export

**Item 3. *Legal Proceedings***

We are party to a variety of legal proceedings arising out of the conduct of our business. While the results of proceedings cannot be predicted with certainty, management believes that the final outcome of these proceedings will not have a material adverse effect on the Consolidated Financial Statements, annual results of operations or cash flows.

**Item 4. *Submission of Matters to a Vote of Security Holders***

There were no matters submitted during the fourth quarter of fiscal year 2009 to a vote of security holders, through the solicitation of proxies or otherwise.

**PART II**

**Item 5. *Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***

The Company's common stock is traded on the New York Stock Exchange under the symbol "THS." The high and low sales prices of our common stock as quoted on the New York Stock Exchange for 2009 and 2008 are provided in the table below

	2009		2008	
	High	Low	High	Low
First Quarter	29.41	24.28	24.80	19.24
Second Quarter	29.48	25.25	27.01	21.84
Third Quarter	38.19	28.00	30.29	23.58
Fourth Quarter	40.38	33.00	31.61	20.43

The closing sales price of our common stock on February 4, 2010 as reported on the NYSE, was \$38.38 per share. On February 4, 2010, there were 4,060 shareholders of record of our common stock.

We have not paid any cash dividends on the common stock and currently anticipate that, for the foreseeable future, any earnings will be retained for the development of our business. Accordingly, no dividends are expected to be declared or paid on the common stock. Moreover, our revolving credit facility contains certain restrictions on our ability to pay cash dividends. The declaration of dividends is at the discretion of our Board of Directors.

The Company did not purchase any shares of its common stock in either 2009 or 2008.

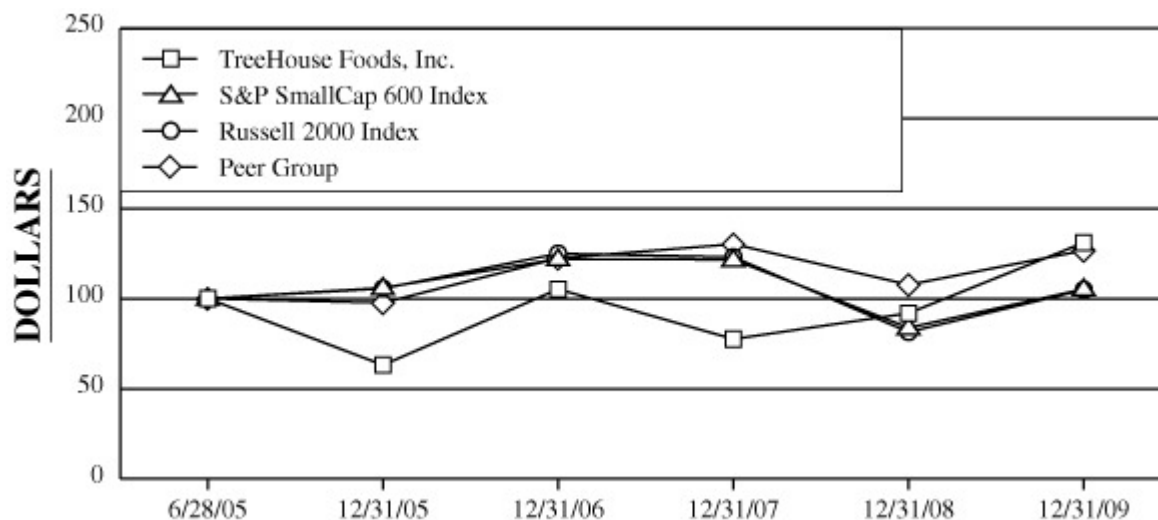


**PERFORMANCE GRAPH**

The price information reflected for our common stock in the following performance graph and accompanying table represents the closing sales prices of the common stock for the period from June 28, 2005 through December 31, 2009. The graph and accompanying table compare the cumulative total stockholders' return on our common stock with the cumulative total return of the S&P Small Cap 600 Index, Russell 2000 Index and a Peer Group Index consisting of the following group of companies selected based on the similar nature of their business: Kraft Foods Inc., Sara Lee Corp., General Mills, Inc., Kellogg Co., ConAgra Foods Inc., Archer Daniels Midland Co., H.J. Heinz Company, Campbell Soup Co., McCormick & Co. Inc., The JM Smucker Co., Del Monte Foods Co., Corn Products Int'l., Lancaster Colony Corp., Flowers Foods, Inc., Ralcorp Holdings Inc., The Hain Celestial Group, Inc., Lance, Inc., J&J Snack Foods Corp., B&G Foods, Inc., American Italian Pasta Co., Farmer Bros. Inc. and Peet's Coffee and Tea. The graph assumes an investment of \$100 on June 28, 2005, in each of TreeHouse Foods' common stock, the stocks comprising the S&P Small Cap 600 Index, Russell 2000 Index and the Peer Group Index.

**COMPARISON OF CUMULATIVE TOTAL RETURN OF \$100 AMONG TREEHOUSE FOODS, INC., S&P SMALL CAP 600 INDEX, RUSSELL 2000 INDEX AND THE PEER GROUP INDEX**

**Comparison Of Cumulative Total Return**



Company Name / Index	Base Period 6/28/05	Indexed Returns Years Ending				
		12/31/05	12/31/06	12/31/07	12/31/08	12/31/09
<b>TreeHouse Foods, Inc.</b>	<b>100</b>	63.14	105.23	77.54	91.87	131.06
<b>S&amp;P SmallCap 600 Index</b>	<b>100</b>	105.96	121.98	121.62	83.83	105.27
<b>Russell 2000 Index</b>	<b>100</b>	105.59	124.98	123.03	81.46	104.92
<b>Peer Group</b>	<b>100</b>	97.65	122.37	130.22	107.67	126.69

**Equity Compensation Plan Information**

The following table provides information about our common stock that may be issued upon the exercise of options under all of our equity compensation plans as of December 31, 2009:

Plan Category	(a) Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights	(b) Weighted-average Exercise Price of Outstanding Options, Warrants and Rights	(c) Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity compensation plans approved by security holders:			
TreeHouse Foods, Inc. Equity and Incentive Plan	2,400,517	\$ 27.28	124,157
Equity compensation plans not approved by security holders:			
None			
Total	2,400,517	\$ 27.28	124,157

**Item 6. Selected Financial Data**

The following selected financial data as of and for each of the five years in the period ended December 31, 2009 has been derived from the Consolidated Financial Statements. The selected financial data do not purport to indicate results of operations as of any future date or for any future period. The selected financial data should be read in conjunction with the Consolidated Financial Statements and related Notes. For periods prior to June 27, 2005, all of the historical assets, liabilities, sales, expenses, income, cash flows, products, businesses and activities of our business that we describe in this report as “ours” are in fact the historical assets, liabilities, sales, expenses, income, cash flows, products, businesses and activities of the businesses transferred to TreeHouse by Dean Foods.

	Year Ended December 31,				
	2009	2008	2007	2006	2005
	(In thousands, except per share data)				
<b>Operating data:</b>					
Net sales	\$ 1,511,653	\$ 1,500,650	\$ 1,157,902	\$ 939,396	\$ 707,731
Cost of sales	1,185,283	1,208,626	917,611	738,818	560,094
Gross profit	326,370	292,024	240,291	200,578	147,637
Operating expenses:					
Selling and distribution	107,938	115,731	94,636	74,884	60,976
General and administrative	80,466	61,741	53,931	57,914	31,977
Management fee paid to Dean Foods	—	—	—	—	2,940
Amortization of intangibles	13,381	13,528	7,195	3,268	1,732
Other operating (income) expense, net	(6,224)	13,899	(415)	(19,842)	21,423
Total operating expenses	195,561	204,899	155,347	116,224	119,048

	Year Ended December 31,				
	2009	2008	2007	2006	2005
	(In thousands, except per share data)				
Operating income	130,809	87,125	84,944	84,354	28,589
Other (income) expense:					
Interest expense	18,430	27,614	22,036	12,985	1,223
Interest income	(45)	(107)	(112)	(665)	(7)
(Gain) loss on foreign currency exchange	(7,387)	13,040	(3,469)	—	—
Other (income) expense, net	(2,263)	7,123	(36)	—	(66)
Total other expense	<u>8,735</u>	<u>47,670</u>	<u>18,419</u>	<u>12,320</u>	<u>1,150</u>
Income from continuing operations, before income taxes	122,074	39,455	66,525	72,034	27,439
Income taxes	<u>40,760</u>	<u>10,895</u>	<u>24,873</u>	<u>27,333</u>	<u>15,174</u>
Income from continuing operations	81,314	28,560	41,652	44,701	12,265
Income (loss) from discontinued operations, net of tax	—	(336)	(30)	155	(689)
Net income	<u>\$ 81,314</u>	<u>\$ 28,224</u>	<u>\$ 41,622</u>	<u>\$ 44,856</u>	<u>\$ 11,576</u>
Basic earnings per common share:					
Income from continuing operations	\$ 2.54	\$ .91	\$ 1.33	\$ 1.43	\$ .40
Income (loss) from discontinued operations	—	(.01)	—	.01	(.02)
Net income	<u>\$ 2.54</u>	<u>\$ .90</u>	<u>\$ 1.33</u>	<u>\$ 1.44</u>	<u>\$ .38</u>
Diluted earnings per common share:					
Income from continuing operations	\$ 2.48	\$ .91	\$ 1.33	\$ 1.42	\$ .39
Income (loss) from discontinued operations	—	(.01)	—	.01	(.02)
Net income	<u>\$ 2.48</u>	<u>\$ .90</u>	<u>\$ 1.33</u>	<u>\$ 1.43</u>	<u>\$ .37</u>
Weighted average common shares:					
Basic	31,982	31,341	31,203	31,158	30,905
Diluted	32,798	31,469	31,351	31,396	31,108
<b>Other data:</b>					
Balance sheet data (at end of period):					
Total assets	\$ 1,384,428	\$ 1,355,682	\$ 1,455,958	\$ 935,623	\$ 609,697
Long-term debt	401,640	475,233	620,452	239,115	6,144
Other long-term liabilities	31,453	44,563	33,913	26,520	18,906
Deferred income taxes	45,381	27,485	27,517	4,293	9,421
Total stockholders' equity	756,229	620,131	629,309	576,249	513,355

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**Executive Overview**

We believe we are the largest manufacturer of non-dairy powdered creamer and pickles in the United States, and the largest manufacturer of private label salad dressings in the United States and Canada, based upon total sales volumes. In 2009, based on available industry data, private label products sold in the retail grocery channel in the United States, which compete with branded products on the basis of equivalent quality at a lower price, represented approximately 37% of all pickle products, approximately 55% of all non-dairy powdered creamer, approximately 22% of all salad dressings and approximately 18% of all canned soup.

We sell our products primarily to the retail grocery and foodservice channels. For the year ended December 31, 2009, sales to the retail grocery and foodservice channels represented 64.2% and 19.4%, respectively, of our consolidated net sales. The remaining 16.4% represented industrial and export sales. A majority of our sales are private label products.

We intend to grow our business profitably through the following strategic initiatives:

- *Expand Partnerships with Retailers.* As grocery retailers become more demanding of their private label food product suppliers, they have come to expect strategic insight, product innovation, customer service and logistical economies of scale similar to those of our branded competitors. To this end, we are continually developing, investing in and expanding our private label food product offerings and capabilities in these areas. In addition to our low cost manufacturing, we have invested in research and development, product and packaging innovation, category management, information technology systems and other capabilities. We believe that these investments enable us to provide a broad and growing array of private label food products that generally meet or exceed the value and quality of branded competitors that have comparable sales, marketing, innovation and category management support. We believe that we are well positioned to expand our market share with grocery retailers given our differentiated capabilities, breadth of product offering and geographic reach.
- *Continue to Drive Growth and Profitability from our Existing Product Portfolio.* We believe we can continue to drive strong organic growth from our existing product portfolio. Through insights gained from our EVA (Economic Value Added) analyses, we develop operating strategies that enable us to focus our resources and investments on products and categories that we believe offer the highest potential. Additionally, EVA analyses identify products and categories that lag the broader portfolio and require corrective action. We believe EVA analysis is a helpful tool which maximizes the full potential of our product offerings.
- *Leverage Cross-Selling Opportunities Across Customers, Sales Channels and Geographies.* While we have high private label food product market shares in the United States for our non-dairy powdered creamer, soup, salad dressing and pickles, as well as high branded and private label food product market share in jams in Canada, we believe we still have significant potential for growth with grocery retailers and foodservice distributors that we either currently serve in a limited manner, or do not currently serve. We believe that our size and scale give us an advantage over smaller private label food product producers, many of whom provide only a single category or service to a single customer or geography. Our ability to service customers across North America and across a wider spectrum of products and capabilities provides many opportunities for cross-selling to customers who seek to reduce the number of private label food product suppliers they utilize.
- *Growth Through Acquisitions.* We believe we have the expertise and demonstrated ability to identify and integrate value-enhancing acquisitions. We selectively pursue acquisitions of complementary businesses that we believe are a compelling strategic fit with our existing operations. Each potential acquisition is vigorously evaluated for merit utilizing a rigorous analysis that assesses targets for their market attractiveness, intrinsic value and strategic fit. We believe our past acquisitions of Oxford Foods, the Del Monte Soup and Infant Feeding business, San Antonio Farms, DeGraffenreid, and E.D. Smith were each a success and consistent with our strategy. Since we began operating as an independent company in 2005, our acquisitions have significantly added to our revenue base, enhanced margins and allowed us to expand from an initial base of two center-of-store, shelf stable food categories to eight, including Sturm. We attempt to maintain conservative financial policies when pursuing acquisitions, and our proven integration strategies have resulted in rapid deleveraging. By identifying targets that fit within our defined strategies, we believe we can continue to expand our product selection and continue our efforts to be the low-cost, high quality and innovative supplier of private label food products for our customers.

The following discussion and analysis presents the factors that had a material effect on our financial condition, changes in financial condition and results of operations for the years ended December 31, 2009, 2008 and 2007. This should be read in conjunction with the Consolidated Financial Statements and the Notes

to those Consolidated Financial Statements included elsewhere in this report. This Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements. See "Cautionary Statement Regarding Forward-Looking Statements" for a discussion of the uncertainties, risks and assumptions associated with these statements.

The Company completed its annual assessment of goodwill and indefinite lived assets as of December 31, 2009 and did not have goodwill impairment. The Company recognized the impairment of one definite lived trademark resulting in a charge of approximately \$7.6 million, which is related to the North American Retail Grocery segment. No other impairment was noted. For a more detailed description of the results of our analysis and the related assumptions, see our "Critical Accounting Policies."

For most of 2009, the economy continued to show signs of weakness with continued high unemployment. The Company continued to focus its efforts on cost containment, margin improvement and volume retention. Our efforts resulted in direct operating income growth of 24.9% and 23.1% for the years ended December 31, 2009 and 2008, respectively.

The acquisition landscape in 2009, when compared to 2008, yielded better opportunities and types of companies we would be interested in acquiring. The improved landscape resulted in the announcement in December 2009 of a definitive agreement to acquire Sturm Foods, for approximately \$660 million. We expect the acquisition to be completed in the first quarter of 2010. As we incorporate this acquisition into our operations, the Company will continue its pursuit of other businesses.

The Company's exposure to foreign exchange rates is primarily limited to the Canadian dollar. At the beginning of 2009, the U.S. dollar was relatively strong versus the Canadian dollar. However, as the year progressed, the U.S. dollar weakened.

### **Recent Developments**

On December 20, 2009, we entered into a definitive Purchase Agreement to acquire all of the issued and outstanding common stock of Sturm for a purchase price of approximately \$660 million in cash (subject to adjustment). We intend to finance the transaction through a combination of approximately \$400 million in new debt issuance, approximately \$100 million in equity stock issuance, and the balance funded from borrowings under our existing revolving credit facility.

The closing of the transaction is subject to certain customary closing conditions and is expected to close in the first quarter of 2010. There can be no assurances, however, that the parties will satisfy the closing conditions and consummate the transaction within the expected timeframe, or at all.

## Results of Operations

The following table presents certain information concerning our financial results, including information presented as a percentage of consolidated net sales:

	Year Ended December 31,					
	2009		2008		2007	
	Dollars	Percent	Dollars	Percent	Dollars	Percent
	(Dollars in thousands)					
Net sales	\$ 1,511,653	100.0%	\$ 1,500,650	100.0%	\$ 1,157,902	100.0%
Cost of sales	1,185,283	78.4	1,208,626	80.5	917,611	79.2
Gross profit	326,370	21.6	292,024	19.5	240,291	20.8
Operating expenses:						
Selling and distribution	107,938	7.1	115,731	7.7	94,636	8.2
General and administrative	80,466	5.3	61,741	4.2	53,931	4.7
Amortization expense	13,381	0.9	13,528	0.9	7,195	0.6
Other operating (income) expense, net	(6,224)	(0.4)	13,899	0.9	(415)	—
Total operating expenses	195,561	12.9	204,899	13.7	155,347	13.5
Total operating income	130,809	8.7	87,125	5.8	84,944	7.3
Other (income) expense:						
Interest expense	18,430	1.2	27,614	1.8	22,036	1.9
Interest income	(45)	—	(107)	—	(112)	—
(Gain) loss on foreign currency exchange	(7,387)	(0.5)	13,040	0.9	(3,469)	(0.3)
Other (income) expense, net	(2,263)	(0.1)	7,123	0.5	(36)	—
Total other expense	8,735	0.6	47,670	3.2	18,419	1.6
Income from continuing operations, before income taxes	122,074	8.1	39,455	2.6	66,525	5.7
Income taxes	40,760	2.7	10,895	0.7	24,873	2.1
Income from continuing operations	81,314	5.4	28,560	1.9	41,652	3.6
Loss from discontinued operations, net of tax	—	—	(336)	—	(30)	—
Net income	\$ 81,314	5.4%	\$ 28,224	1.9%	\$ 41,622	3.6%

### Year Ended December 31, 2009 Compared to Year Ended December 31, 2008

*Net Sales* — Net sales increased 0.7% to \$1,511.7 million for the year ended December 31, 2009, compared to \$1,500.7 million, for the year ended December 31, 2008. Net sales by segment are shown in the following table:

	Consolidated Net Sales			
	Year Ended December 31,		\$ Increase/ (Decrease)	% Increase/ (Decrease)
	2009	2008		
	(Dollars in thousands)			
North American Retail Grocery	\$ 971,083	\$ 917,102	\$ 53,981	5.9%
Food Away From Home	292,927	294,020	(1,093)	(0.4)
Industrial and Export	247,643	289,528	(41,885)	(14.5)
Total	\$ 1,511,653	\$ 1,500,650	\$ 11,003	0.7%

Total net sales increased 0.7% as decreases in volume in all segments and the impact of foreign currency were offset by increased pricing and a shift in sales mix.

*Cost of Sales* — All expenses incurred to bring a product to completion are included in cost of sales, such as raw material, ingredient and packaging costs, labor costs, facility and equipment costs, including costs to operate and maintain our warehouses, and costs associated with transporting our finished products from our manufacturing facilities to distribution centers. Cost of sales as a percentage of consolidated net sales decreased to 78.4% in 2009 from 80.5% in the prior year. We experienced increases in certain costs such as metal caps, cans and lids and meat products in 2009 compared to 2008; however, these increases were more than offset by decreases in the cost of casein, oils and plastic containers. The combination of price increases and a net decrease in costs in 2009 versus 2008 has resulted in improvement in our consolidated gross margins.

*Operating Costs and Expenses* — Operating expenses decreased to \$195.6 million in 2009 compared to \$204.9 million in 2008. The decrease in 2009 resulted from the following:

Selling and distribution expenses decreased \$7.8 million in 2009 compared to 2008. The decrease is primarily due to a reduction in freight costs related to lower unit volume and a reduction in freight rates.

General and administrative expenses increased \$18.7 million in 2009 compared to 2008, which was primarily due to increases in incentive based compensation and stock based compensation related to the Company's performance and acquisition costs.

Amortization expense decreased slightly from \$13.5 million in 2008 to \$13.4 million in 2009.

Other operating income was \$6.2 million in 2009 compared to operating expense of \$13.9 million in 2008. Income in 2009 was related to the \$14.5 million gain on insurance settlement relating to a fire at our New Hampton, Iowa facility, partially offset by an \$7.6 million impairment of our *Nature's Goodness*® trademark. Operating expense in 2008 reflected costs associated with the closure of our Portland, Oregon facility.

*Operating Income* — Operating income in 2009 was \$130.8 million, an increase of \$43.7 million, or 50.1% from operating income of \$87.1 million in 2008. Our operating margin was 8.7% in 2009 compared to 5.8% in 2008.

*Other (income) expense* — Other (income) expense includes interest expense, interest income, foreign exchange gains and losses, and other (income) and expenses.

Interest expense in 2009 was \$18.4 million, a decrease of \$9.2 million from 2008. The decrease is due to lower debt levels and lower average interest rates.

The impact of changes in foreign currency resulted in a gain of \$7.4 million in 2009 versus an expense in 2008 of \$13.0 million. In 2009, approximately \$4.9 million of the foreign currency gain was due to the revaluation of an intercompany note, as compared to a currency loss of \$9.1 million in 2008. The remaining \$2.5 million of foreign currency gain is primarily due to currency exchange on cross-border purchases by our Canadian subsidiary, E.D. Smith, as compared to currency loss of \$3.9 million in 2008.

Other (income) expense was a gain of \$2.3 million in 2009 versus a loss of \$7.1 million in 2008. The increase is primarily related to the gain associated with the mark to market adjustment of our interest rate swap agreement, totaling approximately \$2.1 million, compared to a loss of \$7.0 million in 2008.

*Income Taxes* — Income tax expense was recorded at an effective rate of 33.4% for 2009 compared to 27.6% for 2008. The higher effective tax rate in 2009 is due primarily to increased income which reduced the percentage benefit of the cross-border financing structure entered into in conjunction with the E.D. Smith acquisition.

*Discontinued operations* — Loss from discontinued operations was \$0.3 million in 2008 due to the write off of assets held for sale. There were no discontinued operations in 2009.



**Year Ended December 31, 2009 Compared to Year Ended December 31, 2008 — Results by Segment**

*North American Retail Grocery*

	Year Ended December 31,			
	2009		2008	
	Dollars	Percent	Dollars	Percent
	(Dollars in thousands)			
Net sales	\$ 971,083	100.0%	\$ 917,102	100.0%
Cost of sales	738,002	76.0	720,388	78.6
Gross profit	233,081	24.0	196,714	21.4
Freight out and commissions	51,821	5.4	58,756	6.4
Direct selling and marketing	28,411	2.9	23,447	2.6
Direct operating income	\$ 152,849	15.7%	\$ 114,511	12.4%

Net sales in the North American Retail Grocery segment increased by \$54.0 million, or 5.9%, for the year ended December 31, 2009 compared to the prior year. The change in net sales from 2008 to 2009 was due to the following:

	Dollars	Percent
	(Dollars in thousands)	
2008 Net sales	\$ 917,102	
Volume	(8,721)	(1.0)%
Pricing	66,944	7.3
Foreign currency	(16,731)	(1.8)
Mix/other	12,489	1.4
2009 Net sales	\$ 971,083	5.9%

The increase in net sales from 2008 to 2009 resulted from the carryover effect of price increases taken in the second half of 2008 to cover the cost of rising raw material and packaging costs, partially offset by lower case sales of infant feeding and retail branded pickles, and the impact of foreign currency. While overall case sales decreased in the segment, the Company experienced modest volume increases in soups, Mexican sauces, and salad dressings.

Cost of sales as a percentage of net sales decreased from 78.6% in 2008 to 76.0% in 2009 as price increases have now caught up to the raw material and packaging cost increases experienced by the Company in earlier periods. Also contributing to the decrease were several cost reduction initiatives, moving away from certain low margin customers over the past year and net declines in raw material and packaging costs.

Freight out and commissions paid to independent brokers decreased \$6.9 million or 11.8%, to \$51.8 million in 2009 compared to \$58.8 million in 2008, as a result of reduced volumes and lower freight costs, as fuel costs have decreased since last year.

Direct selling and marketing was \$28.4 million in 2009 compared to \$23.4 million in 2008, an increase of \$5.0 million or 21.2% primarily due to increased levels of incentive based compensation associated with the Company's overall performance.



*Food Away From Home*

	Year Ended December 31,			
	2009		2008	
	Dollars	Percent	Dollars	Percent
	(Dollars in thousands)			
Net sales	\$ 292,927	100.0%	\$ 294,020	100.0%
Cost of sales	239,971	81.9	242,035	82.3
Gross profit	52,956	18.1	51,985	17.7
Freight out and commissions	10,071	3.5	13,567	4.6
Direct selling and marketing	6,816	2.3	6,285	2.2
Direct operating income	\$ 36,069	12.3%	\$ 32,133	10.9%

Net sales in the Food Away From Home segment decreased by \$1.1 million, or 0.4%, for the year ended December 31, 2009 compared to the prior year. The change in net sales from 2008 to 2009 was due to the following:

	Dollars	Percent
	(Dollars in thousands)	
2008 Net sales	\$ 294,020	
Volume	(8,646)	(2.9)%
Pricing	11,530	3.9
Foreign currency	(1,378)	(0.5)
Mix/other	(2,599)	(0.9)
2009 Net sales	\$ 292,927	(0.4)%

Net sales decreased during 2009 compared to 2008 primarily due to reduced volumes resulting from the recent economic down turn as consumers reduced their spending on dining and eating out. This segment also experienced a decrease in net sales due to both a shift in the sales mix and the impact of foreign currency changes. Increased pricing in response to commodity cost increases over the past year and modest increases in sales units of aseptic products and Mexican sauces, offset the volume declines in pickles and other products.

Cost of sales as a percentage of net sales decreased from 82.3% in 2008 to 81.9% in 2009, as price increases to our customers have now caught up to the increases in raw material, packaging, and energy costs experienced by the Company in earlier periods, combined with improvements in operating efficiencies.

Freight out and commissions paid to independent brokers decreased \$3.5 million or 25.8% to \$10.1 million in 2009 compared to \$13.6 million in 2008, primarily as a result of reduced volumes and lower freight costs, as fuel costs have decreased since last year.

Direct selling and marketing was \$6.8 million in 2009 compared to \$6.3 million in 2008, primarily due to increased levels of incentive based compensation associated with the Company's overall performance.

*Industrial and Export*

	Year Ended December 31,			
	2009		2008	
	Dollars	Percent	Dollars	Percent
	(Dollars in thousands)			
Net sales	\$ 247,643	100.0%	\$ 289,528	100.0%
Cost of sales	203,970	82.4	246,203	85.0
Gross profit	43,673	17.6	43,325	15.0
Freight out and commissions	5,848	2.4	8,821	3.0
Direct selling and marketing	1,800	0.7	1,031	0.4
Direct operating income	\$ 36,025	14.5%	\$ 33,473	11.6%

Net sales in the Industrial and Export segment decreased by \$41.9 million, or 14.5%, for the year ended December 31, 2009 compared to the prior year. The change in net sales from 2008 to 2009 was due to the following:

	Dollars	Percent
	(Dollars in thousands)	
2008 Net sales	\$ 289,528	
Volume	(51,889)	(17.9)%
Pricing	(1,941)	(0.7)
Foreign currency	(69)	—
Mix/other	12,014	4.1
2009 Net sales	\$ 247,643	(14.5)%

The decrease in net sales is primarily due to reduced volumes resulting from lower co-pack sales of branded products for other food companies. While the decline in net sales included the majority of the products sold within this segment, the most significant were in the non-dairy powdered creamer, soup and infant feeding products. Partially offsetting the volume declines was a favorable shift in the mix of products sold.

Cost of sales as a percentage of net sales decreased from 85.0% in 2008 to 82.4% in 2009 as price increases have caught up to input cost increases experienced in prior periods. Also contributing to the reduction were productivity improvements realized in 2009, and net decreases in raw material and packaging costs.

Freight out and commissions paid to independent brokers decreased by \$3.0 million to \$5.8 million primarily due to reduced volumes and lower freight costs, as fuel costs have decreased since last year.

Direct selling and marketing was \$1.8 million in 2009 compared to \$1.0 million in 2008, primarily due to increased levels of incentive based compensation associated with the Company's overall performance.

**Year Ended December 31, 2008 Compared to Year Ended December 31, 2007**

*Net Sales* — Net sales increased 29.6% to \$1,500.7 million for the year ended December 31, 2008, compared to \$1,157.9 million, for the year ended December 31, 2007. Net sales by segment are shown in the following table:

	<b>Consolidated Net Sales</b>			
	<b>Year Ended December 31,</b>		<b>\$ Increase/</b>	<b>% Increase/</b>
	<b>2008</b>	<b>2007</b>	<b>(Decrease)</b>	<b>(Decrease)</b>
	<b>(Dollars in thousands)</b>			
North American Retail Grocery	\$ 917,102	\$ 663,506	\$ 253,596	38.2%
Food Away From Home	294,020	254,580	39,440	15.5
Industrial and Export	289,528	239,816	49,712	20.7
<b>Total</b>	<b>\$ 1,500,650</b>	<b>\$ 1,157,902</b>	<b>\$ 342,748</b>	<b>29.6%</b>

The increase in net sales is primarily due to the full year impact in 2008 of the 2007 acquisitions of E.D. Smith and San Antonio Farms along with price increases taken to offset rising input costs, which were partially offset by volume decreases in the North American Retail Grocery and Food Away From Home segments. Volume decreases were primarily in the pickle and non-dairy powder creamer businesses, reflecting the Company's decision to move away from low margin customers and the impact of the slowing global economy.

*Cost of Sales* — All expenses incurred to bring a product to completion are included in cost of sales, such as raw material, ingredient and packaging costs, labor costs, facility and equipment costs, including costs to operate and maintain our warehouses, and costs associated with transporting our finished products from our manufacturing facilities to our own distribution centers. Cost of sales as a percentage of consolidated net sales increased to 80.5% in 2008 from 79.2% in the prior year. Significant raw material cost increases in 2008 include a 43% increase in casein, a 39% increase in oils, an 11% increase in sweeteners and an 8% increase in cucumber crop costs. Packaging cost increases include a 21% increase in plastic containers and a 12% increase in glass containers. We continued to experience increased raw material and packaging costs that we were able to partially offset with increased operating efficiencies and increases in the prices of our products. See — "Results by Segment."

*Operating Costs and Expenses* — Operating expenses increased to \$204.9 million in 2008 compared to \$155.3 million in 2007. The increase in 2008 resulted from the following:

Selling and distribution expenses increased \$21.1 million, primarily due to the full year impact in 2008 of the acquisitions of San Antonio Farms in May, 2007 and E.D. Smith in October, 2007.

General and administrative expenses increased \$7.8 million in 2008 compared to 2007, due to the acquisition of San Antonio Farms, in May 2007 and E.D. Smith in October 2007. However, due to synergies realized, general and administrative costs as a percent of revenue decreased from 4.7% in 2007 to 4.2% in 2008.

Amortization expenses increased to \$13.5 million in 2008 from \$7.2 million in 2007, due to the full year impact in 2008 of the acquisition of the San Antonio Farms in the second quarter of 2007 and the acquisition of E.D. Smith in the fourth quarter of 2007.

Other operating expense in 2008 increased \$14.3 million primarily due to the closing of our pickle plant located in Portland, Oregon.

*Operating Income* — Operating income in 2008 was \$87.1 million, an increase of \$2.2 million, or 2.6% from operating income of \$84.9 million in 2007. Our operating margin was 5.8% in 2008 compared to 7.3% in 2007. The impact of the Portland plant closure on operating margin for 2008 was a reduction of 0.9%.

*Other (income) expense* — Other (income) expense includes interest expense, interest income, foreign exchange gains and losses, and other (income) and expenses.

Interest expense in 2008 was \$27.6 million, an increase of \$5.6 million from 2007. The increase is primarily due to increased debt levels resulting from our 2007 acquisitions. The increase in interest expense was mitigated, as the Company paid down debt during the year and interest rates lowered. Interest income in 2008 and 2007 was \$0.1 million.

The impact of changes in foreign currency resulted in an expense of \$13.0 million in 2008 versus a gain in 2007 of \$3.5 million. In 2008, approximately \$9.1 million of the foreign currency expense was due to the revaluation of an intercompany note. The remaining \$3.9 million of foreign currency expense is primarily due to a full year of foreign currency transaction gains and losses occurring in 2008. The gain in 2007 was primarily due to the forward purchase of Canadian currency used in the 2007 acquisition of E.D. Smith. This did not repeat in 2008.

Other (income) expense was a loss of \$7.1 million in 2008 versus a gain of \$36 thousand in 2007. The increase is primarily related to the mark to market adjustment of our interest rate swap agreement, totaling approximately \$7.0 million.

*Income Taxes* — Income tax expense was recorded at an effective rate of 27.6% for 2008 compared to 37.4% for 2007. The lower effective tax rate in 2008 is due to the favorable intercompany financing structure entered into in conjunction with the E.D. Smith acquisition (See Note 8), combined with the tax benefit of the mark to market adjustment of our interest rate swap agreement.

*Discontinued operations* — Our loss on discontinued operations was \$0.3 million in 2008 versus \$30 thousand in 2007. The increase of \$0.3 million was due to the write off of assets held for sale during 2008. The Company was unable to locate a buyer for these assets and has determined they have no value.

**Year Ended December 31, 2008 Compared to Year Ended December 31, 2007 — Results by Segment**

*North American Retail Grocery*

	Year Ended December 31,			
	2008		2007	
	Dollars	Percent	Dollars	Percent
	(Dollars in thousands)			
Net sales	\$ 917,102	100.0%	\$ 663,506	100.0%
Cost of sales	720,388	78.6	509,308	76.8
Gross profit	196,714	21.4	154,198	23.2
Freight out and commissions	58,756	6.4	45,138	6.8
Direct selling and marketing	23,447	2.6	23,767	3.5
Direct operating income	\$ 114,511	12.4%	\$ 85,293	12.9%

Net sales in the North American Retail Grocery segment increased by \$253.6 million, or 38.2%, for the year ended December 31, 2008 compared to the prior year. The change in net sales from 2007 to 2008 was due to the following:

	Dollars	Percent
	(Dollars in thousands)	
2007 Net sales	\$ 663,506	
Volume	(32,017)	(4.8)%
Mix/other	(1,248)	(0.2)
Acquisitions	240,168	36.2
Pricing	46,693	7.0
2008 Net sales	\$ 917,102	38.2%

The increase in net sales from 2007 to 2008 resulted mainly from the full year impact in 2008 of the acquisition of San Antonio Farms in the second quarter of 2007 and E.D. Smith in the fourth quarter of 2007.

[Table of Contents](#)

Price increases taken due to rising raw material and packaging costs more than offset lower case sales of baby food and retail branded pickles. The volume declines related to retail pickle low margin customer rationalization and a decline in branded baby food.

Cost of sales as a percentage of sales increased from 76.8% in 2007 to 78.6% in 2008 primarily as a result of input cost increases throughout 2008 which were not fully offset by price increases.

Freight out and commissions paid to independent brokers increased \$13.6 million or 30.2%, to \$58.8 million in 2008 compared to \$45.1 million in 2007, as a result of increased sales and higher shipping costs primarily due to elevated fuel costs early in 2008.

*Food Away From Home*

	Year Ended December 31,			
	2008		2007	
	Dollars	Percent	Dollars	Percent
	(Dollars in thousands)			
Net sales	\$ 294,020	100.0%	\$ 254,580	100.0%
Cost of sales	242,035	82.3	209,927	82.5
Gross profit	51,985	17.7	44,653	17.5
Freight out and commissions	13,567	4.6	10,932	4.3
Direct selling and marketing	6,285	2.2	5,401	2.1
Direct operating income	\$ 32,133	10.9%	\$ 28,320	11.1%

Net sales in the Food Away From Home segment increased by \$39.4 million, or 15.5%, for the year ended December 31, 2008 compared to the prior year. The change in net sales from 2007 to 2008 was due to the following:

	Dollars	Percent
	(Dollars in thousands)	
2007 Net sales	\$ 254,580	
Volume	(16,944)	(6.7)%
Mix/other	5,973	2.4
Acquisitions	32,529	12.8
Pricing	17,882	7.0
2008 Net sales	\$ 294,020	15.5%

Sales increased in 2008 compared to 2007 primarily due to the acquisitions of San Antonio Farms in May 2007, and the E.D. Smith acquisition in October 2007. Price increases taken in 2008 to offset rising input costs also contributed to the increase. Volume declined as the Company moved away from low margin pickle customers and experienced adverse economic conditions in the Food Away From Home industry in 2008.

Cost of sales as a percentage of net sales decreased from 82.5% in 2007 to 82.3% in 2008, as price increases to our customers offset increases in raw material, packaging, and energy costs, combined with improvements in operating efficiencies.

Freight out and commissions paid to independent brokers increased \$2.6 million or 24.1% to \$13.6 million in 2008 compared to \$10.9 million in 2007, primarily as a result of the higher sales and increased shipping costs due to elevated fuel costs early in 2008.

*Industrial and Export*

	Year Ended December 31,			
	2008		2007	
	Dollars	Percent	Dollars	Percent
	(Dollars in thousands)			
Net sales	\$ 289,528	100.0%	\$ 239,816	100.0%
Cost of sales	246,203	85.0	198,376	82.7
Gross profit	43,325	15.0	41,440	17.3
Freight out and commissions	8,821	3.0	7,976	3.3
Direct selling and marketing	1,031	0.4	761	0.4
Direct operating income	\$ 33,473	11.6%	\$ 32,703	13.6%

Net sales in the Industrial and Export segment increased by \$49.7 million, or 20.7%, for the year ended December 31, 2008 compared to the prior year. The change in net sales from 2007 to 2008 was due to the following:

	Dollars	Percent
	(Dollars in thousands)	
2007 Net sales	\$ 239,816	
Volume	13,960	5.8%
Mix/other	(12,417)	(5.2)
Acquisitions	3,314	1.4
Pricing	44,855	18.7
2008 Net sales	\$ 289,528	20.7%

Price increases were taken in 2008 in an effort to offset the significant increases in input costs. In addition, we realized volume increases during the year from the existing customer base.

Cost of sales as a percentage of net sales increased from 82.7% in 2007 to 85.0% in 2008 as price increases to our customers did not fully offset increases in raw materials and packaging costs. Also contributing to the increase was a shift in our mix of customers towards lower margin co-pack customers.

Freight out and commissions paid to independent brokers increased by \$0.8 million to \$8.8 million as a result of increased fuel costs early in 2008. However, these costs decreased as a percent of revenue from 3.3% in 2007 to 3.0% in 2008 due to combining shipments and leveraging freight rates with the other product lines.

**Known Trends and Uncertainties**

*Prices of Raw Materials*

We were adversely affected by rising input costs during 2008 and 2007, however, during 2009 certain input costs decreased from these high levels. Many of the raw materials used in our products rose to unusually high levels during 2008, including processed vegetables and meats, soybean oil, casein, cheese and packaging materials. Fluctuating fuel costs also impacted our results. While prices for many of our raw materials decreased during 2009 from their historic highs reached in the prior year, the Company expects moderate price volatility for the next year with an upward trend. We manage the impact, wherever possible, on commercially reasonable terms, by locking in prices on quantities required to meet our production requirements. In addition, we offset the effect by raising prices to our customers. However, for competitive reasons, we may not be able to pass along the full effect of increases in raw materials and other input costs as we incur them. In addition, in instances of declining input costs, customers may be looking for price reductions in situations where we have locked into purchases at higher costs.

### Competitive Environment

There has been significant consolidation in the retail grocery and foodservice industries in recent years, and mass merchandisers are gaining market share. As our customer base continues to consolidate, we expect competition to intensify as we compete for the business of fewer, large customers. There can be no assurance that we will be able to keep our existing customers, or gain new customers. As the consolidation of the retail grocery and foodservice industry continues, we could lose sales if any one or more of our existing customers were to be sold.

Both the difficult economic environment and the increased competitive environment in the retail and foodservice channels have caused competition to become increasingly intense in our business. We expect this trend to continue for the foreseeable future.

### Liquidity and Capital Resources

Management assesses the Company's liquidity in terms of its ability to generate cash to fund its operating, investing and financing activities. The Company continues to generate substantial cash from operating activities and remains in a strong financial position, with resources available for reinvestment in existing businesses, acquisitions and managing its capital structure on a short and long-term basis. Over the last three years, the Company has generated \$376.9 million in cash flow from operating activities by focusing on working capital management. If additional borrowings are needed, approximately \$293.0 million was available on the revolving credit facility as of December 31, 2009. This facility expires in 2011. We believe that, given our cash flow from operating activities and our available credit capacity, we can comply with the current terms of the credit facility and meet foreseeable financial requirements.

#### Cash flows from operating activities:

	Year Ended December 31,		
	2009	2008	2007
	(In thousands)		
Net income	\$ 81,314	\$ 28,224	\$ 41,622
Loss from discontinued operations	—	336	30
Depreciation & amortization	47,343	45,854	34,986
Stock-based compensation	13,303	12,193	13,580
(Gain) loss on foreign currency exchange	(4,932)	9,034	—
Mark to market (gain) loss on interest swap	(2,104)	6,981	—
Gain on disposition of assets	(11,885)	(469)	(498)
Write-down of impaired assets	7,600	5,991	—
Deferred income taxes	18,596	5,314	5,940
Changes in operating assets and liabilities, net of acquisitions	(44,383)	62,428	611
Other	(8)	(240)	161
Net cash provided by continuing operations	104,844	175,646	96,432
Net cash provided by discontinued operations	—	(10)	(30)
Net cash provided by operating activities	\$ 104,844	\$ 175,636	\$ 96,402

Our cash from operations decreased from \$175.6 million in 2008 to \$104.8 million in 2009. Higher net income in the year ended December 31, 2009 compared to 2008 was more than offset by a decrease in accounts payable from the high level in 2008, a build in inventories due to higher pickle production resulting from a strong 2009 cucumber crop and the forward purchase of certain commodities.



*Cash flows from investing activities:*

	Year Ended December 31,		
	2009	2008	2007
	(In thousands)		
Additions to property, plant and equipment	\$ (36,987)	\$ (55,471)	\$ (19,814)
Insurance proceeds	2,863	12,047	—
Cash outflows for acquisitions and investments, less cash acquired	—	(251)	(449,937)
Proceeds from sale of fixed assets	6	1,679	1,465
Net cash used in continuing operations	(34,118)	(41,996)	(468,286)
Net cash provided by discontinued operations	—	157	467
Net cash used in investing activities	\$ (34,118)	\$ (41,839)	\$ (467,819)

In 2009, cash used in investing activities decreased by \$7.7 million from 2008, primarily due to a decrease in capital additions as the Company had several large projects that were initiated in 2008 and completed in 2009, including the repair of the New Hampton, Iowa facility that was damaged by fire in February of 2008. Capital spending in 2009 included projects to improve plant efficiencies and upgrades to our Pittsburgh plant water and power systems, capacity expansion at our North East, Pennsylvania facility, completion of the repair of the New Hampton, Iowa facility and routine equipment upgrades or replacements at all of our facilities which number sixteen across the United States and Canada. The expenditures related to the New Hampton, Iowa facility were partially offset by proceeds received from our insurance claim.

We expect capital spending programs to be approximately \$60.0 million in 2010. Capital spending in 2010 will focus on food safety, quality, productivity improvements, installation of an ERP system and routine equipment upgrades or replacements at all of our plants.

**Cash flows from financing activities:**

	Year Ended December 31,		
	2009	2008	2007
	(In thousands)		
Proceeds from issuance of debt	\$ —	\$ —	\$ 440,035
Net repayment of debt	(74,484)	(145,537)	(59,150)
Payments of deferred financing costs	—	—	(230)
Excess tax benefits from stock-based payment arrangements	169	377	—
Cash used to net share settle equity awards	(336)	—	—
Proceeds from stock option exercises	4,926	5,434	44
Net cash provided by (used in) financing activities	\$ (69,725)	\$ (139,726)	\$ 380,699

Net cash used in financing activities decreased from \$139.7 million in 2008 to \$69.7 million in 2009, as cash provided from operating activities (used to pay down debt) was \$70.8 million less than 2008. See cash flows from operating activities. In 2007, we borrowed \$440.0 million, primarily to finance the E.D. Smith and San Antonio Farms acquisitions. In 2009 and 2008, we did not complete any acquisitions and used the cash flow generated by operations to pay down our outstanding debt.

In connection with our proposed acquisition of Sturm, we expect to fund the purchase price of approximately \$660 million through the issuance of \$400 million in new debt, approximately \$100 million in equity stock issuance and the balance of approximately \$160 million funded from borrowings under our existing revolving credit agreement. The transaction is expected to close in the first quarter of 2010.

The Company believes it has sufficient liquidity, after considering the debt requirements of the Sturm acquisition, and does not anticipate a significant risk to cash flows in the foreseeable future despite the current



disruption of the credit markets, because the Company operates in a relatively stable industry and has sizable market share across its product lines. The Company's long-term financing needs will depend largely on potential acquisition activity.

The impact of the reduction in equity values of the stock market in late 2008 and early 2009 resulted in a reduced funded balance of our Pension Plan, and required additional cash contributions in 2009, which was funded by cash flows from operations. The Company contributed \$8.9 million in 2009 and expects to make contributions of approximately \$0.9 million in 2010.

### ***Seasonality***

The Company's short-term financing needs are primarily for financing working capital during the year. Due to the seasonality of cucumber and fruit production driven by harvest cycles, which occur primarily during the spring and summer, inventories generally are at a low point in late spring and at a high point during the fall, increasing our working capital requirements. In addition, the Company builds inventories of salad dressings in the spring and soup in the summer months in anticipation of large seasonal shipments that begin late in the third quarter.

### ***Sources of Capital***

*Revolving Credit Facility* — On August 30, 2007, the Company entered into Amendment No. 2 to the unsecured revolving Credit Agreement, as amended (the "Credit Agreement"), dated June 27, 2005, with a group of participating financial institutions. Among other things, Amendment No. 2 reduces the available liquidity requirement with respect to permitted acquisitions and reduces the required consolidated interest coverage ratio at the end of each fiscal quarter. The Company also exercised its option under the Credit Agreement to increase the aggregate commitments under the revolving credit facility from \$500 million to \$600 million. The Credit Agreement also provides for a \$75 million letter of credit sublimit, against which \$8.8 million in letters of credit have been issued but undrawn. Proceeds from the credit facility may be used for working capital and general corporate purposes, including acquisition financing. The credit facility contains various financial and other restrictive covenants and requires that we maintain certain financial ratios, including a leverage and interest coverage ratio. The Company is in compliance with all applicable covenants as of December 31, 2009.

During 2008, the Company entered into a \$200 million long-term interest rate swap agreement with an effective date of November 19, 2008 to lock into a fixed LIBOR interest rate base. Under the terms of the agreement, \$200 million in floating rate debt was swapped for a fixed rate of 2.9% interest rate base for a period of 24 months, amortizing to \$50 million for an additional nine months at the same 2.9% interest rate. The Company did not apply hedge accounting and recorded the fair value of this instrument on its balance sheet within other long term liabilities. The fair value of the swap, using Level 2 inputs, was a liability of approximately \$4.9 million and \$7.0 million as of December 31, 2009 and 2008, respectively. In 2009 and 2008, the Company recorded income of \$2.1 million and expense of \$7.0 million, respectively, related to the mark to market adjustment within the Other (income) expense line of the Consolidated Statements of Income.

On September 22, 2006, the Company completed a private placement of \$100 million in aggregate principal of 6.03% senior notes due September 30, 2013 pursuant to a Note Purchase Agreement among TreeHouse and a group of purchasers. All of the Company's obligations under the senior notes are fully and unconditionally guaranteed by Bay Valley Foods, LLC, a wholly-owned subsidiary of the Company. The senior notes have not been registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption. Net proceeds were used to repay outstanding indebtedness under the revolving Credit Agreement. The Company is in compliance with all applicable covenants as of December 31, 2009.

**Contractual Obligations**

The following table summarizes the Company's obligations and commitments to make future payments as of December 31, 2009:

**Indebtedness, Purchase & Lease Obligations**

	Payments Due by Period				
	Total	Less than 1 Year	1 - 3 Years (In thousands)	3 - 5 Years	More than 5 Years
Revolving credit facility(1)	\$ 302,722	\$ 2,914	\$ 299,808	\$ —	\$ —
Senior notes(2)	122,613	6,030	12,060	104,523	—
Capital lease obligations(3)	1,817	589	768	457	3
Purchasing obligations(4)	223,265	158,158	63,852	1,220	35
Operating leases(5)	44,966	12,869	17,918	7,221	6,958
Benefit obligations(6)	27,657	2,009	4,436	5,224	15,988
Deferred compensation(7)	5,310	136	356	1,943	2,875
FIN 48 liability(8)	630	—	630	—	—
Tax increment financing(9)	3,912	391	778	782	1,961
<b>Total</b>	<b>\$ 732,892</b>	<b>\$ 183,096</b>	<b>\$ 400,606</b>	<b>\$ 121,370</b>	<b>\$ 27,820</b>

- (1) Revolving credit facility obligation includes principal of \$298.2 million and interest at an average rate of 0.91% at December 31, 2009. The principal is due August 31, 2011. (See Note 9)
- (2) Senior note obligation includes principal and interest payments based on a fixed interest rate of 6.03%. Principal payment is due September 30, 2013. (See Note 9)
- (3) Payments required under long-term capitalized lease contracts.
- (4) Primarily represents commitments to purchase minimum quantities of raw materials used in our production processes. We enter into these contracts from time to time in an effort to ensure a sufficient supply of raw ingredients. In addition, we have contractual obligations to purchase various services that are part of our production process.
- (5) In accordance with GAAP, these obligations are not reflected in the accompanying balance sheets. Operating lease obligations consist of minimum rental payments under non-cancelable operating leases.
- (6) Benefit obligations consist of future payments related to pension and postretirement benefits as estimated by an actuarial valuation.
- (7) Deferred compensation obligations have been allocated to payment periods based on existing payment plans for terminated employees and the estimated timing of distributions of current employees based on age.
- (8) The FIN 48 long term liability recorded by the Company is \$2.1 million at December 31, 2009, 30% of which is expected to be settled within one to three years. The remaining 70% or \$1.5 million has been excluded from the table. The timing of cash settlement for this portion, if any, cannot be reasonably estimated due to offsetting positions and conclusions upon audit. The Company's gross unrealized tax benefit is approximately \$3.2 million. The difference between the gross unrealized tax benefit and the FIN 48 liability is due to the inclusion of corollary positions, interest, penalties, as well as the impact of state taxes on the federal tax liability, which are included in the computation of the FIN 48 liability but not the gross unrecognized tax benefit. (See Note 8 to our Consolidated Financial Statements). Deferred tax liabilities are excluded from the table due to uncertainty in their timing.
- (9) Tax increment financing obligation includes principal and interest payments based on rates ranging from 6.61% to 7.16%. Final payment is due May 1, 2019. (See Note 9)

In addition to the commitments set forth in the above table, at December 31, 2009, the Company had \$8.8 million in letters of credit primarily related to the Company's workers' compensation program.

### ***Off-Balance Sheet Arrangements***

The Company does not have any obligations that meet the definition of an off-balance sheet arrangement, other than operating leases and letters of credit, which have or are reasonably likely to have a material effect on the Consolidated Financial Statements.

### ***Other Commitments and Contingencies***

The Company also has the following commitments and contingent liabilities, in addition to contingent liabilities related to ordinary course litigation, investigations and tax audits:

- certain lease obligations, and
- selected levels of property and casualty risks, primarily related to employee health care, workers' compensation claims and other casualty losses.

See Note 18 to our Consolidated Financial Statements for more information about the Company's commitments and contingent obligations.

### **Critical Accounting Policies**

Critical accounting policies are defined as those that are most important to the portrayal of a company's financial condition and results and that require our most difficult, subjective or complex judgments. In many cases the accounting treatment of a particular transaction is specifically dictated by generally accepted accounting principles with no need for the application of our judgment. In certain circumstances, however, the preparation of the Consolidated Financial Statements in conformity with generally accepted accounting principles requires us to use our judgment to make certain estimates and assumptions. These estimates affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the Consolidated Financial Statements and the reported amounts of net sales and expenses during the reporting period. We have identified the policies described below as our critical accounting policies. See Note 1 to the Consolidated Financial Statements for a detailed discussion of these and other accounting policies.

*Accounts Receivable Allowances* — We maintain an allowance for customer promotional programs, marketing co-op programs and other sales and marketing expenses. This allowance is based on historical rolling twelve month average program activity and can fluctuate due to the level of sales and marketing programs, and timing of deductions. This allowance was \$8.3 million and \$7.3 million, at December 31, 2009 and 2008, respectively.

*Inventories* — Inventories are stated at the lower of cost or market. Pickle inventories are valued using the last-in, first-out ("LIFO") method, while all of our other inventories are valued using the first-in, first-out ("FIFO") method. These valuations have been reduced by an allowance for obsolete and defective products and packaging materials. The estimated allowance is based on a review of inventories on hand compared to estimates of future demand, changes in formulas and packaging materials and inferior product. The Company's allowances were \$6.9 million and \$3.3 million at December 31, 2009 and 2008, respectively.

*Goodwill and Intangible Assets* — Goodwill and intangible assets totaled \$727.5 million as of December 31, 2009, resulting primarily from acquisitions. Upon acquisition, the purchase price is first allocated to identifiable assets and liabilities, including but not limited to trademarks and customer-related intangible assets, with any remaining purchase price recorded as goodwill. Goodwill and indefinite lived trademarks are not amortized. For purposes of goodwill impairment testing, our reporting units are defined as North American Retail Grocery — U.S., North American Retail Grocery — Canada, Food Away From Home — U.S., Food Away From Home — Canada, Industrial Bulk and Co-Pack — U.S., and Co-Pack — Canada.

We believe that a trademark has an indefinite life if it has sufficient market share and a history of strong sales and cash flow performance that we expect to continue for the foreseeable future. If these perpetual trademark criteria are not met, the trademarks are amortized over their expected useful lives. Determining the expected life of a trademark requires considerable management judgment and is based on an evaluation of a

number of factors including the competitive environment, market share, trademark history and anticipated future trademark support.

Indefinite lived trademarks and goodwill are evaluated for impairment annually in the fourth quarter, or more frequently, if other events occur, to ensure that fair value continues to exceed the related book value. An indefinite lived trademark is impaired if its book value exceeds fair value. Goodwill impairment is indicated if the book value of its reporting unit exceeds its fair value. If the fair value of an evaluated asset is less than its book value, the asset is written down to fair value, which is generally based on its discounted future cash flows. Future business results could impact the evaluation of our goodwill and intangible assets.

The Company completed its annual goodwill and indefinite lived intangible asset impairment analysis as of December 31, 2009. Our assessment did not result in goodwill impairment. We have seven reporting units, five of which contain goodwill totaling \$575.0 million. Our analysis employed the use of both a market and income approach, with each method given equal weighting. Significant assumptions used in the income approach include growth and discount rates, margins and the Company's weighted average cost of capital. We used historical performance and management estimates of future performance to determine margins and growth rates. Discount rates selected for each reporting unit varied, with the weighted average of all discount rates being equal to the total Company discount rate. Our weighted average cost of capital included a review and assessment of market and capital structure assumptions. Further supporting our assessment of goodwill is the fact that our Company's stock price has increased from December 31, 2008 to December 31, 2009 by approximately 43.0%. Of the five reporting units with goodwill, three have fair values significantly in excess of their carrying values (between 75% and 95%), while another reporting unit has a fair value that is approximately 35% in excess of its carrying value. Our final reporting unit, Retail Grocery — Canada, has a fair value that is approximately 14% in excess of its carrying value. Considerable management judgment is necessary to evaluate the impact of operating changes and to estimate future cash flows. Changes in our estimates or any of our other assumptions used in our analysis could result in a different conclusion.

We reviewed our indefinite lived intangible assets, which include our trademarks totaling \$31.4 million, using the relief from royalty method. Significant assumptions include the royalty, growth and discount rates. Our assumptions were based on historical performance and management estimates of future performance, as well as available data on licenses of similar products. Our analysis resulted in no impairment. The Company's policy is that indefinite lived assets must have a history of strong sales and cash flow performance that we expect to continue for the foreseeable future. When these criteria are no longer met, the Company changes the classification. Considerable management judgment is necessary to evaluate the impact of operating changes and to estimate future cash flows. Changes in our estimates or any of our other assumptions used in our analysis could result in a different conclusion.

Amortizable intangible assets which include primarily customer relationships and trademarks are evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If an evaluation of the undiscounted cash flows indicates impairment, the asset is written down to its fair value, which is generally based on discounted future cash flows. We reviewed our amortizable intangible assets and our analysis resulted in the impairment of our *Nature's Goodness*<sup>®</sup> trademark totaling \$7.6 million, and is related to the North American Retail Grocery — U.S. segment. No other impairment was identified and the Company concluded no changes are necessary to the remaining useful lives or values of the remaining amortizable intangible assets as of December 31, 2009.

*Purchase Price Allocation* — We allocate the purchase price of acquisitions to the assets acquired and liabilities assumed. All identifiable assets acquired, including identifiable intangibles, and liabilities assumed are assigned a portion of the purchase price of the acquired company, normally equal to their fair values at the date of acquisition. The excess of the purchase price of the acquired company over the sum of the amounts assigned to identifiable assets acquired, less liabilities assumed is recorded as goodwill. We record the initial purchase price allocation based on evaluation of information and estimates available at the date of the financial statements. As final information regarding fair value of assets acquired and liabilities assumed is received and estimates are refined, appropriate adjustments are made to the purchase price allocation. To the extent that such adjustments indicate that the fair values of assets and liabilities differ from their preliminary purchase

price allocations, such differences would adjust the amounts allocated to those assets and liabilities and would change the amounts allocated to goodwill. The final purchase price allocation includes the consideration of a number of factors to determine the fair value of individual assets acquired and liabilities assumed, including quoted market prices, forecast of expected cash flows, net realizable values, estimates of the present value of required payments and determination of remaining useful lives.

*Income Taxes* — Deferred taxes are recognized for future tax effects of temporary differences between financial and income tax reporting using tax rates in effect for the years in which the differences are expected to reverse. We periodically estimate our probable tax obligations using historical experience in tax jurisdictions and informed judgments. There are inherent uncertainties related to the interpretations of tax regulations in the jurisdictions in which we operate. These judgments and estimates made at a point in time may change based on the outcome of tax audits and changes to or further interpretations of regulations. If such changes take place, there is a risk that our tax rate may increase or decrease in any period, which would have an impact on our earnings. Future business results may affect deferred tax liabilities or the valuation of deferred tax assets over time.

*Stock-Based Compensation* — Income from Continuing Operations Before Income Taxes, for the years ended December 31, 2009 and December 31, 2008, included share-based compensation expense for employee and director stock options, restricted stock, restricted stock units, and performance units of \$13.3 million and \$12.2 million, respectively.

The fair value of stock options, restricted stock, restricted stock unit awards and performance units (the “Awards”) is determined on the date of grant. Stock options were valued using a Black Scholes model and certain restricted stock and restricted stock units were valued using a Monte Carlo simulation. Performance units and all other restricted stock and restricted stock unit awards were valued using the closing price of the Company’s stock on the date of grant. Stock-based compensation expense, as calculated and recorded, could have been impacted, if other assumptions were used. Furthermore, if we use different assumptions in future periods, stock-based compensation expense could be impacted in future periods. As the Company’s stock was not publicly traded prior to June 27, 2005, expected volatilities are based on the implied historical volatilities from peer companies and other factors. The Company has estimated that certain employees will complete the required service conditions associated with certain Awards. For all other employees, the Company estimates forfeitures as not all employees are expected to complete the required service conditions. The expected service period is the longer of the derived service period, as determined from the output of the valuation models, and the service period based on the term of the Awards. The risk-free interest rate for periods within the contractual life of the Awards is based on the U.S. Treasury yield curve in effect at the time of the grant. As the Company does not have significant history to determine the expected term of its option awards, we based the expected term on that of comparable companies. The assumptions used to calculate the option and restricted stock awards granted in 2009 are presented in Note 11 to the Consolidated Financial Statements.

*Insurance Accruals* — We retain selected levels of property and casualty risks, primarily related to employee health care, workers compensation claims and other casualty losses. Many of these potential losses are covered under conventional insurance programs with third-party carriers having high deductible limits. In other areas, we are self-insured with stop-loss coverage. Accrued liabilities for incurred but not reported losses related to these retained risks are calculated based upon loss development factors which contemplate a number of variables, including claims history and expected trends. These loss development factors are based on industry factors and, along with the estimated liabilities, are developed by us in consultation with external insurance brokers and actuaries. At December 31, 2009 and 2008, we recorded accrued liabilities related to these retained risks of \$9.1 million and \$8.5 million, respectively, including both current and long-term liabilities. Changes in loss development factors, claims history and cost trends could result in substantially different results in the future.

*Employee Benefit Plan Costs* — We provide a range of benefits to our employees, including pension and postretirement benefits to our eligible employees and retirees. We record annual amounts relating to these plans based on calculations specified by generally accepted accounting principles, which include various actuarial assumptions, such as discount rates, assumed investment rates of return, compensation increases,



employee turnover rates and health care cost trend rates. We review our actuarial assumptions on an annual basis and make modifications to the assumptions based on current rates and trends, when it is deemed appropriate. As required by generally accepted accounting principles, the effect of the modifications is generally recorded and amortized over future periods. Different assumptions that we make could result in the recognition of different amounts of expense over different periods of time.

Our current asset mix guidelines, under our investment policy as written by our Investment Committee, target equities at 55% to 65% of the portfolio and fixed income at 35% to 45%. At December 31, 2009, our master trust was invested as follows: equity securities of 66%; fixed income securities of 32%; and cash and cash equivalents of 2%.

We determine our expected long-term rate of return based on our expectations of future returns for the pension plan's investments based on target allocations of the pension plan's investments. Additionally, we consider the weighted-average return of a capital markets model and historical returns on comparable equity, debt and other investments. The resulting weighted average expected long-term rate of return on plan assets is 7.60%.

While a number of the key assumptions related to our qualified pension plans are long-term in nature, including assumed investment rates of return, compensation increases, employee turnover rates and mortality rates, generally accepted accounting principles require that our discount rate assumption be more heavily weighted to current market conditions. As such, our discount rate will likely change more frequently. We used a discount rate to determine our estimated future benefit obligations of 5.75%, at December 31, 2009.

See Note 13 to our Consolidated Financial Statements for more information regarding our employee pension and retirement benefit plans.

### **Recent Accounting Pronouncements**

Information regarding recent accounting pronouncements is provided in Note 2 to the Consolidated Financial Statements.

### **Item 7A. *Quantitative and Qualitative Disclosures About Market Risk***

#### **Interest Rate Fluctuations**

The Company entered into a \$200 million long term interest rate swap agreement with an effective date of November 19, 2008 to lock into a fixed LIBOR interest rate base. Under the terms of the agreement, \$200 million in floating rate debt was swapped for a fixed 2.9% interest base rate for a period of 24 months, amortizing to \$50 million for an additional nine months at the same 2.9% interest rate. Under the terms of the Company's revolving credit agreement, and in conjunction with our credit spread, this will result in an all in borrowing cost on the swapped principal being no more than 3.8% during the life of the swap agreement.

In July 2006, we entered into a forward interest rate swap transaction for a notational amount of \$100 million as a hedge of the forecasted private placement of \$100 million in senior notes. The interest rate swap transaction was terminated on August 31, 2006, which resulted in a pre-tax loss of \$1.8 million. The unamortized loss is reflected, net of tax, in Accumulated other comprehensive loss in the Consolidated Balance Sheets. The total loss will be reclassified ratably to the Consolidated Statements of Income as an increase to interest expense over the term of the senior notes, providing an effective interest rate of 6.29% over the terms of the senior notes.

We do not utilize financial instruments for trading purposes or hold any derivative financial instruments, other than our interest rate swap agreement, as of December 31, 2009, which could expose us to significant market risk. Our exposure to market risk for changes in interest rates relates primarily to the increase in the amount of interest expense we expect to pay with respect to our revolving credit facility, which is tied to variable market rates which includes LIBOR and prime interest rates. Based on our outstanding debt balance of \$298.2 million under our revolving credit facility, and adjusting for the \$200 million fixed rate swap

agreement, as of December 31, 2009, each 1% rise in our interest rate would increase our interest expense by approximately \$1.0 million annually.

### **Input Costs**

The costs of raw materials, as well as packaging materials and fuel, have varied widely in recent years and future changes in such costs may cause our results of operations and our operating margins to fluctuate significantly. We experienced increases in certain costs such as metal caps, cans and lids and meat products in 2009 compared to 2008, however, these increases were more than offset by decreases in the cost of oils, casein and plastic containers. In addition, fuel costs, which represent the most important factor affecting utility costs at our production facilities and our transportation costs, rose to unusually high levels in the middle of 2008, but have decreased proportionately to the general reduction in overall economic activity in 2009.

The most important raw material used in our pickle operations is cucumbers. We purchase cucumbers under seasonal grower contracts with a variety of growers strategically located to supply our production facilities. Bad weather or disease in a particular growing area can damage or destroy the crop in that area, which would impair crop yields. If we are not able to buy cucumbers from local suppliers, we would likely either purchase cucumbers from foreign sources, such as Mexico or India, or ship cucumbers from other growing areas in the United States, thereby increasing our production costs.

Changes in the prices of our products may lag behind changes in the costs of our materials. Competitive pressures also may limit our ability to quickly raise prices in response to increased raw materials, packaging and fuel costs. Accordingly, if we are unable to increase our prices to offset increasing raw material, packaging and fuel costs, our operating profits and margins could be materially adversely affected. In addition, in instances of declining input costs, customers may be looking for price reductions in situations where we have locked into pricing at higher costs.

**Item 8. *Financial Statements and Supplementary Data***

The Consolidated Financial Statements for 2009 are included in this report on the following pages:

	<u>Page</u>
<a href="#">Report of Independent Registered Public Accounting Firm</a>	39
<a href="#">Consolidated Balance Sheets as of December 31, 2009 and 2008</a>	40
<a href="#">Consolidated Statements of Income for the years ended December 31, 2009, 2008 and 2007</a>	41
<a href="#">Consolidated Statements of Stockholders' Equity for the years ended December 31, 2009, 2008 and 2007</a>	42
<a href="#">Consolidated Statements of Cash Flows for the years ended December 31, 2009, 2008 and 2007</a>	43
<a href="#">Notes to Consolidated Financial Statements</a>	44



## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
TreeHouse Foods, Inc.  
Westchester, IL 60154

We have audited the accompanying consolidated balance sheets of TreeHouse Foods, Inc. and subsidiaries (the “Company”) as of December 31, 2009 and 2008, and the related consolidated statements of income, stockholders’ equity, and cash flows for each of the three years in the period ended December 31, 2009. Our audits also included the financial statement schedule listed in the Index at Item 15. These consolidated financial statements and financial statement schedule are the responsibility of the Company’s management. Our responsibility is to express an opinion on the financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of TreeHouse Foods, Inc. and subsidiaries as of December 31, 2009 and 2008, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2009, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company’s internal control over financial reporting as of December 31, 2009, based on the criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 16, 2010 expressed an unqualified opinion on the Company’s internal control over financial reporting.

/s/ Deloitte & Touche LLP

Chicago, Illinois  
February 16, 2010

**TREEHOUSE FOODS, INC.**  
**CONSOLIDATED BALANCE SHEETS**

	December 31,	
	2009	2008
	(In thousands, except share and per share data)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 4,415	\$ 2,687
Receivables, net of allowance for doubtful accounts of \$424 and \$478	86,557	86,837
Inventories, net	264,933	245,790
Deferred income taxes	3,397	6,769
Assets held for sale	4,081	4,081
Prepaid expenses and other current assets	7,269	10,315
Total current assets	370,652	356,479
Property, plant and equipment, net	276,033	270,664
Goodwill	575,007	560,874
Identifiable intangible and other assets, net	162,736	167,665
Total assets	\$ 1,384,428	\$ 1,355,682
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued expenses	\$ 148,819	\$ 187,795
Current portion of long-term debt	906	475
Total current liabilities	149,725	188,270
Long-term debt	401,640	475,233
Deferred income taxes	45,381	27,485
Other long-term liabilities	31,453	44,563
Total liabilities	628,199	735,551
Commitments and contingencies (Note 18)		
Stockholders' equity:		
Preferred stock, par value \$.01 per share, 10,000,000 shares authorized, none issued	—	—
Common stock, par value \$.01 per share, 90,000,000 and 40,000,000 shares authorized, respectively, 31,998,921 and 31,544,515 shares issued and outstanding, respectively	320	315
Additional paid-in-capital	587,598	569,262
Retained earnings	195,262	113,948
Accumulated other comprehensive loss	(26,951)	(63,394)
Total stockholders' equity	756,229	620,131
Total liabilities and stockholders' equity	\$ 1,384,428	\$ 1,355,682

See Notes to Consolidated Financial Statements.

**TREEHOUSE FOODS, INC.**

**CONSOLIDATED STATEMENTS OF INCOME**

	Year Ended December 31,		
	2009	2008	2007
	(In thousands, except per share data)		
Net sales	\$ 1,511,653	\$ 1,500,650	\$ 1,157,902
Cost of sales	1,185,283	1,208,626	917,611
Gross profit	326,370	292,024	240,291
Operating expenses:			
Selling and distribution	107,938	115,731	94,636
General and administrative	80,466	61,741	53,931
Amortization expense	13,381	13,528	7,195
Other operating (income) expenses, net	(6,224)	13,899	(415)
Total operating expenses	195,561	204,899	155,347
Operating income	130,809	87,125	84,944
Other (income) expense:			
Interest expense	18,430	27,614	22,036
Interest income	(45)	(107)	(112)
(Gain) loss on foreign currency exchange	(7,387)	13,040	(3,469)
Other (income) expense, net	(2,263)	7,123	(36)
Total other expense	8,735	47,670	18,419
Income from continuing operations, before income taxes	122,074	39,455	66,525
Income taxes	40,760	10,895	24,873
Income from continuing operations	81,314	28,560	41,652
Loss from discontinued operations, net of tax benefit of \$0, \$(213) and \$(19), respectively	—	(336)	(30)
Net income	\$ 81,314	\$ 28,224	\$ 41,622
Weighted average common shares:			
Basic	31,982	31,341	31,203
Diluted	32,798	31,469	31,351
Basic earnings per common share:			
Income from continuing operations	\$ 2.54	\$ .91	\$ 1.33
Loss from discontinued operations, net of tax	—	(.01)	—
Net income	\$ 2.54	\$ .90	\$ 1.33
Diluted earnings per common share:			
Income from continuing operations	\$ 2.48	\$ .91	\$ 1.33
Loss from discontinued operations, net of tax	—	(.01)	—
Net income	\$ 2.48	\$ .90	\$ 1.33

See Notes to Consolidated Financial Statements.

**TREEHOUSE FOODS, INC.**

**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**

	Common Stock		Additional Paid-In Capital	Retained Earnings  (In thousands)	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Amount				
<b>Balance, December 31, 2006</b>	31,202	\$ 312	\$ 536,934	\$ 44,108	\$ (5,105)	\$ 576,249
Net income	—	—	—	41,622	—	41,622
Pension & post-retirement liability adjustment, net of tax of \$768	—	—	—	—	1,172	1,172
Foreign currency translation adjustment	—	—	—	—	(3,325)	(3,325)
Amortization of loss on derivatives, net of tax of \$101	—	—	—	—	161	161
Comprehensive income	—	—	—	—	—	39,630
Stock options exercised, including tax benefit of \$2	2	—	44	—	—	44
Stock options forfeited	—	—	(188)	—	—	(188)
Adoption of FIN 48	—	—	—	(6)	—	(6)
Stock-based compensation	—	—	13,580	—	—	13,580
<b>Balance, December 31, 2007</b>	31,204	312	550,370	85,724	(7,097)	629,309
Net income	—	—	—	28,224	—	28,224
Pension & post-retirement liability adjustment, net of tax of \$4,070	—	—	—	—	(6,261)	(6,261)
Foreign currency translation adjustment	—	—	—	—	(50,198)	(50,198)
Amortization of loss on derivatives, net of tax of \$101	—	—	—	—	162	162
Comprehensive loss	—	—	—	—	—	(28,073)
Stock options exercised, including tax benefit of \$1,356	341	3	6,787	—	—	6,790
Stock options forfeited	—	—	(88)	—	—	(88)
Stock-based compensation	—	—	12,193	—	—	12,193
<b>Balance, December 31, 2008</b>	31,545	315	569,262	113,948	(63,394)	620,131
Net income	—	—	—	81,314	—	81,314
Pension & post-retirement liability adjustment, net of tax of \$384	—	—	—	—	604	604
Foreign currency translation adjustment	—	—	—	—	35,678	35,678
Amortization of loss on derivatives, net of tax of \$101	—	—	—	—	161	161
Comprehensive income	—	—	—	—	—	117,757
Stock options exercised, including tax benefit of \$731	454	5	5,092	—	—	5,097
Stock options forfeited	—	—	(59)	—	—	(59)
Stock-based compensation	—	—	13,303	—	—	13,303
<b>Balance, December 31, 2009</b>	31,999	\$ 320	\$ 587,598	\$ 195,262	\$ (26,951)	\$ 756,229

See Notes to Consolidated Financial Statements.

**TREEHOUSE FOODS, INC.**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Year Ended December 31,		
	2009	2008	2007
	(In thousands)		
<b>Cash flows from operating activities:</b>			
Net income	\$ 81,314	\$ 28,224	\$ 41,622
Loss from discontinued operations	—	336	30
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	33,962	32,326	27,791
Amortization	13,381	13,528	7,195
Stock-based compensation	13,303	12,193	13,580
(Gain) loss on foreign currency exchange, intercompany note	(4,932)	9,034	—
Mark to market (gain) loss on interest swap	(2,104)	6,981	—
Gain on disposition of assets	(11,885)	(469)	(498)
Write-down of impaired assets	7,600	5,991	—
Deferred income taxes	18,596	5,314	5,940
Excess tax benefits from stock-based compensation	(169)	(377)	—
Other	161	137	161
Changes in operating assets and liabilities, net of acquisitions:			
Receivables	3,739	(14,395)	10,164
Inventories	(14,062)	43,396	(27,115)
Prepaid expenses and other assets	(647)	(2,063)	4,390
Accounts payable, accrued expenses and other liabilities	(33,413)	35,490	13,172
Net cash provided by continuing operations	104,844	175,646	96,432
Net cash used in discontinued operations	—	(10)	(30)
Net cash provided by operating activities	104,844	175,636	96,402
<b>Cash flows from investing activities:</b>			
Additions to property, plant and equipment	(36,987)	(55,471)	(19,814)
Insurance proceeds	2,863	12,047	—
Cash outflows for acquisitions and investments, less cash acquired	—	(251)	(449,937)
Proceeds from sale of fixed assets	6	1,679	1,465
Net cash used in continuing operations	(34,118)	(41,996)	(468,286)
Net cash provided by discontinued operations	—	157	467
Net cash used in investing activities	(34,118)	(41,839)	(467,819)
<b>Cash flows from financing activities:</b>			
Proceeds from issuance of debt	—	—	440,035
Net repayment of debt	(74,484)	(145,537)	(59,150)
Payments of deferred financing costs	—	—	(230)
Excess tax benefits from stock-based payment arrangements	169	377	—
Cash used to net share settle equity awards	(336)	—	—
Proceeds from stock option exercises	4,926	5,434	44
Net cash (used in) provided by financing activities	(69,725)	(139,726)	380,699
Effect of exchange rate changes on cash and cash equivalents	727	(614)	(58)
Increase (decrease) in cash and cash equivalents	1,728	(6,543)	9,224
Cash and cash equivalents, beginning of year	2,687	9,230	6
Cash and cash equivalents, end of year	\$ 4,415	\$ 2,687	\$ 9,230

See Notes to Consolidated Financial Statements.

**TREEHOUSE FOODS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(Years ended December 31, 2009, 2008 and 2007)

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Basis of Consolidation* — The Consolidated Financial Statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany balances and transactions are eliminated in consolidation.

*Use of Estimates* — The preparation of our Consolidated Financial Statements in conformity with generally accepted accounting principles (“GAAP”) requires management to use judgment to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the Consolidated Financial Statements and the reported amounts of net sales and expenses during the reporting period. Actual results could differ from these estimates.

*Subsequent Events* — The Company has evaluated all subsequent events through February 16, 2010, which is the date that the accompanying financial statements are being issued.

*Cash Equivalents* — We consider temporary cash investments with an original maturity of three months or less to be cash equivalents.

*Inventories* — Inventories are stated at the lower of cost or market. Pickle inventories are valued using the last-in, first-out (“LIFO”) method, while all of our other inventories are valued using the first-in, first-out (“FIFO”) method. The costs of finished goods inventories include raw materials, labor and overhead costs.

*Property, Plant and Equipment* — Property, plant and equipment are stated at acquisition cost, plus capitalized interest on borrowings during the actual construction period of major capital projects. Also included in property, plant and equipment are certain direct costs related to the implementation of computer software for internal use. Depreciation and amortization are calculated using the straight-line method over the estimated useful lives of the assets as follows:

<u>Asset</u>	<u>Useful Life</u>
<b>Buildings and improvements:</b>	
Improvements and previously existing structures	10 to 20 years
New structures	40 years
<b>Machinery and equipment:</b>	
Manufacturing plant equipment	5 to 20 years
Transportation equipment	3 to 8 years
Office equipment	3 to 10 years

We perform impairment tests when circumstances indicate that the carrying value may not be recoverable. Capitalized leases are amortized over the shorter of their lease term or their estimated useful lives and amortization expense is included in depreciation expense. Expenditures for repairs and maintenance, which do not improve or extend the life of the assets, are expensed as incurred.

*Intangible and Other Assets* — Identifiable intangible assets with finite lives are amortized over their estimated useful lives as follows:

<u>Asset</u>	<u>Useful Life</u>
Customer relationships	Straight-line method over 5 to 15 years
Trademarks/trade names	Straight-line method over 10 to 20 years
Non-competition agreements	Straight-line method over the terms of the agreements
Deferred financing costs	Straight-line method over the terms of the related debt
Formulas/recipes	Straight-line method over 5 to 7 years

**TREEHOUSE FOODS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Indefinite lived trademarks and goodwill are evaluated for impairment annually in the fourth quarter or more frequently, if events or changes in circumstances indicate that the asset might be impaired. Indefinite lived trademarks and goodwill impairment is indicated when their book value exceeds fair value. If the fair value of an evaluated asset is less than its book value, the asset is written down to fair value, which is generally based on its discounted future cash flows.

*Stock-Based Compensation* — We measure compensation expense for our equity awards at their grant date fair value. The resulting expense is recognized over the relevant service period.

*Sales Recognition and Accounts Receivable* — Sales are recognized when persuasive evidence of an arrangement exists, the price is fixed or determinable, title and risk of loss transfer to customers and there is a reasonable assurance of collection of the sales proceeds. Product is shipped FOB shipping point and FOB destination, depending on our agreement with the customer. Sales are reduced by certain sales incentives, some of which are recorded by estimating expense based on our historical experience. We provide credit terms to customers ranging up to 30 days, perform ongoing credit evaluation of our customers and maintain allowances for potential credit losses based on historical experience. Estimated product returns, which have not been material, are deducted from sales at the time of shipment.

*Income Taxes* — The provision for income taxes includes federal, foreign, state and local income taxes currently payable and those deferred because of temporary differences between the financial statement and tax bases of assets and liabilities. Deferred tax assets or liabilities are computed based on the difference between the financial statement and income tax bases of assets and liabilities using enacted marginal tax rates. Valuation allowances are recorded to reduce deferred tax assets when it is more likely than not that a tax benefit will not be realized. Deferred income tax expenses or credits are based on the changes in the asset or liability from period to period.

The Company has net operating loss and tax credit carry forwards available in certain jurisdictions to reduce future taxable income. Future tax benefits for net operating loss and tax credit carry forwards are recognized to the extent that realization of these benefits is considered more likely than not. This determination is based on the expectation that related operations will be sufficiently profitable or various tax, business and other planning strategies will enable us to utilize the operating loss and tax credit carry forwards. We cannot be assured that we will be able to realize these future tax benefits or that future valuation allowances will not be required. To the extent that available evidence raises doubt about the realization of a deferred income tax asset, a valuation allowance is established.

*Foreign Currency Translation and Transactions* — The functional currency of the Company's foreign operations is the applicable local currency. The functional currency is translated into U.S. dollars for balance sheet accounts using currency exchange rates in effect as of the balance sheet date and for revenue and expense accounts using a weighted-average exchange rate during the fiscal year. The translation adjustments are deferred as a separate component of stockholders' equity, captioned accumulated other comprehensive loss. Gains or losses resulting from transactions denominated in foreign currencies are included in Other (income) expense, in the Consolidated Statements of Income.

*Shipping and Handling Fees* — Our shipping and handling costs are included in both cost of sales and selling and distribution expense, depending on the nature of such costs. Shipping and handling costs included in cost of sales reflect inventory warehouse costs, product loading and handling costs, and costs associated with transporting finished products from our manufacturing facilities to distribution warehouses. Shipping and handling costs included in selling and distribution expense consist primarily of the cost of shipping products to customers through third party carriers. Shipping and handling costs recorded as a component of selling and distribution expense were approximately \$46.5 million, \$60.2 million and \$48.1 million, for years ended 2009, 2008 and 2007, respectively.



**TREEHOUSE FOODS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

*Derivative Financial Instruments* — From time to time, we utilize derivative financial instruments including interest rate swaps, foreign currency contracts and forward purchase contracts to manage our exposure to interest rate, foreign currency and commodity price risks. We do not hold or issue financial instruments for speculative or trading purposes. The Company accounts for its derivative instruments as either assets or liabilities and carries them at fair value. Derivatives that are not designated as hedges according to GAAP must be adjusted to fair value through earnings. For derivative instruments that are designated as cash flow hedges, the effective portion of the gain or loss is reported as accumulated other comprehensive income and reclassified into earnings in the same period when the hedged transaction affects earnings. The ineffective gain or loss is recognized in current earnings. For further information about our derivative instruments see Note 19.

*Capital Lease Obligations* — Capital lease obligations represent machinery and equipment financing obligations, which are payable in monthly installments of principal and interest and are collateralized by the related assets financed.

*Insurance Accruals* — We retain selected levels of property and casualty risks, primarily related to employee health care, workers' compensation claims and other casualty losses. Many of these potential losses are covered under conventional insurance programs with third party carriers having high deductible limits. In other areas, we are self-insured with stop-loss coverage. Accrued liabilities for incurred but not reported losses related to these retained risks are calculated based upon loss development factors which contemplate a number of factors, including claims history and expected trends. These accruals are developed by us in consultation with external insurance brokers and actuaries.

*Facility Closing and Reorganization Costs* — We periodically record facility closing and reorganization charges, when we have identified a facility for closure or other reorganization opportunity, developed a plan and notified the affected employees.

*Research and Development Costs* — We record research and development charges to expense as they are incurred. The expenditures totaled \$8.3 million, \$6.9 million and \$4.8 million, for years ended 2009, 2008 and 2007, respectively.

*Advertising Costs* — Advertising costs are expensed as incurred and reported in the selling and distribution line of our Consolidated Statements of Income.

**2. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS**

In September 2006, the Financial Accounting Standards Board ("FASB") issued an accounting pronouncement which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The provisions of the pronouncement are effective for fiscal years beginning after November 15, 2007. In February 2008, the FASB issued another accounting pronouncement, which delayed the initial effective date for all nonrecurring fair value measurements of nonfinancial assets and nonfinancial liabilities until fiscal years beginning after November 15, 2008. The adoption of the provisions of these pronouncements did not significantly impact our consolidated financial statements.

In December 2007, the FASB issued an accounting pronouncement on business combinations. The provisions of this pronouncement establish principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any non-controlling interest acquired and the goodwill acquired. The pronouncement also establishes disclosure requirements that will enable users to evaluate the nature and financial effects of the business combination, and applies to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. The Company will apply the provisions of this pronouncement for all future acquisitions.

**TREEHOUSE FOODS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

In December 2007, the FASB issued an accounting pronouncement on non-controlling interests in consolidated financial statements. The provisions of this pronouncement outline the accounting and reporting for ownership interests in a subsidiary held by parties other than the parent and is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. This pronouncement is to be applied prospectively as of the beginning of the fiscal year in which it is initially adopted, except for the presentation and disclosure requirements, which are to be applied retrospectively for all periods presented. The adoption of this pronouncement did not have an impact on our consolidated financial statements.

In March 2008, the FASB issued an accounting pronouncement regarding disclosures about derivative instruments and hedging activities, which requires increased qualitative, and credit-risk disclosures. This pronouncement is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. Further, entities are encouraged, but not required to provide comparative disclosures for earlier periods. We adopted the provisions of this pronouncement beginning January 1, 2009 and have provided the required disclosures beginning with our first quarterly report on Form 10-Q in 2009.

On December 30, 2008, the FASB issued an accounting pronouncement regarding employers' disclosures about postretirement benefits. This pronouncement is effective for fiscal years ending after December 15, 2009. This pronouncement does not change current accounting methods, but requires disclosure about investment policies and strategies, the fair value of each major category of plan assets, the methods and inputs used to develop fair value measurements of plan assets, and concentrations of credit risk. The Company has provided the required disclosure in its 2009 Form 10-K.

In April 2009, the FASB issued an accounting pronouncement regarding interim disclosures about the fair value of financial instruments. This pronouncement requires disclosures about the fair value of financial instruments in financial statements for interim reporting periods and in annual financial statements of publicly-traded companies. This pronouncement also requires entities to disclose the method(s) and significant assumptions used to estimate the fair value of financial instruments in financial statements on an interim and annual basis and to highlight any changes from prior periods. The effective date for this pronouncement is interim and annual periods ending after June 15, 2009. We have complied with the disclosure provisions of this pronouncement.

In May 2009, the FASB issued an accounting pronouncement regarding subsequent events, which establishes general standards of accounting for, and requires disclosure of, events that occur after the balance sheet date but before financial statements are issued or are available to be issued. This pronouncement is effective for fiscal years and interim periods ended after June 15, 2009. We adopted the provisions of this pronouncement for the quarter ended June 30, 2009. The adoption of these provisions did not have a material effect on our consolidated financial statements.

In June 2009, the FASB issued an accounting pronouncement regarding consolidation guidance for variable interest entities (VIE) that is effective beginning January 1, 2010. The Company does not expect this pronouncement to significantly impact our consolidated financial statements.

In June 2009, the FASB issued an accounting pronouncement regarding the FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles. This pronouncement establishes the FASB Accounting Standards Codification (the "Codification") as the single source of authoritative, nongovernmental U.S. GAAP. The Codification is effective for financial statements for interim or annual reporting periods ending after September 15, 2009. All U.S. GAAP accounting literature is now known as the "Accounting Standard Codification" ("ASC") and updates to the Codification are now issued as "Accounting Standards Updates" ("ASU"). As the Codification was not intended to change or alter existing U.S. GAAP, it did not have any impact on our consolidated financial statements.

In August 2009, the FASB issued ASU 2009-5 which provides additional guidance on measuring the fair value of liabilities under ASC 820 — Fair Value Measurements and Disclosures. ASU 2009-5 clarifies that the

**TREEHOUSE FOODS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

quoted price for the identical liability, when traded as an asset in an active market, is also a Level 1 measurement for that liability when no adjustment to the quoted price is required. This pronouncement also requires that the fair value of a liability is measured using one or more of the following techniques when a quoted price in an active market for the identical liability is not available, (1) a valuation technique that uses the quoted price for the identical liability when traded as an asset, (2) quoted prices for similar liabilities or similar liabilities when traded as assets, or (3) another valuation technique consistent with the guidance in ASC 820, for example, an income approach such as a present value technique. The adoption of ASU 2009-5 did not significantly impact the consolidated financial statements.

**3. FACILITY CLOSINGS**

On February 13, 2008, the Company announced plans to close its pickle plant in Portland, Oregon. The Portland plant was the Company’s highest cost and least utilized pickle facility. Operations in the plant ceased during the second quarter of 2008. For the twelve months ended December 31, 2009, and 2008, the Company recorded costs of \$0.9 million and \$12.8 million, respectively, that are included in Other operating (income) expense in our Consolidated Statements of Income. There are no accrued expenses related to this closure as of December 31, 2009, and insignificant accrued expenses as of December 31, 2008. In connection with the Portland closure, the Company has \$4.1 million of assets held for sale, which are primarily land and buildings. The Company will continue to incur executory costs for this facility until it is sold. Those costs total approximately \$0.8 million per year.

On November 3, 2008, the Company announced plans to close its salad dressings manufacturing plant in Cambridge, Ontario. Manufacturing operations in Cambridge ceased at the end of June 2009. Production has been transitioned to the Company’s other manufacturing facilities in Canada and the United States. The change results in the Company’s production capabilities being more aligned with the needs of our customers. The majority of the closure costs were included as costs of the acquisition of E.D. Smith and are not expected to significantly impact earnings. Total costs are expected to be approximately \$2.5 million, including severance costs of \$1.4 million, and other costs of \$1.1 million. As of December 31, 2009, the Company had remaining accruals of approximately \$0.5 million for severance. The Company expects payments to be completed by the end of 2010, with all payments expected to be funded with cash from operations. Severance payments during the twelve months ended December 31, 2009 were approximately \$0.9 million.

**4. INVENTORIES**

	<b>December 31,</b>	
	<b>2009</b>	<b>2008</b>
	<b>(In thousands)</b>	
Raw materials and supplies	\$ 86,223	\$ 82,869
Finished goods	197,539	181,311
LIFO reserve	(18,829)	(18,390)
Total	<u>\$ 264,933</u>	<u>\$ 245,790</u>

Approximately \$98.7 million and \$83.0 million of our inventory was accounted for under the LIFO method of accounting at December 31, 2009 and 2008, respectively. The LIFO reserve reflects the excess of the current cost of LIFO inventories at December 31, 2009 and 2008, over the amount at which these inventories were valued on the consolidated balance sheets. During 2008, we incurred a LIFO inventory liquidation that reduced our cost of sales and increased pre-tax income by \$3.1 million.

**TREEHOUSE FOODS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**5. PROPERTY, PLANT AND EQUIPMENT**

	December 31,	
	2009	2008
	(In thousands)	
Land	\$ 11,335	\$ 7,341
Buildings and improvements	99,856	85,361
Machinery and equipment	310,265	267,856
Construction in progress	6,778	30,041
Total	428,234	390,599
Less accumulated depreciation	(152,201)	(119,935)
Property, plant and equipment, net	\$ 276,033	\$ 270,664

**6. GOODWILL AND INTANGIBLE ASSETS**

The changes in the carrying amount of goodwill for the years ended December 31, 2009 and 2008, are as follows:

	North American Retail Grocery	Food Away From Home	Industrial and Export	Total
	(In thousands)			
Balance at December 31, 2007	\$ 370,688	\$ 86,521	\$ 133,582	\$ 590,791
Purchase price adjustment	(145)	(13)	—	(158)
Foreign currency exchange adjustment	(26,892)	(2,867)	—	(29,759)
Balance at December 31, 2008	343,651	83,641	133,582	560,874
Reversal of certain reserves related to the consolidation of operations expected at the time of the acquisition of E.D. Smith	(4,914)	—	—	(4,914)
Foreign currency exchange adjustment	17,188	1,859	—	19,047
Balance at December 31, 2009	\$ 355,925	\$ 85,500	\$ 133,582	\$ 575,007

The Company has not incurred any goodwill impairments since its inception.

Approximately \$212.9 million of goodwill is deductible for tax purposes.

**TREEHOUSE FOODS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The gross carrying amount and accumulated amortization of our intangible assets other than goodwill as of December 31, 2009 and 2008 are as follows:

	December 31,					
	2009			2008		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
(In thousands)						
Intangible assets with indefinite lives:						
Trademarks	\$ 31,422	\$ —	\$ 31,422	\$ 27,824	\$ —	\$ 27,824
Intangible assets with finite lives:						
Customer-related	147,346	(35,400)	111,946	137,693	(23,430)	114,263
Non-compete agreements	2,620	(2,162)	458	2,620	(1,422)	1,198
Trademarks	10,010	(2,311)	7,699	17,610	(1,385)	16,225
Formulas/recipes	1,762	(761)	1,001	1,583	(378)	1,205
Total other intangibles	<u>\$ 193,160</u>	<u>\$ (40,634)</u>	<u>\$ 152,526</u>	<u>\$ 187,330</u>	<u>\$ (26,615)</u>	<u>\$ 160,715</u>

As of December 31, 2009, the weighted average remaining useful life for the amortizable intangible assets are (1) customer related at 11.1 years, (2) non-compete agreements at 0.8 years, (3) trademarks at 14.8 years and (4) formulas/recipes at 3.0 years. The weighted average remaining useful life in total for all amortizable intangible assets is 11.2 years as of December 31, 2009.

Amortization expense on intangible assets was \$13.4 million, \$13.5 million and \$7.2 million, for the years ended December 31, 2009, 2008 and 2007, respectively. Estimated intangible asset amortization expense for the next five years is as follows:

	(In thousands)
2010	\$ 13,038
2011	\$ 11,146
2012	\$ 10,817
2013	\$ 10,463
2014	\$ 10,443

Indefinite lived trademarks and goodwill are evaluated for impairment annually in the fourth quarter or more frequently, if events or changes in circumstances indicate that the asset might be impaired. Indefinite lived trademarks are impaired and goodwill impairment is indicated when their book value exceeds fair value. If the fair value of an evaluated asset is less than its book value, the asset is written down to fair value, which is generally based on its discounted future cash flows.

Amortizable intangible assets are evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If an evaluation of the undiscounted cash flows indicates impairment, the asset is written down to its estimated fair value, which is generally based on discounted future cash flows.

Our 2009 impairment review, using a discounted cash flow analysis, resulted in the impairment of the *Nature's Goodness*<sup>®</sup> amortizable infant feeding trademark as we focus on our private label opportunities in retail baby food. The remaining balance of approximately \$7.6 million was written off as of December 31, 2009 and is included in Other operating (income) expense in our Consolidated Statements of Income. *Nature's Goodness*<sup>®</sup> is a part of the North American Retail Grocery segment. The circumstances resulting in the full

**TREEHOUSE FOODS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

impairment of the remaining value occurred during the fourth quarter of 2009. No other impairment was identified during our 2009 analysis.

During our 2008 impairment review, we determined that the *Steinfeld's*<sup>®</sup> pickle trademark, *Nature's Goodness*<sup>®</sup> infant feeding trademark and *San Antonio Farms*<sup>®</sup> salsa trademarks can no longer be classified as indefinite lived, and we began amortizing their remaining balance over their expected remaining useful life of 10, 20 and 10 years, respectively, in 2009. Our review resulted in an impairment expense of approximately \$0.6 million related to our *San Antonio Farms*<sup>®</sup> trademark and is recorded within the Other operating (income) expense line of our Consolidated Statements of Income, and pertains to the North American Retail Grocery segment.

During our 2007 impairment review, we determined that the *Farman's*<sup>®</sup> pickle trademark can no longer be classified as indefinite lived, and we are amortizing the remaining balance over the expected remaining useful life of 20 years. Our review did not result in impairment. Amortization of this trademark began in 2008.

Considerable management judgment is necessary to evaluate the impact of operating changes and to estimate future cash flows. Assumptions used in our impairment evaluations, such as forecasted growth rates and our cost of capital, are consistent with our internal projections and operating plans.

**7. ACCOUNTS PAYABLE AND ACCRUED EXPENSES**

	<b>December 31,</b>	
	<b>2009</b>	<b>2008</b>
	<b>(In thousands)</b>	
Accounts payable	\$ 79,438	\$ 135,502
Payroll and benefits	29,921	15,208
Insurance(1)	—	9,555
Interest and taxes	12,015	4,670
Health insurance, workers' compensation and other insurance costs	4,837	4,143
Marketing expenses	10,558	4,694
Other accrued liabilities	12,050	14,023
Total	<u>\$ 148,819</u>	<u>\$ 187,795</u>

(1) See Note 15 Insurance Claim — New Hampton.

**8. INCOME TAXES**

Components of Income from continuing operations, before income taxes are as follows:

	<b>Year Ended December 31,</b>		
	<b>2009</b>	<b>2008</b>	<b>2007</b>
	<b>(In thousands)</b>		
Domestic source	\$ 125,413	\$ 35,966	\$ 71,106
Foreign source	(3,339)	3,489	(4,581)
Income from continuing operations, before income tax	<u>\$ 122,074</u>	<u>\$ 39,455</u>	<u>\$ 66,525</u>

**TREEHOUSE FOODS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The following table presents the components of the 2009, 2008 and 2007 provision for income taxes:

	Year Ended December 31,		
	2009	2008(1)	2007(1)
	(In thousands)		
Current:			
Federal	\$ 20,654	\$ 3,858	\$ 15,072
State	4,101	1,546	3,300
Foreign	(2,591)	177	561
Total current	22,164	5,581	18,933
Deferred:			
Federal	13,577	3,665	7,462
State	1,956	350	1,377
Foreign	3,063	1,299	(2,899)
Total deferred	18,596	5,314	5,940
Total income tax expense	\$ 40,760	\$ 10,895	\$ 24,873

(1) Excludes, \$(0.2) million and \$(0.02) million income tax benefit related to discontinued operations in 2008 and 2007, respectively.

The following is a reconciliation of income tax expense computed at the U.S. federal statutory tax rate to the income tax expense reported in the Consolidated Statements of Income:

	Year Ended December 31,		
	2009	2008	2007
	(In thousands)		
Tax at statutory rate	\$ 42,726	\$ 13,809	\$ 23,285
State income taxes	3,937	1,233	3,041
Tax benefit of cross-border intercompany financing structure	(4,831)	(4,762)	—
Reduction of enacted tax rates on deferred tax liabilities (Canada)	(2,155)	—	(1,359)
Other, net	1,083	615	(94)
Total provision for income taxes	\$ 40,760	\$ 10,895	\$ 24,873



**TREEHOUSE FOODS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The tax effects of temporary differences giving rise to deferred income tax assets and liabilities were:

	<b>December 31,</b>	
	<b>2009</b>	<b>2008</b>
	<b>(In thousands)</b>	
<b>Deferred tax assets:</b>		
Pension and postretirement benefits	\$ 5,116	\$ 5,688
Accrued liabilities	11,235	11,141
Loss and credit carry forwards	1,332	6,315
Stock compensation	22,191	20,783
Unrealized foreign exchange loss	395	3,202
Unrealized loss on interest swap	<u>1,894</u>	<u>2,676</u>
Total deferred tax assets	42,163	49,805
<b>Deferred tax liabilities:</b>		
Depreciation and amortization	(82,214)	(68,354)
Asset valuation reserves	<u>(1,933)</u>	<u>(2,167)</u>
Total deferred tax liabilities	<u>(84,147)</u>	<u>(70,521)</u>
Net deferred income tax asset liability	<u>\$ (41,984)</u>	<u>\$ (20,716)</u>

Classification of net deferred tax assets (liabilities) in the Consolidated Balance Sheets is as follows:

	<b>December 31,</b>	
	<b>2009</b>	<b>2008</b>
	<b>(In thousands)</b>	
Current assets	\$ 3,397	\$ 6,769
Non-current liabilities	<u>(45,381)</u>	<u>(27,485)</u>
Total net deferred tax liabilities	<u>\$ (41,984)</u>	<u>\$ (20,716)</u>

No valuation allowance has been provided on deferred tax assets as management believes it is more likely than not that the deferred income tax assets will be fully recoverable.

We had the following tax loss and tax credit carry forwards as of December 31, 2009:

	<b>Amount</b>	<b>Years of Expiration:</b>	
		<b>Beginning</b>	<b>Ending</b>
	<b>(In thousands)</b>		
U.S. federal loss carry forwards	\$ 1,855	2025	2026
U.S. state loss carry forwards	2,813	2014	2026
Foreign credit carry forwards	<u>490</u>	2011	2025
Total carry forwards	<u>\$ 5,158</u>		

All of these tax loss and tax credit carry forwards are associated with the 2007 acquisition of E.D. Smith. The U.S. federal and state losses are subject to limitation under Section 382 of the Internal Revenue Code. Management has considered all available evidence regarding the likelihood of the ultimate realization of the deferred income tax assets recorded at December 31, 2009 and December 31, 2008, respectively, by jurisdiction. Based upon all available evidence, the Company has concluded that, it is more likely than not, it will realize the deferred income tax assets by jurisdiction at December 31, 2009 and December 31, 2008, respectively. Therefore, the

**TREEHOUSE FOODS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Company has not recorded a valuation allowance against the deferred income tax assets at December 31, 2009 and December 31, 2008, respectively.

The Company or one of its subsidiaries files income tax returns in the U.S. federal jurisdiction, Canada and various state jurisdictions. The Company settled the Internal Revenue Service (“IRS”) examination of its 2007 federal income tax return in the first quarter of 2010. The exam resulted in a small refund to the Company. The Company has various state tax examinations in process, which are expected to be completed in 2010. The outcome of the various state tax examinations is unknown at this time.

E.D. Smith and its affiliates are subject to Canadian, U.S. and state tax examinations from 2005 forward. The IRS completed an examination of E.D. Smith’s U.S. affiliates tax return for 2005 during the first quarter of 2009. An insignificant tax adjustment was paid to settle the examination. The Canada Revenue Agency (CRA) initiated an income tax audit for the E.D. Smith 2006 and 2007 tax years. The Company expects this audit to conclude during the first quarter of 2010. The outcome of this audit is unknown at this time.

During the year, the Company recorded adjustments to its unrecognized tax benefits. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	<u>Year Ended December 31,</u>	
	<u>2009</u>	<u>2008</u>
	(In thousands)	
Unrecognized tax benefits beginning balance	\$ 1,995	\$ 1,769
Additions based on tax positions related to the current year	1,535	212
Additions based on tax positions of prior years	227	654
Reductions for tax positions of prior years	(529)	(118)
Foreign currency translation	146	(215)
Payments	(187)	(307)
Unrecognized tax benefits ending balance	<u>\$ 3,187</u>	<u>\$ 1,995</u>

At December 31, 2009, the Company does not anticipate any significant adjustments to its unrecognized tax benefits caused by the settlement of the ongoing tax examinations detailed above or other factors within the next twelve months. Unrecognized tax benefits are included in Other long-term liabilities in our Consolidated Balance Sheets.

Included in the balance at December 31, 2009 are amounts that are offset by deferred taxes (i.e., temporary differences) or amounts that would be offset by refunds in other taxing jurisdictions (i.e., corollary adjustments). Thus, only \$1.9 million and \$815 thousand of the amount accrued at December 31, 2009 and December 31, 2008, respectively, would impact the effective tax rate, if reversed.

The Company recognizes interest expense and penalties related to unrecognized tax benefits in income tax expense. During the years ended December 31, 2009, 2008 and 2007, the Company recognized \$0.1 million, \$0.2 million and \$0.1 million in interest and penalties in income tax expense, respectively. The Company has accrued approximately \$0.6 million and \$0.5 million for the payment of interest and penalties at December 31, 2009 and 2008, respectively.

The Company considers its investment in E.D. Smith to be permanent and therefore, the Company has not provided U.S. income taxes on the earnings of E.D. Smith or the translation of its financial statements into U.S. dollars. A provision has not been established because it is our present intention to reinvest the E.D. Smith undistributed earnings indefinitely in Canada. The undistributed earnings as of December 31, 2009 were \$12.3 million. The determination of the amount of unrecognized U.S. federal income tax liabilities for the E.D. Smith unremitted earnings at December 31, 2009 is not practical at this time.

**TREEHOUSE FOODS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

During the first quarter of 2008, the Company entered into an intercompany financing structure that results in the recognition of foreign earnings subject to a low effective tax rate. As the foreign earnings are permanently reinvested, U.S. income taxes have not been provided. For the years ended December 31, 2009 and 2008, the Company recognized a tax benefit of approximately \$6.0 million and \$5.3 million, respectively, related to this item.

**9. LONG-TERM DEBT**

	<b>December 31,</b>	
	<b>2009 Amount Outstanding</b>	<b>2008 Amount Outstanding</b>
<b>(In thousands)</b>		
Revolving credit facility	\$ 298,200	\$ 372,000
Senior notes	100,000	100,000
Tax increment financing and other debt	4,346	3,708
Total outstanding debt	402,546	475,708
Less current portion	(906)	(475)
Total long-term debt	<u>\$ 401,640</u>	<u>\$ 475,233</u>

The scheduled maturities of outstanding debt, at December 31, 2009, are as follows (in thousands):

2010	\$ 906
2011	298,545
2012	556
2013	100,591
2014	345
Thereafter	1,603
Total outstanding debt	<u>\$ 402,546</u>

*Revolving Credit Facility* — On August 30, 2007, the Company entered into Amendment No. 2 of our unsecured revolving Credit Agreement, as amended (the “Credit Agreement”), dated June 27, 2005, with a group of participating financial institutions. Among other things, Amendment No. 2 reduced the available liquidity requirement with respect to permitted acquisitions and reduced the required consolidated interest coverage ratio at the end of each fiscal quarter. The Company also exercised its option under the Credit Agreement to increase the aggregate commitments under the revolving credit facility from \$500 million to \$600 million. The Credit Agreement also provides for a \$75 million letter of credit sublimit, against which \$8.8 million and \$8.6 million in letters of credit have been issued but undrawn as of December 31, 2009 and 2008, respectively. Proceeds from the credit facility may be used for working capital and general corporate purposes, including acquisition financing. The credit facility contains various financial and other restrictive covenants and requires that we maintain certain financial ratios, including a leverage and interest coverage ratio. We are in compliance with all applicable covenants as of December 31, 2009. The Credit Agreement expires August 31, 2011. As of December 31, 2009, available funds under this facility totaled \$293.0 million.

Interest is payable quarterly or at the end of the applicable interest period in arrears on any outstanding borrowings at a customary Eurodollar rate plus the applicable margin, or at a customary base rate. The underlying rate is defined as the rate equal to the British Bankers Association LIBOR Rate for Eurodollar Rate Loans, or the higher of the prime lending rate of the administrative agent or federal funds rate plus 0.5% for Base Rate Committed Loans. The applicable margin for Eurodollar loans is based on our consolidated

**TREEHOUSE FOODS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

leverage ratio and ranges from 0.295% to 0.90%. In addition, a facility fee based on our consolidated leverage ratio and ranging from 0.08% to 0.225% is due quarterly on the aggregate commitment under the credit facility. Our average interest rate on debt outstanding under our Credit Agreement at December 31, 2009 was 0.91%. Including the swap agreement (see below) with a fixed rate of 2.9%, the average rate increases to 2.75% at December 31, 2009.

The credit facility contains limitations on liens, investments, the incurrence of subsidiary indebtedness, mergers, dispositions of assets, acquisitions, material lines of business and transactions with affiliates. The credit facility restricts certain payments, including dividends, and prohibits certain agreements restricting the ability of our subsidiaries to make certain payments or to guarantee our obligations under the credit facility. The credit facility contains standard default triggers, including without limitation:

- failure to pay principal, interest or other amounts due and payable under the credit facility and related loan documents,
- failure to maintain compliance with the financial and other covenants contained in the credit agreement,
- incorrect or misleading representations or warranties,
- default on certain of our other debt,
- the existence of bankruptcy or insolvency proceedings,
- insolvency,
- existence of certain material judgments,
- failure to maintain compliance with ERISA,
- the invalidity of certain provisions in any loan document, and
- a change of control.

*Senior Notes* — On September 22, 2006, we completed a private placement of \$100 million in aggregate principal of 6.03% senior notes due September 30, 2013, pursuant to a Note Purchase Agreement among the Company and a group of purchasers. All of the Company's obligations under the senior notes are fully and unconditionally guaranteed by Bay Valley Foods, LLC, a wholly-owned subsidiary of the Company. The senior notes have not been registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States, absent registration or an applicable exemption. Net proceeds were used to repay outstanding indebtedness under the revolving Credit Agreement. Interest is paid semi-annually in arrears on March 31 and September 30 of each year. As of December 31, 2007, the Company exceeded the permitted leverage ratio of 3.5 to 1.0 requiring an additional interest payment of 1.0% per annum in 2008. The maximum permitted leverage ratio is 4.0 to 1.0, therefore, the Company was in compliance with the covenants of the Note Purchase Agreement. The Company's leverage ratio was under 3.5 to 1.0 at December 31, 2008 and, therefore, the Company did not pay additional interest of 1.0% in 2009.

The Note Purchase Agreement contains covenants that limit the ability of the Company and its subsidiaries to, among other things, merge with other entities, change the nature of the business, create liens, incur additional indebtedness or sell assets. The Note Purchase Agreement also requires the Company to maintain certain financial ratios. We are in compliance with the applicable covenants as of December 31, 2009. Events of default include, but are not limited to:

- failure to pay principal or interest,
- breach of the Company's covenants or warranties,

**TREEHOUSE FOODS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

- any payment default or acceleration of indebtedness of the Company or any subsidiary, if the total amount of such indebtedness exceeds \$25 million, and
- events of bankruptcy, insolvency or liquidation involving the Company or its material subsidiaries.

*Swap Agreements* — The Company entered into a \$200 million long term interest rate swap agreement with an effective date of November 19, 2008 to lock into a fixed LIBOR interest rate base. Under the terms of agreement, \$200 million in floating rate debt was swapped for a fixed 2.9% interest base rate for a period of 24 months, amortizing to \$50 million for an additional nine months at the same 2.9% interest rate. Under the terms of the Company's revolving credit agreement and in conjunction with our credit spread, this will result in an all-in borrowing cost on the swapped principal being no more than 3.8% during the life of the swap agreement. The Company did not apply hedge accounting to this swap.

In July 2006, the Company entered into a forward interest rate swap transaction for a notional amount of \$100 million, as a hedge of the forecasted private placement of \$100 million senior notes. The interest rate swap transaction was terminated on August 31, 2006, which resulted in a pre-tax loss of \$1.8 million. The unamortized loss is reflected, net of tax, in Accumulated Other Comprehensive Loss in the Balance Sheet. The total loss will be reclassified ratably to the Consolidated Statements of Income as an increase to interest expense over the term of the senior notes, providing an effective interest rate of 6.29% over the term of the senior notes. In 2009, 2008 and 2007, \$0.3 million of the loss was taken into interest expense. We anticipate that \$0.3 million of the loss will be reclassified to interest expense in 2010.

*Tax Increment Financing* — On December 15, 2001, the Urban Redevelopment Authority of Pittsburgh ("URA") issued \$4.0 million of redevelopment bonds, pursuant to a Tax Increment Financing Plan to assist with certain aspects of the development and construction of the Company's Pittsburgh, Pennsylvania facilities. The agreement was transferred to the Company as part of the acquisition of the Soup and Infant Feeding Business. The Company has agreed to make certain payments with respect to the principal amount of the URA's redevelopment bonds through May 2019. As of December 31, 2009, \$2.7 million remains outstanding. Interest accrues at an annual rate of 6.61% for the \$0.4 million tranche which is due on November 1, 2011; 6.71% for the \$0.4 million tranche which is due on November 1, 2013; and 7.16% for the \$1.9 million tranche which is due on May 1, 2019.

*Capital Lease Obligations and Other* — Capital lease obligations represent machinery and equipment financing obligations, which are payable in monthly installments of principal and interest and are collateralized by the related assets financed.

**10. STOCKHOLDERS' EQUITY AND EARNINGS PER SHARE**

*Common stock* — The Company has authorized 90 million shares of common stock with a par value of \$0.01 per share and 10 million shares of preferred stock with a par value of \$0.01 per share. No preferred stock has been issued.

As of December 31, 2009, there were 31,998,921 common shares issued and outstanding. There is no treasury stock.

*Earnings per share* — Basic earnings per share is computed by dividing net income by the number of weighted average common shares outstanding during the reporting period. The weighted average number of common shares used in the diluted earnings per share calculation is determined using the treasury stock method and includes the incremental effect related to outstanding options, restricted stock, restricted stock units and performance units.

Certain restricted stock and restricted stock units are subject to market conditions for vesting. The market conditions of the restricted stock awards were met only in the first quarter of 2009, and thus are included in the year to date calculation of diluted earnings per share. These awards continue to remain outstanding as of

**TREEHOUSE FOODS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

December 31, 2009. The market conditions for the restricted stock units were met during the third quarter of 2009 and they became vested. Prior to vesting, the restricted stock units did not meet the criteria for inclusion in the calculation of diluted earnings per share during 2009 and thus were excluded. During 2008 and 2007, the market conditions of these awards were not met and they were excluded from the calculation of diluted earnings per share.

The following table summarizes the effect of the share-based compensation awards on the weighted average number of shares outstanding used in calculating diluted earnings per share:

	<b>Year Ended December 31,</b>		
	<b>2009</b>	<b>2008</b>	<b>2007</b>
	<b>(In thousands)</b>		
Weighted average common shares outstanding	31,982	31,341	31,203
Assumed exercise of stock options(1)	383	96	148
Assumed vesting of restricted stock, restricted stock units and performance units(1)	433	32	—
Weighted average diluted common shares outstanding	<u>32,798</u>	<u>31,469</u>	<u>31,351</u>

(1) Stock options, restricted stock, restricted stock units, and performance units excluded from our computation of diluted earnings per share, because they were anti-dilutive, were 29 thousand, 2.2 million and 2.1 million for the years ended December 31, 2009, 2008 and 2007, respectively.

**11. STOCK-BASED COMPENSATION**

The Board adopted and the stockholders approved the TreeHouse Foods, Inc. 2005 Long-Term Incentive Plan. The Plan was amended and restated as the “TreeHouse Foods, Inc. Equity and Incentive Plan” on February 16, 2007. The Plan is administered by our Compensation Committee, which consists entirely of independent directors. The Compensation Committee determines specific awards for our executive officers. For all other employees below the position of senior vice president (or any analogous title), and if the committee designates, our Chief Executive Officer or such other officers will, from time to time, determine specific persons to whom awards under the Plan will be granted and the extent of, and the terms and conditions of each award. The Compensation Committee or its designee, pursuant to the terms of the Plan, also will make all other necessary decisions and interpretations under the Plan.

Under the Plan, the Compensation Committee may grant awards of various types of equity-based compensation, including stock options, restricted stock, restricted stock units, performance shares and performance units and other types of stock-based awards, and other cash-based compensation. The maximum number of shares that are available to be awarded under the Plan is approximately 6.0 million, of which 0.1 million remain available.

Income from continuing operations before tax, for the years ended December 31, 2009, 2008 and 2007 included share-based compensation expense for employee and director stock options, restricted stock, restricted stock units and performance units of \$13.3 million, \$12.2 million and \$13.6 million, respectively. The tax benefit recognized related to the compensation cost of these share-based awards was approximately \$5.1 million, \$4.6 million and \$5.3 million for 2009, 2008 and 2007, respectively.

The Company has estimated that certain employees and all our directors will complete the required service conditions associated with certain restricted stock, restricted stock units, stock options and performance unit awards. For all other employees, the Company estimates forfeitures, as not all employees are expected to complete the required service conditions. The expected service period is the longer of the derived service period, as determined from the output of the valuation models, and the service period based on the term of the awards.



**TREEHOUSE FOODS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Options were granted under our long-term incentive plan and in certain cases pursuant to employment agreements. Options were also granted to our non-employee directors. All options granted have three year terms which vest one-third on each of the first three anniversaries of the grant date, and a maximum term of ten years.

The following table summarizes stock option activity during 2009:

	<u>Employee Options</u>	<u>Director Options</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Remaining Contractual Term (Yrs)</u>	<u>Aggregate Intrinsic Value</u>
Outstanding, December 31, 2008	2,485,937	126,117	\$ 27.21	7.4	\$ 3,394,930
Granted	2,400	—	\$ 26.69	—	—
Forfeited	(18,787)	—	\$ 25.53	—	—
Exercised	<u>(176,806)</u>	<u>(18,344)</u>	\$ 26.48	—	—
Outstanding, December 31, 2009	<u>2,292,744</u>	<u>107,773</u>	\$ 27.28	6.4	\$ 27,792,212
Vested/expect to vest, at December 31, 2009	<u>2,253,235</u>	<u>107,773</u>	\$ 27.32	6.4	\$ 27,256,715
Exercisable, December 31, 2009	<u>1,870,242</u>	<u>93,637</u>	\$ 27.82	6.1	\$ 21,682,591

During the years ended December 31, 2009, 2008 and 2007, the total intrinsic value of stock options exercised was approximately \$1.9 million, \$3.8 million and \$5.0 thousand, respectively. The tax benefit recognized from stock option exercises in 2009, 2008 and 2007 was approximately \$0.7 million, \$1.4 million and \$2.0 thousand, respectively. Compensation expense related to unvested options totaled \$2.2 million at December 31, 2009 and will be recognized over the remaining vesting period of the grants, which averages 1.3 years. The average grant date fair value of options granted, in 2009, 2008 and 2007 was \$8.97, \$8.09 and \$9.23, respectively.

In addition to stock options, certain key management employees were granted restricted stock and restricted stock units, pursuant to the terms of their employment agreements. These restricted shares vest one-third each January, and are subject to a market condition that requires that the total stockholder return of TreeHouse equal or exceed the median of a peer group of 22 companies for the applicable vesting period. In addition, there is a cumulative test at January 31, 2007 through 2010 that allows for vesting of previously unvested grants, if the total stockholder return test is met on a cumulative basis. Subsequent to June 27, 2008, all the restricted stock units may vest on any date where the Company's stock price exceeds \$29.65 for a 20 trading day period. TreeHouse issued 630,942 shares of restricted stock and 616,802 restricted stock units in the second quarter of 2005 pursuant to employment agreements, and 43,000 shares of restricted stock in the first quarter of 2007 that are also subject to the total stockholder return of TreeHouse as compared to its peer group as described above. During 2009, the market condition of the restricted stock units was satisfied. Issuance of the shares related to the units was deferred pursuant to the deferral elections of the participants. The market conditions of the restricted stock have not been met and the awards remain outstanding.

During 2008, the Company began issuing restricted stock and restricted stock units to non-employee directors and a larger pool of employees. Generally these restricted stock and restricted stock unit awards vest based on the passage of time. Awards granted to employees generally vest one-third on each anniversary of the grant date. Additionally, certain restricted stock awards issued to our executives are subject to a performance condition that requires operating income for the previous twelve months to be greater than \$0. This condition may be satisfied on a yearly or cumulative basis over three years. Restricted stock units granted to our non-employee directors in 2008 vest over one year and those granted in 2009 vest over thirteen months.



**TREEHOUSE FOODS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The fair value of these awards is equal to the closing price of our stock on the date of grant. The following table summarizes the restricted stock and restricted stock unit activity during 2009:

	<u>Employee Restricted Stock</u>	<u>Weighted Average Grant Date Fair Value</u>	<u>Employee Restricted Stock Units</u>	<u>Weighted Average Grant Date Fair Value</u>	<u>Director Restricted Stock Units</u>	<u>Weighted Average Grant Date Fair Value</u>
Outstanding, at December 31, 2008	1,412,322	\$ 24.15	598,939	\$ 25.28	22,200	\$ 24.06
Granted	59,340	\$ 26.36	192,400	\$ 28.84	26,900	\$ 28.95
Vested	(260,776)	\$ 24.06	(4,788)	\$ 24.17	(3,700)	\$ 24.06
Forfeited	<u>(8,567)</u>	\$ 24.82	<u>(1,620)</u>	\$ 27.75	<u>—</u>	<u>—</u>
Outstanding, at December 31, 2009	<u>1,202,319</u>	\$ 24.28	<u>784,931</u>	\$ 26.16	<u>45,400</u>	\$ 26.96

Compensation expense for all restricted stock and restricted stock units totaled \$8.0 million in 2009, \$6.4 million in 2008, and \$7.0 million in 2007.

Future compensation cost for restricted stock and restricted stock units is approximately \$14.5 million as of December 31, 2009, and will be recognized on a weighted average basis, over the next 1.8 years.

Performance unit awards have been granted to certain members of management. These awards contain service and performance conditions. For each performance period, one third of the units will accrue multiplied by a predefined percentage between 0% and 200%, depending on the achievement of certain operating performance measures. Additionally, for the cumulative performance period, a number of units will accrue equal to the number of units granted multiplied by a predefined percentage between 0% and 200%, depending on the achievement of certain operating performance measures, less any units previously accrued. Accrued units will be converted to stock or cash, at the discretion of the Compensation Committee on the third anniversary of the grant date. The Company intends to settle these awards in stock and has the shares available to do so. The Company expects that 200% of all the awards will accrue and vest over the cumulative performance and service period, subject to estimated forfeitures. The following table summarizes the performance unit activity during the twelve months ended December 31, 2009:

	<u>Performance Units</u>	<u>Weighted Average Grant Date Fair Value</u>
Unvested, at December 31, 2008	72,900	\$ 24.06
Granted	54,900	\$ 28.92
Vested	—	—
Forfeited	<u>—</u>	<u>—</u>
Unvested, at December 31, 2009	<u>127,800</u>	\$ 26.15

Future compensation cost related to the performance units is estimated to be approximately \$4.0 million as of December 31, 2009, and is expected to be recognized over the next 2.0 years. The future compensation accrual is based on the assumption that 200% of the award will vest. The grant date fair value of the awards granted in 2009 was equal to the Company's closing stock price on the grant date.

The fair value of stock options, restricted stock, restricted stock unit awards and performance units (the "Awards") is determined on the date of grant using the assumptions noted in the following table or the market price of the Company's stock on the date of grant. Stock options were valued using a Black Scholes model and certain restricted stock and restricted stock units were valued using a Monte Carlo simulation. Performance units and all other restricted stock and restricted stock unit awards were valued using the closing price of the Company's stock on the date of grant. As the Company's stock was not publicly traded prior to

**TREEHOUSE FOODS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

June 27, 2005, expected volatilities are based on the implied historical volatilities from peer companies and other factors. The risk-free interest rate for periods within the contractual life of the Awards is based on the U.S. Treasury yield curve in effect at the time of the grant. As the Company began operations in 2005, we do not have significant history to determine the expected term of our awards based on our experience alone. As such, we based our expected term on that of comparable companies. The assumptions used to calculate the value of the option awards granted in 2009, 2008 and 2007 and the restricted stock awards granted in 2007 are presented as follows:

<b>2009</b>	<b>Stock Options</b>	<b>Restricted Stock</b>	<b>Restricted Stock Units</b>
Expected volatility	26.37%	—	—
Expected dividends	—	—	—
Expected term	6.0 years	—	—
Risk-free interest rate	3.53%	—	—

<b>2008</b>	<b>Stock Options</b>	<b>Restricted Stock</b>	<b>Restricted Stock Units</b>
Expected volatility	26.37%	—	—
Expected dividends	—	—	—
Expected term	6.0 years	—	—
Risk-free interest rate	3.53%	—	—

<b>2007</b>	<b>Stock Options</b>	<b>Restricted Stock</b>	<b>Restricted Stock Units</b>
Expected volatility	22.61%	35.6%	—
Expected dividends	—	—	—
Expected term	6.0 years	1.58 years	—
Risk-free interest rate	5.00%	4.74%	—

**12. ACCUMULATED OTHER COMPREHENSIVE LOSS**

Accumulated Other Comprehensive Loss consists of the following components all of which are net of tax, except for the foreign currency translation adjustment:

	<b>Foreign Currency Translation(1)</b>	<b>Unrecognized Pension and Postretirement Benefits</b>	<b>Derivative Financial Instrument</b>	<b>Accumulated Other Comprehensive Loss</b>
	(In thousands)			
Balance at December 31, 2006	\$ —	\$ (4,030)	\$ (1,075)	\$ (5,105)
Other comprehensive (loss) gain	(3,325)	1,172	161	(1,992)
Balance at December 31, 2007	(3,325)	(2,858)	(914)	(7,097)
Other comprehensive (loss) gain	(50,198)	(6,261)	162	(56,297)
Balance at December 31, 2008	(53,523)	(9,119)	(752)	(63,394)
Other comprehensive gain	35,678	604	161	36,443
Balance at December 31, 2009	\$ (17,845)	\$ (8,515)	\$ (591)	\$ (26,951)

(1) The foreign currency translation adjustment is not net of tax, as it pertains to the Company's permanent investment in the Canadian subsidiary, E.D. Smith.

**TREEHOUSE FOODS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)****13. EMPLOYEE PENSION AND RETIREMENT BENEFIT PLANS**

*Pension and Postretirement Benefits* — Certain of our employees and retirees participate in pension and other postretirement benefit plans. Employee benefit plan obligations and expenses included in the Consolidated Financial Statements are determined based on plan assumptions, employee demographic data, including years of service and compensation, benefits and claims paid, and employer contributions.

*Defined Contribution Plans* — Certain of our non-union employees participate in savings and profit sharing plans. These plans generally provide for salary reduction contributions to the plans on behalf of the participants of between 1% and 20% of a participant's annual compensation and provide for employer matching and profit sharing contributions. The Company established a tax-qualified defined contribution plan to manage the assets. For 2009, 2008 and 2007, the Company made matching contributions to the plan of \$2.9 million, \$2.8 million and \$2.0 million, respectively.

*Multiemployer Pension and Certain Union Plans* — The Company contributes to several multiemployer pension plans on behalf of employees covered by collective bargaining agreements. These plans are administered jointly by management and union representatives and cover substantially all full-time and certain part-time union employees who are not covered by other plans. The Multiemployer Pension Plan Amendments Act of 1980 amended ERISA to establish funding requirements and obligations for employers participating in multiemployer plans, principally related to employer withdrawal from or termination of such plans. We could, under certain circumstances, be liable for unfunded vested benefits or other expenses of jointly administered union/management plans. At this time, we have not established any liabilities because withdrawal from these plans is not probable. In 2009, 2008 and 2007, the contributions to these plans, which are expensed as incurred, were \$1.5 million, \$1.7 million and \$1.8 million, respectively.

*Defined Benefit Pension Plans* — The Company established a tax-qualified pension plan and master trust to manage the portion of the pension plan assets related to TreeHouse eligible salaried and non-union and union employees not covered by a multi-employer pension plan. We also retain investment consultants to assist our Investment Committee with formulating a long-term investment policy for the master trust. The expected long term rate of return on assets is based on projecting long-term market returns for the various asset classes in which the plans assets are invested, weighted by the target asset allocations. The estimated ranges are primarily based on observations of historical asset returns and their historical volatility. In determining the expected returns, we also consider consensus forecasts of certain market and economic factors that influence returns, such as inflation, gross domestic product trends and dividend yields. Active management of the plan assets may result in adjustments to the historical returns. The rate of return assumption is reviewed annually.

The Company's overall investment strategy is to provide a regular and reliable source of income to meet the liquidity needs of the pension plans and minimize reliance on plan sponsor contributions as a source of benefit security. The Company's investment policy includes various guidelines and procedures designed to ensure assets are invested in a manner necessary to meet expected future benefits earned by participants. Central to the policy are target allocation ranges by major asset classes. The objective of the target allocations are to ensure the assets are invested with the intent to protect pension plan assets so that such assets are preserved for the provision of benefits to participants and their beneficiaries and such long-term growth as may maximize the amounts available to provide such benefits without undue risk. Additionally, we consider the weighted average return of a capital markets model and historical returns on comparable equity, debt and other investments. Our current asset mix guidelines, under the investment policy, target equities at 55% to 65% of the portfolio and fixed income at 35% to 45%. At December 31, 2009, our master trust was invested as follows: equity securities of 66%, fixed income securities of 32%, and cash and cash equivalents of 2%. Equity securities primarily include investments in large-cap and mid-cap companies primarily located in the United States. Fixed income securities include corporate bonds of companies from diversified industries. Other investments are short term in nature, including certificates of deposit, commercial paper, time deposits, fixed rate notes and bonds, and others.

**TREEHOUSE FOODS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The fair value of the Company's pension plan assets at December 31, 2009, by asset category are as follows:

	<b>Pension Plan Assets Fair Value Measurements at December 31, 2009</b>			
	<b>Total</b>	<b>Quoted Prices In Active Markets for Identical Assets (Level 1)</b>	<b>Significant Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>
(In thousands)				
<b>Investment at fair value</b>				
<b>Equity securities:</b>				
U.S. companies(a)	\$ 16,211	\$ 16,211	\$ —	\$ —
International companies(b)	3,329	3,329	—	—
AAA corporate bonds(c)	7,513	7,513	—	—
AA corporate bonds(c)	342	342	—	—
A corporate bonds(c)	923	923	—	—
BAA corporate bonds(c)	732	732	—	—
Certificate of deposit(d)	229	229	—	—
Commercial paper(d)	98	98	—	—
Time deposit(d)	94	94	—	—
Fixed rate note/bond(d)	93	93	—	—
Other short-term investments(e)	140	140	—	—
	<u>\$ 29,704</u>	<u>\$ 29,704</u>	<u>\$ —</u>	<u>\$ —</u>

- (a) Securities with the primary objective of approximating the risk and return characteristics of the Dow Jones U.S. Index.
- (b) Securities with the primary objective of approximating the risk and return characteristics of the Morgan Stanley All Country World ex-US Index.
- (c) A collective fund for qualified plans with the primary objective of holding a portfolio representative of the overall United States bond and debt market.
- (d) An investment vehicle for cash reserves, which contains a portfolio of high-grade, short term money market instruments. The primary objective is principal management with the liquidity to redeem units on any business day.
- (e) Short-term investments that include repurchase agreements, discount notes, treasury bills, variable rate notes and bonds, and others.

Pension benefits for eligible salaried and non-union TreeHouse employees were frozen in 2002 for years of creditable service. For these employees incremental pension benefits are only earned for changes in compensation effecting final average pay. Pension benefits earned by union employees covered by collective bargaining agreements, but not participating in multiemployer pension plans, are earned based on creditable years of service and the specified benefit amounts negotiated as part of the collective bargaining agreements. The Company's funding policy provides that annual contributions to the pension plan master trust will be at least equal to the minimum amounts required by ERISA. The Company estimates that its 2010 contributions to its pension plans will be \$0.9 million. The measurement date for the defined benefit pension plans is December 31.

**TREEHOUSE FOODS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

*Other Postretirement Benefits* — Certain employees participate in benefit programs which provide certain health care and life insurance benefits for retired employees and their eligible dependents. The plan is unfunded. The Company estimates that its 2010 contributions to its postretirement benefit plan will be \$0.1 million. The measurement date for the other postretirement benefit plans is December 31.

The following table summarizes information about our pension and postretirement benefit plans for the years ended December 31, 2009 and 2008:

	<b>Pension Benefits</b>		<b>Postretirement Benefits</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
	<b>(In thousands)</b>		<b>(In thousands)</b>	
<b>Change in benefit obligation:</b>				
Benefit obligation, at beginning of year	\$ 33,540	\$ 27,942	\$ 3,959	\$ 3,619
Service cost	1,933	1,755	255	218
Interest cost	2,083	1,807	239	218
Amendments	182	1,541	—	—
Actuarial (gains) losses	2,854	2,291	358	(2)
Benefits paid	(1,812)	(1,796)	(98)	(94)
Benefit obligation, at end of year	<u>\$ 38,780</u>	<u>\$ 33,540</u>	<u>\$ 4,713</u>	<u>\$ 3,959</u>
<b>Change in plan assets:</b>				
Fair value of plan assets, at beginning of year	\$ 17,600	\$ 17,425	\$ —	\$ —
Actual return on plan assets	5,019	(5,488)	—	—
Company contributions	8,897	7,459	98	94
Benefits paid	(1,812)	(1,796)	(98)	(94)
Fair value of plan assets, at year end	<u>\$ 29,704</u>	<u>\$ 17,600</u>	<u>\$ —</u>	<u>\$ —</u>
<b>Funded status of the plan</b>	<u>\$ (9,076)</u>	<u>\$ (15,940)</u>	<u>\$ (4,713)</u>	<u>\$ (3,959)</u>
<b>Amounts recognized in the Consolidated Balance Sheet consist of:</b>				
Current liability	\$ —	\$ —	\$ (107)	\$ (110)
Non-current liability	(9,076)	(15,940)	(4,606)	(3,849)
Net amount recognized	<u>\$ (9,076)</u>	<u>\$ (15,940)</u>	<u>\$ (4,713)</u>	<u>\$ (3,959)</u>
<b>Amounts recognized in Accumulated Other Comprehensive Loss consist of:</b>				
Net actuarial loss	\$ 9,591	\$ 10,609	\$ 925	\$ 565
Prior service cost	4,052	4,450	(576)	(644)
Total, before tax effect	<u>\$ 13,643</u>	<u>\$ 15,059</u>	<u>\$ 349</u>	<u>\$ (79)</u>

	<b>Pension Benefits</b>	
	<b>2009</b>	<b>2008</b>
	<b>(In thousands)</b>	
<b>Accumulated benefit obligation:</b>	\$ 35,749	\$ 30,849
<b>Weighted average assumptions used to determine the pension benefit obligations:</b>		
Discount rate	5.75%	6.25%
Rate of compensation increases	4.00%	4.00%

TREEHOUSE FOODS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The key actuarial assumptions used to determine the postretirement benefit obligations as of December 31, 2009 and 2008 are as follows:

	2009		2008	
	Pre-65	Post 65	Pre-65	Post 65
<b>Healthcare inflation:</b>				
Initial rate	8.0%	10.0%	8.0%	10.0%
Ultimate rate	5.0%	5.0%	5.0%	5.0%
Year ultimate rate achieved	2015	2015	2011	2013
Discount rate	5.75%	5.75%	6.25%	6.25%

The following table summarizes the net periodic cost of our pension plans and postretirement plans, for the years ended December 31, 2009, 2008 and 2007:

	Pension Benefits			Postretirement Benefits		
	2009	2008	2007	2009	2008	2007
	(In thousands)			(In thousands)		
<b>Components of net periodic costs:</b>						
Service cost	\$ 1,933	\$ 1,755	\$ 1,733	\$ 255	\$ 218	\$ 245
Interest cost	2,083	1,807	1,655	239	218	204
Expected return on plan asset	(1,773)	(1,505)	(1,347)	—	—	—
Amortization of unrecognized prior service cost	580	479	479	(68)	(68)	(68)
Amortization of unrecognized net loss (gain)	626	73	—	(2)	8	50
Settlement charge	—	—	387	—	—	—
Net periodic pension cost	<u>\$ 3,449</u>	<u>\$ 2,609</u>	<u>\$ 2,907</u>	<u>\$ 424</u>	<u>\$ 376</u>	<u>\$ 431</u>

	Pension Benefits			Postretirement Benefits		
	2009	2008	2007	2009	2008	2007
<b>Weighted average assumptions used to determine the periodic benefit costs:</b>						
Discount rate	6.25%	6.25%	5.75%	6.25%	6.25%	5.50-5.75%
Rate of compensation increases	4.00%	4.00%	4.00%	—	—	—
Expected return on plan assets	7.60%	7.60%	7.60%	—	—	—

The estimated amount that will be amortized from accumulated other comprehensive income into net pension cost in 2010 is as follows:

	Pension	Postretirement
	(In thousands)	
Net actuarial loss	\$ 463	\$ 27
Prior service cost	\$ 603	\$ (68)

**TREEHOUSE FOODS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Estimated future pension and postretirement benefit payments from the plans are as follows:

	<u>Pension Benefit</u>	<u>Postretirement Benefit</u>
	(In thousands)	
2010	\$ 1,902	\$ 107
2011	\$ 1,995	\$ 107
2012	\$ 2,218	\$ 116
2013	\$ 2,488	\$ 119
2014	\$ 2,472	\$ 145
2015-2019	\$ 14,976	\$ 1,012

The effect of a 1% change in health care trend rates would have the following effects on the postretirement benefit plan:

	<u>2009</u>
	(In thousands)
1% Increase:	
Benefit obligation, end of year	\$ 955
Service cost plus interest cost for the year	\$ 130
1% Decrease:	
Benefit obligation, end of year	\$ (768)
Service cost plus interest cost for the year	\$ (99)

Most of our employees are not eligible for postretirement medical benefits and of those that are, the majority are covered by a multi-employer plan in which expenses are paid as incurred. The effect on those covered by plans for which we maintain a liability was not significant.

**14. OTHER OPERATING (INCOME) EXPENSE, NET**

We incurred Other operating (income) expense, net of \$(6.2) million, \$13.9 million and \$(0.4) million, for the years ended December 31, 2009, 2008 and 2007, respectively. Other operating (income) expenses, net consisted of the following:

	<u>Year Ended December 31,</u>		
	<u>2009</u>	<u>2008</u>	<u>2007</u>
	(In thousands)		
Facility closing costs and impairment charges related to the Portland, Oregon plant	\$ 886	\$ 12,839	\$ —
(Gain) loss on fire at New Hampton, Iowa facility	(14,533)	500	—
Impairment of trademarks and other intangibles	7,600	560	—
Gain on sale of La Junta, Colorado manufacturing facility	—	—	(415)
Other	(177)	—	—
Total other operating (income) expense, net	<u>\$ (6,224)</u>	<u>\$ 13,899</u>	<u>\$ (415)</u>

**15. INSURANCE CLAIM — NEW HAMPTON**

In February 2008, the Company's non-dairy powdered creamer plant in New Hampton, Iowa was damaged by a fire, which left the facility unusable. The Company repaired the facility and it became operational in the first quarter of 2009. The Company filed a claim with our insurance provider and has received approximately \$47.2 million in reimbursements for property damage and incremental expenses



**TREEHOUSE FOODS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

incurred to service our customers throughout this period. The claim was finalized in September 2009, and the Company received a final payment of approximately \$10.6 million to close the claim in October 2009. For the year ended December 31, 2009 the Company recognized income of approximately \$15.4 million, of which \$14.5 million is classified in Other operating (income) expense and \$0.9 million is classified in Cost of sales. Of the \$14.5 million, \$13.6 was related to a gain on the fixed assets destroyed in the incident.

**16. DISCONTINUED OPERATIONS**

In the fourth quarter of 2008, the Company wrote-off the value of the remaining assets consisting of machinery and equipment of the nutritional beverage business that was discontinued in 2004. The loss of approximately \$0.3 million in 2008, net of tax, is included in the Consolidated Statements of Income in the line Income (loss) from discontinued operations, net of tax expense (benefit). The Company was not able to find a buyer for these assets.

**17. SUPPLEMENTAL CASH FLOW INFORMATION**

	Year Ended December 31,		
	2009	2008	2007
	(In thousands)		
Interest paid	\$ 17,224	\$ 29,153	\$ 22,037
Income taxes paid	\$ 18,103	\$ 10,959	\$ 11,166
Accrued purchase of property and equipment	\$ 1,419	\$ 3,819	\$ 3,124

**18. COMMITMENTS AND CONTINGENCIES**

*Leases* — We lease certain property, plant and equipment used in our operations under both capital and operating lease agreements. Such leases, which are primarily for machinery, equipment and vehicles, have lease terms ranging from 1 to 25 years. Certain of the operating lease agreements require the payment of additional rentals for maintenance, along with additional rentals based on miles driven or units produced. Rent expense, including additional rent, was \$34.3 million, \$27.3 million and \$22.2 million for the years ended December 31, 2009, 2008 and 2007, respectively.

The composition of capital leases which are reflected as Property, plant and equipment in the Consolidated Balance Sheets are as follows:

	December 31,	
	2009	2008
	(In thousands)	
Machinery and equipment	\$ 2,486	\$ 1,237
Less accumulated amortization	(869)	(657)
<b>Total</b>	<b>\$ 1,617</b>	<b>\$ 580</b>

*Purchase Obligations* — We have entered into various contracts obligating us to purchase minimum quantities of raw materials used in our production processes, including cucumbers and tank yard space.

**TREEHOUSE FOODS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Future minimum payments at December 31, 2009, under non-cancelable capital leases, operating leases and purchase obligations are summarized as follows:

	<u>Capital Leases</u>	<u>Operating Leases</u> (In thousands)	<u>Purchase Obligations</u>
2010	\$ 589	\$ 12,869	\$ 158,158
2011	396	10,168	53,133
2012	372	7,750	10,719
2013	369	3,973	980
2014	88	3,248	240
Thereafter	<u>3</u>	<u>6,958</u>	<u>35</u>
Total minimum payments	1,817	<u>\$ 44,966</u>	<u>\$ 223,265</u>
Less amount representing interest		<u>(206)</u>	
Present value of capital lease obligations	<u>\$ 1,611</u>		

*Insurance* — We have established insurance programs with retention of selected levels of property and casualty risks, primarily related to employee health care, workers' compensation claims and other casualty losses. Many of these potential losses are covered under conventional insurance programs with third party carriers with high deductible limits. The deductibles for casualty claims range from \$50 thousand to \$500 thousand, depending upon the type of coverage. We believe we have established adequate reserves to cover these claims.

*Litigation, Investigations and Audits* — We are party in the conduct of our business to certain claims, litigation, audits and investigations. We believe we have adequate reserves for any liability we may incur in connection with any such currently pending or threatened matter. In our opinion, the settlement of any such currently pending or threatened matter is not expected to have a material adverse impact on our financial position, annual results of operations or cash flows.

**19. DERIVATIVE INSTRUMENTS**

The Company is exposed to certain risks relating to its ongoing business operations. The primary risks managed by derivative instruments are interest rate risk and foreign currency risk. Interest rate swaps are entered into to manage interest rate risk associated with the Company's \$600 million revolving credit facility. Interest on our credit facility is variable and use of interest rate swaps establishes a fixed rate over the term of a portion of the facility. The Company's objective in using an interest rate swap is to establish a fixed interest rate, thereby enabling the Company to predict and manage interest expense and cash flows in a more efficient and effective manner.

During 2008, the Company entered into a \$200 million long-term interest rate swap agreement with an effective date of November 19, 2008 to lock into a fixed LIBOR interest rate base. Under the terms of the agreement, \$200 million in floating rate debt was swapped for a fixed rate of 2.9% interest rate base for a period of 24 months, amortizing to \$50 million for an additional nine months at the same 2.9% interest rate. The Company did not apply hedge accounting and recorded the fair value of this instrument on its Consolidated Balance Sheets. The fair value of the swap at December 31, 2009 and 2008 was a liability of approximately \$4.9 million and \$7.0 million, respectively. The Company recorded income of \$2.1 million and expense of \$7.0 million related to the mark to market adjustment in 2009 and 2008, respectively, within the Other (income) expense line of the Consolidated Statements of Income.

**TREEHOUSE FOODS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Due to the Company's operations in Canada, we are exposed to foreign currency risks. The Company enters into foreign currency contracts to manage the risk associated with foreign currency cash flows. The Company's objective in using foreign currency contracts is to establish a fixed foreign currency exchange rate for certain Canadian raw material purchases that are denominated in U.S. dollars, thereby enabling the Company to manage its foreign currency exchange rate risk. These contracts do not qualify for hedge accounting and changes in their fair value are recorded through the Consolidated Statements of Income, within the (Gain) loss on foreign currency exchange line. No foreign currency contracts were outstanding as of December 31, 2009 or 2008. During 2009 and 2008, the Company realized a loss of approximately \$0.2 million and a gain of approximately \$0.7 million gain on these contracts, respectively. For the period October 15, 2007 (the acquisition date of E.D. Smith) through December 31, 2007, the Company recorded a gain on these contracts totaling approximately \$3.1 million.

The following table identifies the derivative, its fair value, and location on the Consolidated Balance Sheet:

	<b>Liability Derivatives</b>			
	<b>December 31, 2009</b>		<b>December 31, 2008</b>	
	<b>Balance Sheet Location</b>	<b>Fair Value</b>	<b>Balance Sheet Location</b>	<b>Fair Value</b>
	(In thousands)			
Derivatives not designated as hedging instruments				
Interest rate swap	Current Liability	\$ 3,327	Current Liability	—
Interest rate swap	Other long-term liabilities	\$ 1,550	Other long-term liabilities	\$ 6,981

**20. FAIR VALUE OF FINANCIAL INSTRUMENTS**

Cash and cash equivalents and accounts receivable are financial assets with carrying values that approximate fair value. Accounts payable are financial liabilities with carrying values that approximate fair value. As of December 31, 2009, the carrying value of the Company's fixed rate senior notes was \$100.0 million and fair value was estimated to be \$103.7 million based on Level 2 inputs. The fair value of the Company's variable rate debt (revolving credit facility), with an outstanding balance of \$298.2 million as of December 31, 2009, was \$282.6 million, using Level 2 inputs. The fair value of the Company's interest rate swap agreement as described in Note 19 as of December 31, 2009 was a liability of approximately \$4.9 million. The fair value of the swap was determined using Level 2 inputs. Level 2 inputs are inputs other than quoted prices that are observable for an asset or liability, either directly or indirectly.

**21. SEGMENT AND GEOGRAPHIC INFORMATION AND MAJOR CUSTOMERS**

We manage operations on a company-wide basis, thereby making determinations as to the allocation of resources in total rather than on a segment-level basis. We have designated our reportable segments based on how management views our business. We do not segregate assets between segments for internal reporting. Therefore, asset-related information has not been presented.

During the first quarter of 2008, the Company changed its internal reporting structure from product categories to channel based. The Company's new reportable segments, as presented below, are consistent with the manner in which the Company reports its results to the chief operating decision maker.

Our North American Retail Grocery segment sells branded and private label products to customers within the United States and Canada. These products include non-dairy powdered creamer; condensed and ready to serve soups, broths and gravies; baby food; salad dressings and sauces; pickles, peppers and relishes; Mexican sauces; jams and pie fillings; aseptic products and liquid non-dairy creamers. Brand names sold within the North American Retail Grocery segment include the following pickle brands, *Farman's*<sup>®</sup>, *Nalley's*<sup>®</sup>, *Peter*

**TREEHOUSE FOODS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

*Piper*<sup>®</sup>, and *Steinfeld*<sup>®</sup>. Also sold are brands related to sauces and syrups, *Bennett's*<sup>®</sup>, *Hoffman House*<sup>®</sup>, *Roddenbery's Northwoods*<sup>®</sup> and *San Antonio Farms*<sup>®</sup>. Infant feeding products are sold under the *Nature's Goodness*<sup>®</sup> brand, while our non-dairy powdered creamer is sold under our proprietary *Cremora*<sup>®</sup> brand. Our refrigerated products are sold under the *Mocha Mix*<sup>®</sup> and *Second Nature*<sup>®</sup> brand names, and our jams and other sauces are sold under the *E.D. Smith*<sup>®</sup> and *Habitant*<sup>®</sup> brand names.

Our Food Away From Home segment sells pickle products, non-dairy powdered creamers, Mexican sauces, refrigerated dressings and aseptic products to foodservice customers, including restaurant chains and food distribution companies, within the United States and Canada. Trade names used within our Food Away From Home segment include *Schwartz*<sup>®</sup> and *Saucemaker*<sup>®</sup>.

Our Industrial and Export segment includes the Company's co-pack business; non-dairy powdered creamer sales to industrial customers for use in industrial applications, including for repackaging in portion control packages and for use as an ingredient by other food manufacturers; pickles; Mexican sauces and refrigerated dressings. Export sales are primarily to industrial customers.

We evaluate the performance of our segments based on net sales dollars, gross profit and direct operating income (gross profit less freight out, sales commissions and direct segment expenses). The amounts in the following tables are obtained from reports used by our senior management team and do not include allocated income taxes. Other expenses not allocated include warehouse start-up costs, unallocated selling and distribution expenses and corporate expenses which consist of general and administrative expenses, amortization expense, other operating (income) expense, interest expense, interest income, foreign currency exchange and other (income) expense. The accounting policies of our segments are the same as those described in the summary of significant accounting policies set forth in Note 1 "Summary of Significant Accounting Policies".

Financial information relating to the Company's reportable segments is as follows:

	<b>Year Ended December 31,</b>		
	<b>2009</b>	<b>2008</b>	<b>2007</b>
	<b>(In thousands)</b>		
<b>Net sales:</b>			
North American Retail Grocery	\$ 971,083	\$ 917,102	\$ 663,506
Food Away From Home	292,927	294,020	254,580
Industrial and Export	247,643	289,528	239,816
<b>Total</b>	<b>1,511,653</b>	<b>1,500,650</b>	<b>1,157,902</b>
<b>Direct operating income:</b>			
North American Retail Grocery	152,849	114,511	85,293
Food Away From Home	36,069	32,133	28,320
Industrial and Export	36,025	33,473	32,703
<b>Total</b>	<b>224,943</b>	<b>180,117</b>	<b>146,316</b>
Unallocated warehouse start-up costs(1)	(3,339)	—	—
Unallocated selling and distribution expenses	(3,172)	(3,824)	(661)
Unallocated corporate expense	(87,623)	(89,168)	(60,711)
Operating income	130,809	87,125	84,944
Other expense	(8,735)	(47,670)	(18,419)
Income before income taxes	<b>\$ 122,074</b>	<b>\$ 39,455</b>	<b>\$ 66,525</b>

**TREEHOUSE FOODS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

	<b>Year Ended December 31,</b>		
	<b>2009</b>	<b>2008</b>	<b>2007</b>
	<b>(In thousands)</b>		
<b>Depreciation:</b>			
North American Retail Grocery	\$ 21,395	\$ 23,064	\$ 19,476
Food Away From Home	5,237	5,424	4,777
Industrial and Export	5,485	2,344	2,529
Corporate office	1,845	1,494	1,009
<b>Total</b>	<b>\$ 33,962</b>	<b>\$ 32,326</b>	<b>\$ 27,791</b>
<b>Trademark impairment:</b>			
North American Retail Grocery	\$ 7,600	\$ 560	\$ —
Food Away From Home	—	—	—
Industrial and Export	—	—	—
<b>Total</b>	<b>\$ 7,600</b>	<b>\$ 560</b>	<b>\$ —</b>

(1) Included in Cost of sales in the Consolidated Statements of Income.

*Geographic Information* — We had revenues to customers outside of the United States of approximately 13.7%, 14.3% and 6.2% of total consolidated net sales in 2009, 2008 and 2007, respectively, with 13.1% and 13.6% going to Canada in 2009 and 2008, respectively. Sales are determined based on customer destination.

	<b>December 31,</b>		
	<b>2009</b>	<b>2008</b>	<b>2007</b>
	<b>(In thousands)</b>		
<b>Long-lived assets</b>			
United States	\$ 242,144	\$ 239,574	\$ 226,271
Canada	33,889	31,090	38,736
<b>Total</b>	<b>\$ 276,033</b>	<b>\$ 270,664</b>	<b>\$ 265,007</b>

Long-lived assets consist of net property, plant and equipment.

*Major Customers* — Wal-Mart Stores, Inc. and affiliates accounted for approximately 14.4%, 15.1% and 13.8% of our consolidated net sales in 2009, 2008 and 2007, respectively. Sales to Wal-Mart Stores, Inc. and affiliates are included in our North American Retail Grocery segment. No other customer accounted for more than 10% of our consolidated net sales.

Total trade receivables with Wal-Mart Stores, Inc. and affiliates represented approximately 13.3% and 14.5% of our total trade receivables as of December 31, 2009 and 2008, respectively.

**TREEHOUSE FOODS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Product Information — The following table presents the Company's net sales by major products.

	Year Ended December 31,		
	2009	2008 (In thousands)	2007
<b>Products:</b>			
Soup and infant feeding	\$ 344,181	\$ 336,519	\$ 322,223
Non-dairy powdered creamer	323,926	351,838	299,191
Pickles	316,976	325,579	329,686
Salad dressings	186,778	156,884	29,295
Jams and other sauces	155,771	153,927	29,973
Aseptic products	84,493	83,198	80,784
Mexican sauces	64,520	52,718	25,862
Refrigerated products	35,008	39,987	40,888
Total net sales	<u>\$ 1,511,653</u>	<u>\$ 1,500,650</u>	<u>\$ 1,157,902</u>

**22. QUARTERLY RESULTS OF OPERATIONS (unaudited)**

The following is a summary of our unaudited quarterly results of operations for 2009 and 2008:

	Quarter			
	First	Second	Third	Fourth
	(In thousands, except per share data)			
<b>Fiscal 2009</b>				
Net sales	\$ 355,396	\$ 372,605	\$ 378,865	\$ 404,787
Gross profit	71,711	79,844	80,518	94,297
Income before income taxes(1)	20,211	28,156	43,407	30,300
Net income	12,732	18,425	28,064	22,093
Net income per common share:				
Basic	.40	.58	.87	.68
Diluted	.39	.58	.85	.66
<b>Fiscal 2008</b>				
Net sales	\$ 360,623	\$ 367,369	\$ 374,576	\$ 398,082
Gross profit	70,389	68,629	73,160	79,846
Income from continuing operations, before income taxes	2,797	11,883	15,813	8,962
Net income(2)	2,061	8,292	11,080	6,791
Net income per common share:				
Basic	.07	.27	.35	.22
Diluted	.07	.26	.35	.21

(1) Includes trademark impairment of \$7.6 million before tax in the fourth quarter of 2009.

(2) Includes loss, net of tax, from discontinued operations of \$(336) thousand in the fourth quarter of 2008.

**TREEHOUSE FOODS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**23. Acquisitions**

On December 20, 2009, TreeHouse entered into a definitive Purchase Agreement to acquire all of the issued and outstanding common stock of Sturm Foods, Inc. (“Sturm”) for a purchase price of approximately \$660 million in cash (subject to adjustment). Sturm is a manufacturer of private label sugar free drink mixes and hot cereals in the United States. The acquisition of Sturm will add two new large categories to our dry grocery portfolio. TreeHouse intends to finance the transaction through a combination of approximately \$400 million in new debt issuance, approximately \$100 million in equity stock issuance, and the balance funded from borrowings under TreeHouse’s existing revolving credit facility.

The closing of the transaction is subject to certain customary closing conditions and is expected to close in the first quarter of 2010. There can be no assurances, however, that the parties will satisfy the closing conditions and consummate the transaction within the expected timeframe, or at all.

**24. Guarantor and Non-Guarantor Financial Information**

Pursuant with the pending acquisition of Sturm, the Company expects to issue approximately \$400 million in new debt which may be guaranteed by its wholly owned subsidiaries Bay Valley Foods, LLC, EDS Holdings, LLC and certain other of our subsidiaries that may become guarantors from time to time in accordance with the applicable indenture and may fully, jointly, severally and unconditionally guarantee our payment obligations under any series of debt securities offered. There are no significant restrictions on the ability of the parent company or any guarantor to obtain funds from its subsidiaries by dividend or loan. The following condensed consolidating financial information presents the results of operations, financial position and cash flows of TreeHouse Foods, Inc., its Guarantor subsidiaries, its non-Guarantor subsidiaries and the eliminations necessary to arrive at the information for the Company on a consolidated basis as of December 31, 2009 and 2008 and for the years ended December 31, 2009, 2008 and 2007. The equity method has been used with respect to investments in subsidiaries. The principal elimination entries eliminate investments in subsidiaries and intercompany balances and transactions.



**TREEHOUSE FOODS, INC.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**
**Condensed Supplemental Consolidating Balance Sheet  
December 31, 2009**

	<u>Parent Company</u>	<u>Subsidiary Guarantors</u>	<u>Non-Guarantor Subsidiaries</u> (In thousands)	<u>Eliminations</u>	<u>Consolidated</u>
<b>ASSETS</b>					
Current assets:					
Cash and cash equivalents	\$ 1	\$ 8	\$ 4,406	\$ —	\$ 4,415
Accounts receivable, net	325	66,573	19,659	—	86,557
Inventories, net	—	229,185	35,748	—	264,933
Deferred income taxes	1,875	990	532	—	3,397
Assets held for sale	—	4,081	—	—	4,081
Prepaid expenses and other current assets	384	6,253	632	—	7,269
<b>Total current assets</b>	<b>2,585</b>	<b>307,090</b>	<b>60,977</b>	<b>—</b>	<b>370,652</b>
Property, plant and equipment, net	11,549	230,595	33,889	—	276,033
Goodwill	—	466,274	108,733	—	575,007
Investment in subsidiaries	1,054,776	94,804	—	(1,149,580)	—
Intercompany accounts receivable, net	87,643	65,683	(153,326)	—	—
Deferred income taxes	21,186	—	—	(21,186)	—
Identifiable intangible and other current assets, net	14,328	65,156	83,252	—	162,736
<b>Total assets</b>	<b>\$ 1,192,067</b>	<b>\$ 1,229,602</b>	<b>\$ 133,525</b>	<b>\$ (1,170,766)</b>	<b>\$ 1,384,428</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>					
Current liabilities:					
Accounts payable and accrued expenses	\$ 31,458	\$ 94,936	\$ 22,425	\$ —	\$ 148,819
Current portion of long-term debt	200	554	152	—	906
<b>Total current liabilities</b>	<b>31,658</b>	<b>95,490</b>	<b>22,577</b>	<b>—</b>	<b>149,725</b>
Long-term debt	390,037	11,603	—	—	401,640
Deferred income taxes	5,609	44,914	16,044	(21,186)	45,381
Other long-term liabilities	8,534	22,819	100	—	31,453
Shareholders' equity	756,229	1,054,776	94,804	(1,149,580)	756,229
<b>Total liabilities and shareholders' equity</b>	<b>\$ 1,192,067</b>	<b>\$ 1,229,602</b>	<b>\$ 133,525</b>	<b>\$ (1,170,766)</b>	<b>\$ 1,384,428</b>

**TREEHOUSE FOODS, INC.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**
**Condensed Supplemental Consolidating Balance Sheet  
December 31, 2008**

	<u>Parent Company</u>	<u>Subsidiary Guarantors</u>	<u>Non-Guarantor Subsidiaries</u> (In thousands)	<u>Eliminations</u>	<u>Consolidated</u>
<b>ASSETS</b>					
Current assets:					
Cash and cash equivalents	\$ 12	\$ 7	\$ 2,668	\$ —	\$ 2,687
Accounts receivable, net	—	64,664	22,173	—	86,837
Inventories, net	—	214,815	30,975	—	245,790
Deferred income taxes	2,711	3,473	585	—	6,769
Assets held for sale	—	4,081	—	—	4,081
Prepaid expenses and other current assets	354	9,588	373	—	10,315
<b>Total current assets</b>	<b>3,077</b>	<b>296,628</b>	<b>56,774</b>	<b>—</b>	<b>356,479</b>
Property, plant and equipment, net	12,040	227,534	31,090	—	270,664
Goodwill	—	439,725	121,149	—	560,874
Investment in subsidiaries	901,648	85,081	—	(986,729)	—
Intercompany accounts receivable, net	214,419	(56,966)	(157,453)	—	—
Deferred income taxes	19,048	—	—	(19,048)	—
Identifiable intangible and other current assets, net	23,165	67,559	76,941	—	167,665
<b>Total assets</b>	<b>\$ 1,173,397</b>	<b>\$ 1,059,561</b>	<b>\$ 128,501</b>	<b>\$ (1,005,777)</b>	<b>\$ 1,355,682</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>					
Current liabilities:					
Accounts payable and accrued expenses	\$ 75,533	\$ 84,534	\$ 27,728	\$ —	\$ 187,795
Current portion of long-term debt	—	315	160	—	475
<b>Total current liabilities</b>	<b>75,533</b>	<b>84,849</b>	<b>27,888</b>	<b>—</b>	<b>188,270</b>
Long-term debt	465,839	9,264	130	—	475,233
Deferred income taxes	1,342	34,802	10,389	(19,048)	27,485
Other long-term liabilities	10,552	28,998	5,013	—	44,563
Shareholders' equity	620,131	901,648	85,081	(986,729)	620,131
<b>Total liabilities and shareholders' equity</b>	<b>\$ 1,173,397</b>	<b>\$ 1,059,561</b>	<b>\$ 128,501</b>	<b>\$ (1,005,777)</b>	<b>\$ 1,355,682</b>

**TREEHOUSE FOODS, INC.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**
**Condensed Supplemental Consolidating Statement of Income  
Year Ended December 31, 2009**

	<u>Parent Company</u>	<u>Subsidiary Guarantors</u>	<u>Non-Guarantor Subsidiaries</u>	<u>Eliminations</u>	<u>Consolidated</u>
	(In thousands)				
Net sales	\$ —	\$ 1,300,694	\$ 246,715	\$ (35,756)	\$ 1,511,653
Cost of sales	—	1,016,524	204,515	(35,756)	1,185,283
Gross profit	—	284,170	42,200	—	326,370
Selling, general and administrative expense	36,560	128,592	23,252	—	188,404
Amortization	926	7,809	4,646	—	13,381
Other operating expense (income), net	7,600	(13,824)	—	—	(6,224)
Operating (loss) income	(45,086)	161,593	14,302	—	130,809
Interest expense (income), net	15,922	(11,279)	13,787	—	18,430
Other (income) expense, net	(2,104)	(11,855)	4,264	—	(9,695)
(Loss) income from continuing operations, before income taxes	(58,904)	184,727	(3,749)	—	122,074
Income taxes (benefit)	(23,375)	63,321	814	—	40,760
Equity in net income of subsidiaries	116,843	(4,563)	—	(112,280)	—
Net income (loss)	\$ 81,314	\$ 116,843	\$ (4,563)	\$ (112,280)	\$ 81,314

**TREEHOUSE FOODS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**Condensed Supplemental Consolidating Statement of Income  
Year Ended December 31, 2008**

	<u>Parent Company</u>	<u>Subsidiary Guarantors</u>	<u>Non-Guarantor Subsidiaries</u> (In thousands)	<u>Eliminations</u>	<u>Consolidated</u>
Net sales	\$ —	\$ 1,252,780	\$ 252,756	\$ (4,886)	\$ 1,500,650
Cost of sales	—	1,017,798	195,714	(4,886)	1,208,626
Gross profit	—	234,982	57,042	—	292,024
Selling, general and administrative expense	27,938	121,729	27,805	—	177,472
Amortization	415	7,802	5,311	—	13,528
Other operating expense, net	560	13,339	—	—	13,899
Operating (loss) income	(28,913)	92,112	23,926	—	87,125
Interest expense (income), net	24,259	(13,326)	16,681	—	27,614
Other expense, net	6,981	9,170	3,905	—	20,056
(Loss) income from continuing operations, before income taxes	(60,153)	96,268	3,340	—	39,455
Income taxes (benefit)	(22,659)	32,078	1,476	—	10,895
Equity in net income of subsidiaries	65,718	1,864	—	(67,582)	—
Income from continuing operations	28,224	66,054	1,864	(67,582)	28,560
Loss from discontinued operations	—	(336)	—	—	(336)
Net income	\$ 28,224	\$ 65,718	\$ 1,864	\$ (67,582)	\$ 28,224

**TREEHOUSE FOODS, INC.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**
**Condensed Supplemental Consolidating Statement of Income  
Year Ended December 31, 2007**

	<u>Parent Company</u>	<u>Subsidiary Guarantors</u>	<u>Non-Guarantor Subsidiaries</u> (In thousands)	<u>Eliminations</u>	<u>Consolidated</u>
Net sales	\$ —	\$ 1,107,147	\$ 51,066	\$ (311)	\$ 1,157,902
Cost of sales	—	875,081	42,841	(311)	917,611
Gross profit	—	232,066	8,225	—	240,291
Selling, general and administrative expense	24,541	116,730	7,296	—	148,567
Amortization	370	5,565	1,260	—	7,195
Other operating income, net	—	(415)	—	—	(415)
Operating (loss) income	(24,911)	110,186	(331)	—	84,944
Interest expense (income), net	17,782	(225)	4,479	—	22,036
Other income, net	(3,271)	(133)	(213)	—	(3,617)
(Loss) income from continuing operations, before income taxes	(39,422)	110,544	(4,597)	—	66,525
Income taxes (benefit)	(15,491)	42,702	(2,338)	—	24,873
Equity in net income of subsidiaries	65,553	(2,259)	—	(63,294)	—
Income from continuing operations	41,622	65,583	(2,259)	(63,294)	41,652
Loss from discontinued operations	—	(30)	—	—	(30)
Net income (loss)	\$ 41,622	\$ 65,553	\$ (2,259)	\$ (63,294)	\$ 41,622

**TREEHOUSE FOODS, INC.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**
**Condensed Supplemental Consolidating Statement of Cash Flows  
Fiscal Year Ended December 31, 2009**

	<u>Parent Company</u>	<u>Subsidiary Guarantors</u>	<u>Non-Guarantor Subsidiaries</u> (In thousands)	<u>Eliminations</u>	<u>Consolidated</u>
Net cash provided by operating activities	\$ (85,858)	\$ 167,537	\$ 23,165	\$ —	\$ 104,844
Cash flows from investing activities:					
Additions to property, plant and equipment	(166)	(33,693)	(3,128)	—	(36,987)
Insurance proceeds	—	2,863	—	—	2,863
Proceeds from sale of fixed assets	—	6	—	—	6
Net cash used in investing activities	(166)	(30,824)	(3,128)	—	(34,118)
Cash flows from financing activities:					
Net repayment of debt	(73,800)	18,342	(19,026)	—	(74,484)
Intercompany transfer	155,054	(155,054)	—	—	—
Excess tax benefits from stock based payment arrangements	169	—	—	—	169
Cash used to net settle equity awards	(336)	—	—	—	(336)
Proceeds from stock option exercises	4,926	—	—	—	4,926
Net cash used in financing activities	86,013	(136,712)	(19,026)	—	(69,725)
Effect of exchange rate changes on cash and cash equivalents	—	—	727	—	727
Increase (decrease) in cash and cash equivalents	(11)	1	1,738	—	1,728
Cash and cash equivalents, beginning of year	12	7	2,668	—	2,687
Cash and cash equivalents, end of year	\$ 1	\$ 8	\$ 4,406	\$ —	\$ 4,415

**TREEHOUSE FOODS, INC.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**
**Condensed Supplemental Consolidating Statement of Cash Flows  
Fiscal Year Ended December 31, 2008**

	<u>Parent Company</u>	<u>Subsidiary Guarantors</u>	<u>Non-Guarantor Subsidiaries</u> (In thousands)	<u>Eliminations</u>	<u>Consolidated</u>
Net cash provided by operating activities	\$ 26,616	\$ 127,353	\$ 21,667	\$ —	\$ 175,636
Cash flows from investing activities:					
Additions to property, plant and equipment	(12,133)	(40,232)	(3,106)	—	(55,471)
Insurance proceeds		12,047	—	—	12,047
Acquisitions, net of cash acquired	67	—	(318)	—	(251)
Proceeds from sale of fixed assets		1,679	—	—	1,679
Net cash used in continuing operations	(12,066)	(26,506)	(3,424)	—	(41,996)
Net cash provided by discontinued operations	—	157	—	—	157
Net cash used in investing activities	(12,066)	(26,349)	(3,424)	—	(41,839)
Cash flows from financing activities:					
Net repayment of debt	(139,673)	14,757	(20,621)	—	(145,537)
Intercompany transfer	115,986	(115,986)	—	—	—
Excess tax benefits from stock based payment arrangements	377	—	—	—	377
Proceeds from stock option exercises	5,434	—	—	—	5,434
Net cash used in financing activities	(17,876)	(101,229)	(20,621)	—	(139,726)
Effect of exchange rate changes on cash and cash equivalents	—	—	(614)	—	(614)
Increase (decrease) in cash and cash equivalents	(3,326)	(225)	(2,992)	—	(6,543)
Cash and cash equivalents, beginning of year	3,338	232	5,660	—	9,230
Cash and cash equivalents, end of year	\$ 12	\$ 7	\$ 2,668	\$ —	\$ 2,687



TREEHOUSE FOODS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Condensed Supplemental Consolidating Statement of Cash Flows  
Fiscal Year Ended December 31, 2007

	Parent Company	Subsidiary Guarantors	Non-Guarantor Subsidiaries (In thousands)	Eliminations	Consolidated
Net cash provided by operations	\$ (28,530)	\$ 115,089	\$ 9,843	\$ —	\$ 96,402
Cash flows from investing activities:					
Additions to property, plant and equipment	(27)	(19,042)	(745)	—	(19,814)
Acquisitions, net of cash acquired	(451,891)	389	1,565	—	(449,937)
Proceeds from sale of fixed assets	—	1,465	—	—	1,465
Net cash used in continuing operations	(451,918)	(17,188)	820	—	(468,286)
Net cash provided by discontinued operations	—	467	—	—	467
Net cash provided by (used in) investing activities	(451,918)	(16,721)	820	—	(467,819)
Cash flows from financing activities:					
Proceeds from issuance of debt	440,035	—	—	—	440,035
Net repayment of debt	(58,535)	4,330	(4,945)	—	(59,150)
Intercompany transfer	102,472	(102,472)	—	—	—
Financing costs	(230)	—	—	—	(230)
Proceeds from stock option exercises	44	—	—	—	44
Net cash provided by (used in) financing activities	483,786	(98,142)	(4,945)	—	380,699
Effect of exchange rate changes on cash and cash equivalents	—	—	(58)	—	(58)
Increase in cash and cash equivalents	3,338	226	5,660	—	9,224
Cash and cash equivalents, beginning of year	—	6	—	—	6
Cash and cash equivalents, end of year	\$ 3,338	\$ 232	\$ 5,660	\$ —	\$ 9,230

**Item 9. *Changes in and Disagreements With Accountants on Accounting and Financial Disclosure***

None.

**Item 9A. *Controls and Procedures***

**Disclosure Controls and Procedures**

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, have evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of December 31, 2009. Based on such evaluations, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures were effective in recording, processing, summarizing, and reporting, on a timely basis, information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act, and that information is accumulated and communicated to the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely discussions regarding required disclosure.

**Management's Report on Internal Control over Financial Reporting**

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Exchange Act. The Company's management, with the participation of Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's internal control over financial reporting based on the criteria set forth in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, the Company's management has concluded that, as of December 31, 2009, the Company's internal control over financial reporting was effective.

The Company's independent registered public accounting firm, Deloitte & Touche LLP, has issued an attestation report on the Company's internal control over financial reporting as of December 31, 2009. This report is included with this Form 10-K.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Changes in Internal Controls over Financial Reporting**

There was no change in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) identified in connection with the evaluation required by Rule 13a-15(d) of the Exchange Act, that occurred during the fourth quarter of the fiscal year covered by this report on Form 10-K, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
TreeHouse Foods, Inc.  
Westchester, IL 60154

We have audited the internal control over financial reporting of TreeHouse Foods, Inc. and subsidiaries (the "Company") as of December 31, 2009, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on the criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedule as of and for the year ended December 31, 2009 of the Company and our report dated February 16, 2010 expressed an unqualified opinion on those financial statements and financial statement schedule.

/s/ Deloitte & Touche LLP  
Chicago, Illinois  
February 16, 2010

**Item 9B. Other Information**

None.

**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance**

Information required by this item about our directors and executive officers is included in our Proxy Statement (“2010 Proxy Statement”) to be filed with the Securities and Exchange Commission in connection with our 2010 annual meeting of the stockholders under the headings, *Directors And Management — Directors and Executive Officers* and *Election of Directors* and is incorporated herein by reference.

Information about compliance with the reporting requirements of Section 16(a) of the Securities Exchange Act of 1934, as amended, by our executive officers and directors, persons who own more than ten percent of our common stock, and their affiliates who are required to comply with such reporting requirements, is included in our 2010 Proxy Statement under the headings, *Stock Ownership — Security Ownership of Certain Beneficial Owners and Management* and *Section 16(a) Beneficial Ownership Reporting Compliance* and is incorporated herein by reference. Information about the Audit Committee Financial Expert is included in our 2010 Proxy Statement under the heading, *Corporate Governance — Meetings of the Board of Directors and Committee Meetings/Role of Committees*, and is incorporated herein by reference.

The information required by this item concerning our executive officers is incorporated herein by reference to our proxy statement (to be filed) for our April 29, 2010 Annual Meeting of Stockholders.

Our Code of Ethics, which is applicable to all of our employees and directors, is available on our corporate website at <http://www.treehousefoods.com>, along with the Corporate Governance Guidelines of our Board of Directors and the charters of the Committees of our Board of Directors. Any waivers that we may grant to our executive officers or directors under the Code of Ethics, and any amendments to our Code of Ethics, will be posted on our corporate website. Any of these items or any of our filings with the Securities and Exchange Commission are available in print to any shareowner who requests them. Requests should be sent to Investor Relations, TreeHouse Foods, Inc., Two Westbrook Corporate Center, Suite 1070, Westchester, IL 60154.

We submitted the certification of our chief executive officer required by Section 303A.12 of the NYSE Listed Company Manual, relating to our compliance with the NYSE’s corporate governance listing standards, on May 7, 2009 without qualification. In addition, we have included the certifications required of our chief executive officer and our chief financial officer by Section 302 of the Sarbanes-Oxley Act of 2002 and related rules with respect to the quality of our disclosures in our Form 10-K for the year ended December 31, 2009, as Exhibits 31.1 and 31.2, respectively, to this Form 10-K.

**Item 11. Executive Compensation**

The information required by this item is included in the 2010 Proxy Statement under the headings, *Stock Ownership, Compensation Discussion and Analysis, Executive Compensation, Compensation Committee Interlocks and Insider Participation* and *Committee Reports — Report of the Compensation Committee* and is incorporated herein by reference. Notwithstanding anything to the contrary set forth in this report, the *Committee Reports — Report of the Compensation Committee* section of the 2010 Proxy Statement shall be deemed to be “furnished” and not “filed” for purposes of the Securities Exchange Act of 1934, as amended.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required by this item is included in the 2010 Proxy Statement under the heading, *Stock Ownership — Security Ownership of Certain Beneficial Owners and Management* and is incorporated herein by reference.

**Item 13. *Certain Relationships and Related Transactions, and Director Independence***

The information required by this item is included in the 2010 Proxy Statement under the heading, *Corporate Governance* and is incorporated herein by reference.

**Item 14. *Principal Accountant Fees and Services***

The information required by this item is included in the 2010 Proxy Statement under the heading, *Fees Billed by Independent Registered Public Accounting Firm* and is incorporated herein by reference.

**PART IV**

**Item 15. *Exhibits and Financial Statement Schedules***

The following documents are filed as part of this Form 10-K.

	<u>Page</u>
1. Financial Statements filed as a part of this document under Item 8.	
<a href="#">Report of Independent Registered Public Accounting Firm</a>	39
<a href="#">Consolidated Balance Sheets as of December 31, 2009 and 2008</a>	40
<a href="#">Consolidated Statements of Income for the years ended December 31, 2009, 2008 and 2007</a>	41
<a href="#">Consolidated Statements of Stockholders' Equity for the years ended December 31, 2009, 2008 and 2007</a>	42
<a href="#">Consolidated Statements of Cash Flows for the years ended December 31, 2009, 2008 and 2007</a>	43
<a href="#">Notes to Consolidated Financial Statements</a>	44
2. Financial Statement Schedule	
<a href="#">Schedule II — Valuation and Qualifying Accounts</a>	87
3. Exhibits	88

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TREEHOUSE FOODS, INC.

/s/ Dennis F. Riordan

Dennis F. Riordan  
*Senior Vice President and Chief Financial Officer*

February 16, 2010

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Sam K. Reed</u>	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	February 16, 2010
Sam K. Reed		
<u>/s/ Dennis F. Riordan</u>	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	February 16, 2010
Dennis F. Riordan		
<u>/s/ George V. Bayly</u>	Director	February 16, 2010
George V. Bayly		
<u>/s/ Diana S. Ferguson</u>	Director	February 16, 2010
Diana S. Ferguson		
<u>/s/ Dennis F. O'Brien</u>	Director	February 16, 2010
Dennis F. O'Brien		
<u>/s/ Frank J. O'Connell</u>	Director	February 16, 2010
Frank J. O'Connell		
<u>/s/ Ann M. Sardini</u>	Director	February 16, 2010
Ann M. Sardini		
<u>/s/ Gary D. Smith</u>	Director	February 16, 2010
Gary D. Smith		
<u>/s/ Terdema L. Ussery, II</u>	Director	February 16, 2010
Terdema L. Ussery, II		

/s/ David B. Vermylen

Director  
President and Chief Operating Officer

February 16,  
2010

---

David B. Vermylen



## SCHEDULE II

**TREEHOUSE FOODS, INC.**  
**VALUATION AND QUALIFYING ACCOUNTS**  
**December 31, 2009, 2008 and 2007**

Allowance for doubtful accounts deducted from accounts receivable:

<u>Year</u>	<u>Balance Beginning of Year</u>	<u>Charge (Credit) to Income</u>	<u>Acquisitions</u>	<u>Write-Off of Uncollectible Accounts</u>	<u>Recoveries</u>	<u>Balance End of Year</u>
	(In thousands)					
2007	\$ 227	\$ 253	\$ 301	\$ (147)	\$ 3	\$ 637
2008	\$ 637	\$ 150	\$ —	\$ (314)	\$ 5	\$ 478
2009	\$ 478	\$ 68	\$ —	\$ (124)	\$ 2	\$ 424

**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Exhibit Description</b>
2.1	Purchase Agreement, dated as of April 20, 2007, among Silver Brands Partners II, L.P., VDW Farms, Ltd., VDW Management, L.L.C., and Bay Valley Foods, LLC is incorporated by reference to Exhibit 2.1 to our Current Report on Form 8-K dated April 23, 2007.
2.2	Purchase Agreement, dated as of June 24, 2007 between E.D. Smith Operating Trust, E.D. Smith Limited Partnership, E.D. Smith Income Fund and TreeHouse Foods, Inc. is incorporated by reference to Exhibit 2.1 to our Current Report on Form 8-K dated June 27, 2007.
2.3	Stock Purchase Agreement, dated as of December 20, 2009, among TreeHouse Foods, Inc., Sturm Foods, Inc., HMSF, L.P. and other shareholders of Sturm Foods, Inc. is incorporated by reference to Exhibit 2.1 to our Current Report on Form 8-K dated December 20, 2009.
3.1*	Restated Certificate of Incorporation of TreeHouse Foods, Inc., as amended on April 30, 2009
3.2	Amended and Restated By-Laws of TreeHouse Foods, Inc. is incorporated by reference to Exhibit 3.2 of our quarterly report on Form 10-Q filed with the Commission November 4, 2009.
4.1	Form of TreeHouse Foods, Inc. Common Stock Certificate is incorporated by reference to Exhibit 4.1 to Amendment No. 1 to our Registration Statement on Form 10 filed with the Commission on June 9, 2005
4.2	Stockholders Agreement, dated January 27, 2005, by and between, TreeHouse Foods, Inc., Dean Foods Company, Sam K. Reed, David B. Vermynen, E. Nichol McCully, Thomas E. O'Neill, and Harry J. Walsh is incorporated by reference to Exhibit 4.2 to our Registration Statement on Form 10 filed with the Commission on May 13, 2005
4.3	Rights Agreement between TreeHouse Foods, Inc. and The Bank of New York, as rights agent is incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated June 28, 2005
4.4	Form of Certificate of Designation of Series A Junior Participating Preferred Stock (attached as an Exhibit to the Rights Agreement that is incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated June 28, 2005)
4.5	Form of Rights Certificate (attached as an Exhibit to the Rights Agreement that is incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated June 28, 2005)
10.1**	Employment Agreement, dated January 27, 2005, by and between TreeHouse Foods, Inc. and Sam K. Reed is incorporated by reference to Exhibit 10.1 to our Registration Statement on Form 10 filed with the Commission on May 13, 2005
10.2**	Employment Agreement, dated January 27, 2005, by and between TreeHouse Foods, Inc. and David B. Vermynen is incorporated by reference to Exhibit 10.2 to our Registration Statement on Form 10 filed with the Commission on May 13, 2005
10.3**	Employment Agreement, dated January 27, 2005, by and between TreeHouse Foods, Inc. and Thomas E. O'Neill is incorporated by reference to Exhibit 10.4 to our Registration Statement on Form 10 filed with the Commission on May 13, 2005
10.4**	Employment Agreement, dated January 27, 2005, by and between TreeHouse Foods, Inc. and Harry J. Walsh is incorporated by reference to Exhibit 10.5 to our Registration Statement on Form 10 filed with the Commission on May 13, 2005
10.5	Form of Subscription Agreement is incorporated by reference to Exhibit 10.6 to our Registration Statement on Form 10 filed with the Commission on May 13, 2005
10.6**	Form of Memorandum of Amendment to Stockholders Agreement and Employment Agreements of Sam K. Reed, David B. Vermynen, E. Nichol McCully, Thomas E. O'Neill, and Harry J. Walsh is incorporated by reference to Exhibit 10.14 to Amendment No. 1 to our Registration Statement on Form 10 filed with the Commission on June 9, 2005.
10.7**	TreeHouse Foods, Inc. Executive Deferred Compensation Plan is incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated August 3, 2005.

[Table of Contents](#)

<u>Exhibit No.</u>	<u>Exhibit Description</u>
10.8	Credit Agreement dated as of June 27, 2005, between TreeHouse Foods, Inc. and a group of Lenders with Bank of America as Administrative Agent, Swing Line Lender and L/C Issuer is incorporated by reference to Exhibit 10.16 of our Form 10-Q filed with the Commission on May 12, 2006.
10.9**	Executive Severance Plan, dated as of April 21, 2006, which became effective May 1, 2006 is incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated April 21, 2006.
10.10	Amendment No. 1 dated as of August 31, 2006 to the Credit Agreement dated June 27, 2005 is incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated August 31, 2006.
10.11	Note Purchase Agreement dated as of September 22, 2006 by and among TreeHouse Foods, Inc. and a group of Purchasers is incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated September 22, 2006.
10.12**	Form of Performance — Vesting Restricted Stock Award Agreement is incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated February 5, 2007.
10.13**	Form of Performance — Vesting Restricted Stock Award Agreement with Dennis F. Riordan is incorporated by reference to Exhibit 10.2 of our Form 10-Q filed with the Commission May 9, 2007.
10.14**	Amendments to and a restatement of our 2005 Long-Term Incentive Plan which was renamed the “TreeHouse Foods, Inc. Equity and Incentive Plan” is incorporated by reference to Appendix A of the Schedule 14A (Proxy Statement) dated February 27, 2007.
10.15**	Amendment to the TreeHouse Foods, Inc. Equity and Incentive Plan is incorporated by reference to Exhibit 10.1 of our Form 10-Q filed with the Commission August 8, 2007.
10.16	Amendment to No. 2 dated as of August 30, 2007 to the Credit Agreement dated June 27, 2005 is incorporated by reference to exhibit 10.1 to our Current Report on Form 8-K dated September 4, 2007.
10.17**	First Amendment to the January 27, 2005 Employment Agreement by and between TreeHouse Foods, Inc. and Sam K. Reed is incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated November 5, 2008.
10.18**	First Amendment to the January 27, 2005 Employment Agreement by and between TreeHouse Foods, Inc. and Thomas E. O’Neill is incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K dated November 5, 2008.
10.19**	First Amendment to the January 27, 2005 Employment Agreement by and between TreeHouse Foods, Inc. and David B. Vermynen is incorporated by reference to Exhibit 10.3 to our Current Report on Form 8-K dated November 5, 2008.
10.20**	First Amendment to the January 27, 2005 Employment Agreement by and between TreeHouse Foods, Inc. and Harry J. Walsh is incorporated by reference to Exhibit 10.4 to our Current Report on Form 8-K dated November 5, 2008.
10.21**	Employment Agreement by and between TreeHouse Foods, Inc. and Dennis F. Riordan is incorporated by reference to Exhibit 10.5 to our Current Report on Form 8-K dated November 5, 2008.
10.22**	First Amendment to the TreeHouse Foods, Inc. Executive Deferred Compensation Plan is incorporated by reference to Exhibit 10.6 to our Current Report on Form 8-K dated November 5, 2008.
10.23**	First Amendment to the TreeHouse Supplement Retirement Plan is incorporated by reference to Exhibit 10.7 to our Current Report on Form 8-K dated November 5, 2008.
10.24**	First Amendment to the TreeHouse Foods, Inc. 2008 Incentive Plan is incorporated by reference to Exhibit 10.8 to our Current Report on Form 8-K dated November 5, 2008.
10.25**	First Amendment to the Bay Valley Foods, LLC 2008 Incentive Plan is incorporated by reference to Exhibit 10.9 to our Current Report on Form 8-K dated November 5, 2008.

## [Table of Contents](#)

<u>Exhibit No.</u>	<u>Exhibit Description</u>
10.26**	First Amendment to the TreeHouse Foods, Inc. Equity and Incentive Plan is incorporated by reference to Exhibit 10.10 to our Current Report on Form 8-K dated November 5, 2008.
10.27**	Amended and Restated TreeHouse Foods, Inc. Executive Severance Plan is incorporated by reference to Exhibit 10.11 to our Current Report on Form 8-K dated November 5, 2008.
10.28**	First Amendment to Employment Agreement, date April 21, 2009, between TreeHouse Foods, Inc. and Dennis F. Riordan is Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated April 21, 2009.
10.29**	Form of employee Cash Long-Term Incentive Award Agreement is incorporated by reference to Exhibit 10.1 of our Form 10-Q filed with the Commission August 6, 2009.
10.30**	Form of employee Performance Unit Agreement is incorporated by reference to Exhibit 10.2 of our Form 10-Q filed with the Commission August 6, 2009.
10.31**	Form of employee Restricted Stock Agreement is incorporated by reference to Exhibit 10.3 of our Form 10-Q filed with the Commission August 6, 2009.
10.32**	Form of employee Restricted Stock Unit Agreement is incorporated by reference to Exhibit 10.4 of our Form 10-Q filed with the Commission August 6, 2009.
10.33**	Form of employee Non-Statutory Stock Option Agreement is incorporated by reference to Exhibit 10.5 of our Form 10-Q filed with the Commission August 6, 2009.
10.34**	Form of non-employee director Restricted Stock Unit Agreement is incorporated by reference to Exhibit 10.6 of our Form 10-Q filed with the Commission August 6, 2009.
10.35**	Form of non-employee director Non-Statutory Stock Option Agreement is incorporated by reference to Exhibit 10.7 of our Form 10-Q filed with the Commission August 6, 2009.
21.1*	List of Subsidiaries.
23.1*	Consent of Independent Registered Accounting Firm, Deloitte & Touche LLP.
31.1*	Certificate of Chief Executive Officer Required Under Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certificate of Chief Financial Officer Required Under Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certificate of Chief Executive Officer Required Under Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certificate of Chief Financial Officer Required Under Section 906 of the Sarbanes-Oxley Act of 2002.

\* Filed herewith.

\*\* Management contract or compensatory plan or arrangement.

CERTIFICATE OF AMENDMENT  
OF  
RESTATED CERTIFICATE OF INCORPORATION

\*\*\*\*\*

TreeHouse Foods, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation duly adopted a resolution setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article Fourth of the Certificate of Incorporation of the Corporation is hereby deleted and replaced in its entirety with the following:

“FOURTH: The total number of shares of all classes of stock which the Company shall have authority to issue is 100,000,000 shares, consisting of (i) 90,000,000 shares of Common \$0.01 par value per share (“Common Stock”), and (ii) 10,000,000 shares of preferred \$0.01 par value per share (“Preferred Stock”).”

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the annual meeting of the stockholders of said corporation was duly called and held on April 30, 2009 upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting a majority of shares as required by statute were voted in favor of the amendment.

THIRD: That the aforesaid amendment has been duly adopted in accordance with the applicable provisions of Sections 242 of the General Corporation Law of the State of Delaware.

---

IN WITNESS WHEREOF, said TreeHouse Foods, Inc. has caused this Certificate to be executed this 30th day of April, 2009.

TREEHOUSE FOODS, INC.

By: /s/ Thomas E. O'Neill  
Name: Thomas E. O'Neill  
Title: Corporate Secretary

---

RESTATED CERTIFICATE OF INCORPORATION  
OF  
TREEHOUSE FOODS, INC.  
INCORPORATED ON JANUARY 25, 2005  
UNDER THE NAME  
DEAN SPECIALTY FOODS HOLDINGS, INC.

FIRST: The name of the Corporation is TreeHouse Foods, Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 50,000,000 shares, consisting of (i) 40,000,000 shares of common stock, \$.01 par value per share ("Common Stock"), and (ii) 10,000,000 shares of preferred stock, \$.01 par value per share ("Preferred Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A COMMON STOCK.

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock of any series as may be designated by the Board of Directors upon any issuance of the Preferred Stock of any series.

2. Voting. The holders of the Common Stock shall have voting rights at all meetings of stockholders, each such holder being entitled to one vote for each share thereof held by such holder; provided, however, that, except as otherwise required by law, holders of Common Stock shall not be entitled to vote on any amendment to this Restated Certificate of Incorporation (which, as used herein, shall mean the certificate of incorporation of the Corporation, as amended from time to time, including the terms of any certificate of designations of any series of Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together as a class with the holders of one or more other such series, to vote thereon pursuant to this Restated Certificate of Incorporation. There shall be no cumulative voting.

The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders



of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware.

3. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend or other rights of any then outstanding Preferred Stock.

4. Liquidation. Upon the dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to any preferential or other rights of any then outstanding Preferred Stock.

#### **B PREFERRED STOCK.**

Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issuance of the shares thereof, to determine and fix the number of shares of such series and such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the General Corporation Law of the State of Delaware. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law.

The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware.

FIFTH: Except as otherwise provided herein, the Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute and this Restated Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

SIXTH: In furtherance and not in limitation of the powers conferred upon it by the laws of the State of Delaware, and subject to the terms of any series of Preferred Stock, the Board of Directors shall have the power to adopt, amend, alter or repeal the Corporation's By-laws. The affirmative vote of a majority of the directors present at any regular or special meeting of the

Board of Directors at which a quorum is present shall be required to adopt, amend, alter or repeal the Corporation's By-laws. The Corporation's By-laws also may be adopted, amended, altered or repealed by the affirmative vote of the holders of at least seventy-five percent (75%) of the votes which all the stockholders would be entitled to cast in any annual election of directors or class of directors, in addition to any other vote required by this Restated Certificate of Incorporation. Notwithstanding any other provisions of law, this Restated Certificate of Incorporation or the By-Laws of the Corporation, and notwithstanding the fact that a lesser percentage may be specified by law, the affirmative vote of the holders of at least seventy-five percent (75%) of the votes which all the stockholders would be entitled to cast in any annual election of directors or class of directors shall be required to amend or repeal, or to adopt any provision inconsistent with, this Article SIXTH.

SEVENTH: Except to the extent that the General Corporation Law of the State of Delaware prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) pursuant to Section 174 (or any successor provision) of the General Corporation Law of the State of Delaware or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

EIGHTH: The Corporation shall provide indemnification as follows:

1. Actions, Suits and Proceedings Other than by or in the Right of the Corporation. The Corporation shall indemnify each person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer, partner, employee or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (including any employee benefit plan) (all such persons being referred to hereafter as an "Indemnitee"), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by or on behalf of Indemnitee in connection with such action, suit or proceeding and any appeal therefrom, if Indemnitee acted in good faith and in a manner which Indemnitee reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that Indemnitee did not act in good faith and in a manner which Indemnitee reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with

respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

2. Actions or Suits by or in the Right of the Corporation. The Corporation shall indemnify any Indemnitee who was or is a party to or threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that Indemnitee is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer, partner, employee or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (including any employee benefit plan), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees) and, to the extent permitted by law, amounts paid in settlement actually and reasonably incurred by or on behalf of Indemnitee in connection with such action, suit or proceeding and any appeal therefrom, if Indemnitee acted in good faith and in a manner which Indemnitee reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made under this Section 2 in respect of any claim, issue or matter as to which Indemnitee shall have been adjudged to be liable to the Corporation, unless, and only to the extent, that the Court of Chancery of Delaware shall determine upon application that, despite the adjudication of such liability but in view of all the circumstances of the case, Indemnitee is fairly and reasonably entitled to indemnity for such expenses (including attorneys' fees) which the Court of Chancery of Delaware shall deem proper.

3. Indemnification for Expenses of Successful Party. Notwithstanding any other provisions of this Article, to the extent that an Indemnitee has been successful, on the merits or otherwise, in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article EIGHTH, or in defense of any claim, issue or matter therein, or on appeal from any such action, suit or proceeding, Indemnitee shall be indemnified against all expenses (including attorneys' fees) actually and reasonably incurred by or on behalf of Indemnitee in connection therewith. Without limiting the foregoing, if any action, suit or proceeding is disposed of, on the merits or otherwise (including a disposition without prejudice), without (i) the disposition being adverse to Indemnitee, (ii) an adjudication that Indemnitee was liable to the Corporation, (iii) a plea of guilty or nolo contendere by Indemnitee, (iv) an adjudication that Indemnitee did not act in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and (v) with respect to any criminal proceeding, an adjudication that Indemnitee had reasonable cause to believe his conduct was unlawful, Indemnitee shall be considered for the purposes hereof to have been wholly successful with respect thereto.

4. Notification and Defense of Claim. As a condition precedent to an Indemnitee's right to be indemnified, such Indemnitee must notify the Corporation in writing as soon as practicable of any action, suit, proceeding or investigation involving such Indemnitee for which indemnity will or could be sought. With respect to any action, suit, proceeding or investigation of which the Corporation is so notified, the Corporation will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to Indemnitee. After notice from the Corporation to Indemnitee of its election so to assume such defense, the Corporation shall not be liable to Indemnitee for any legal or other expenses subsequently incurred by Indemnitee in connection with such action, suit,

proceeding or investigation, other than as provided below in this Section 4. Indemnitee shall have the right to employ his or her own counsel in connection with such action, suit, proceeding or investigation, but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of Indemnitee unless (i) the employment of counsel by Indemnitee has been authorized by the Corporation, (ii) counsel to Indemnitee shall have reasonably concluded that there may be a conflict of interest or position on any significant issue between the Corporation and Indemnitee in the conduct of the defense of such action, suit, proceeding or investigation or (iii) the Corporation shall not in fact have employed counsel to assume the defense of such action, suit, proceeding or investigation, in each of which cases the fees and expenses of counsel for Indemnitee shall be at the expense of the Corporation, except as otherwise expressly provided by this Article. The Corporation shall not be entitled, without the consent of Indemnitee, to assume the defense of any claim brought by or in the right of the Corporation or as to which counsel for Indemnitee shall have reasonably made the conclusion provided for in clause (ii) above. The Corporation shall not be required to indemnify Indemnitee under this Article EIGHTH for any amounts paid in settlement of any action, suit, proceeding or investigation effected without its written consent. The Corporation shall not settle any action, suit, proceeding or investigation in any manner which would impose any penalty or limitation on Indemnitee without Indemnitee's written consent. Neither the Corporation nor Indemnitee will unreasonably withhold or delay its consent to any proposed settlement.

5. Advance of Expenses. Subject to the provisions of Section 6 of this Article EIGHTH, in the event of any action, suit, proceeding or investigation of which the Corporation receives notice under this Article, any expenses (including attorneys' fees) incurred by or on behalf of Indemnitee in defending an action, suit, proceeding or investigation or any appeal therefrom shall be paid by the Corporation in advance of the final disposition of such matter; provided, however, that the payment of such expenses incurred by or on behalf of Indemnitee in advance of the final disposition of such matter shall be made only upon receipt of an undertaking by or on behalf of Indemnitee to repay all amounts so advanced in the event that it shall ultimately be determined that Indemnitee is not entitled to be indemnified by the Corporation as authorized in this Article; and further provided that no such advancement of expenses shall be made under this Article EIGHTH if it is determined (in the manner described in Section 6) that (i) Indemnitee did not act in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, or (ii) with respect to any criminal action or proceeding, Indemnitee had reasonable cause to believe his conduct was unlawful. Such undertaking shall be accepted without reference to the financial ability of Indemnitee to make such repayment.

6. Procedure for Indemnification. In order to obtain indemnification or advancement of expenses pursuant to Section 1, 2, 3 or 5 of this Article EIGHTH, an Indemnitee shall submit to the Corporation a written request. Any such advancement of expenses shall be made promptly, and in any event within 60 days after receipt by the Corporation of the written request of Indemnitee, unless (i) the Corporation has assumed the defense pursuant to Section 4 of this Article EIGHTH (and none of the circumstances described in Section 4 of this Article EIGHTH that would nonetheless entitle the Indemnitee to indemnification for the fees and expenses of separate counsel have occurred) or (ii) the Corporation determines within such 60-day period that Indemnitee did not meet the applicable standard of conduct set forth in

Section 1, 2 or 5 of this Article EIGHTH, as the case may be. Any such indemnification, unless ordered by a court, shall be made with respect to requests under Section 1 or 2 only as authorized in the specific case upon a determination by the Corporation that the indemnification of Indemnitee is proper because Indemnitee has met the applicable standard of conduct set forth in Section 1 or 2, as the case may be. Such determination shall be made in each instance (a) by a majority vote of the directors of the Corporation consisting of persons who are not at that time parties to the action, suit or proceeding in question (“disinterested directors”), whether or not a quorum, (b) by a committee of disinterested directors designated by majority vote of disinterested directors, whether or not a quorum, (c) if there are no disinterested directors, or if the disinterested directors so direct, by independent legal counsel (who may, to the extent permitted by law, be regular legal counsel to the Corporation) in a written opinion, or (d) by the stockholders of the Corporation.

7. Remedies. The right to indemnification or advancement of expenses as granted by this Article shall be enforceable by Indemnitee in any court of competent jurisdiction. Neither the failure of the Corporation to have made a determination prior to the commencement of such action that indemnification is proper in the circumstances because Indemnitee has met the applicable standard of conduct, nor an actual determination by the Corporation pursuant to Section 6 of this Article EIGHTH that Indemnitee has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that Indemnitee has not met the applicable standard of conduct. Indemnitee’s expenses (including attorneys’ fees) reasonably incurred in connection with successfully establishing Indemnitee’s right to indemnification, in whole or in part, in any such proceeding shall also be indemnified by the Corporation.

8. Limitations. Notwithstanding anything to the contrary in this Article, except as set forth in Section 7 of the Article EIGHTH, the Corporation shall not indemnify an Indemnitee pursuant to this Article EIGHTH in connection with a proceeding (or part thereof) initiated by such Indemnitee unless the initiation thereof was approved by the Board of Directors of the Corporation. Notwithstanding anything to the contrary in this Article, the Corporation shall not indemnify an Indemnitee to the extent such Indemnitee is reimbursed from the proceeds of insurance, and in the event the Corporation makes any indemnification payments to an Indemnitee and such Indemnitee is subsequently reimbursed from the proceeds of insurance, such Indemnitee shall promptly refund indemnification payments to the Corporation to the extent of such insurance reimbursement.

9. Subsequent Amendment. No amendment, termination or repeal of this Article or of the relevant provisions of the General Corporation Law of the State of Delaware or any other applicable laws shall affect or diminish in any way the rights of any Indemnitee to indemnification under the provisions hereof with respect to any action, suit, proceeding or investigation arising out of or relating to any actions, transactions or facts occurring prior to the final adoption of such amendment, termination or repeal.

10. Other Rights. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which an Indemnitee seeking indemnification or advancement of expenses may be entitled under any law (common or statutory), agreement or vote of stockholders or disinterested directors or otherwise, both as to action in Indemnitee’s official capacity and as to action in any other capacity while holding

office for the Corporation, and shall continue as to an Indemnitee who has ceased to be a director or officer, and shall inure to the benefit of the estate, heirs, executors and administrators of Indemnitee. Nothing contained in this Article shall be deemed to prohibit, and the Corporation is specifically authorized to enter into, agreements with officers and directors providing indemnification rights and procedures different from those set forth in this Article. In addition, the Corporation may, to the extent authorized from time to time by its Board of Directors, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth in this Article.

11. Partial Indemnification. If an Indemnitee is entitled under any provision of this Article to indemnification by the Corporation for some or a portion of the expenses (including attorneys' fees), judgments, fines or amounts paid in settlement actually and reasonably incurred by or on behalf of Indemnitee in connection with any action, suit, proceeding or investigation and any appeal therefrom but not, however, for the total amount thereof, the Corporation shall nevertheless indemnify Indemnitee for the portion of such expenses (including attorneys' fees), judgments, fines or amounts paid in settlement to which Indemnitee is entitled.

12. Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise (including any employee benefit plan) against any expense, liability or loss incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law of the State of Delaware.

13. Savings Clause. If this Article or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each Indemnitee as to any expenses (including attorneys' fees), judgments, fines and amounts paid in settlement in connection with any action, suit, proceeding or investigation, whether civil, criminal or administrative, including an action by or in the right of the Corporation, to the fullest extent permitted by any applicable portion of this Article that shall not have been invalidated and to the fullest extent permitted by applicable law.

14. Definitions. Terms used herein and defined in Section 145(h) and Section 145(i) of the General Corporation Law of the State of Delaware shall have the respective meanings assigned to such terms in such Section 145(h) and Section 145(i).

NINTH: This Article is inserted for the management of the business and for the conduct of the affairs of the Corporation.

1. General Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

2. Number of Directors; Election of Directors. Subject to the rights of holders of any series of Preferred Stock to elect directors, the number of directors of the Corporation shall be established by a majority of the entire Board of Directors except that such number shall be not

less than three (3) nor more than fifteen (15), the initial number to be seven (7) until otherwise determined by resolution adopted by a majority of the entire Board of Directors. Election of directors need not be by written ballot, except as and to the extent provided in the By-laws of the Corporation.

3. Classes of Directors. Subject to the rights of holders of any series of Preferred Stock to elect directors, the Board of Directors shall be and is divided into three classes: Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third of the total number of directors constituting the entire Board of Directors.

4. Terms of Office. Subject to the rights of holders of any series of Preferred Stock to elect directors, each director shall serve for a term ending on the date of the third annual meeting following the annual meeting at which such director was elected; provided, that each director initially appointed to Class I shall serve for a term expiring at the Corporation's annual meeting of stockholders held in 2006; each director initially appointed to Class II shall serve for a term expiring at the Corporation's annual meeting of stockholders held in 2007; and each director initially appointed to Class III shall serve for a term expiring at the Corporation's annual meeting of stockholders held in 2008; provided further, that the term of each director shall continue until the election and qualification of his or her successor and be subject to his or her earlier death, resignation, disqualification or removal.

5. Removal. Subject to the rights of holders of any series of Preferred Stock, directors of the Corporation may be removed only for cause and only by the affirmative vote of the holders of at least seventy-five percent (75%) of the votes which all the stockholders would be entitled to cast in any annual election of directors or class of directors.

6. Vacancies. Subject to the rights of holders of any series of Preferred Stock, any vacancy or newly created directorships in the Board of Directors, however occurring, shall be filled only by vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director and shall not be filled by the stockholders. A director elected to fill a vacancy shall hold office until the next election of the class for which such director shall have been chosen, subject to the election and qualification of a successor and to such director's earlier death, resignation, disqualification or removal.

7. Amendments to Article. Notwithstanding any other provisions of applicable law, this Restated Certificate of Incorporation or the By-laws of the Corporation, and notwithstanding the fact that a lesser percentage may be specified by applicable law, the affirmative vote of the holders of at least seventy-five percent (75%) of the votes which all the stockholders would be entitled to cast in any annual election of directors or class of directors represented at a meeting of stockholders at which a quorum is present (as provided in the By-laws of the Corporation) shall be required to amend or repeal, or to adopt any provision inconsistent with, this Article NINTH.

TENTH: Stockholders of the Corporation may not take any action by written consent in lieu of a meeting. Notwithstanding any other provisions of applicable law, this Restated Certificate of Incorporation or the By-laws of the Corporation, and notwithstanding the fact that a lesser percentage may be specified by applicable law, the affirmative vote of the holders of at least seventy-five percent (75%) of the votes which all the stockholders would be entitled to cast

in any annual election of directors or class of directors represented at a meeting of stockholders at which a quorum is present (as provided in the By-laws of the Corporation) shall be required to amend or repeal, or to adopt any provision inconsistent with, this Article TENTH.

ELEVENTH: Special meetings of stockholders for any purpose or purposes may be called at any time by the Board of Directors, the Chairman of the Board or the President, but such special meetings may not be called by any other person or persons. Business transacted at any special meeting of stockholders shall be limited to matters relating to the purpose or purposes stated in the notice of meeting. Notwithstanding any other provision of applicable law, this Restated Certificate of Incorporation or the By-laws of the Corporation, and notwithstanding the fact that a lesser percentage may be specified by law, the affirmative vote of the holders of at least seventy-five percent (75%) of the votes which all the stockholders would be entitled to cast in any annual election of directors or class of directors represented at a meeting of stockholders at which a quorum is present (as provided in the By-laws of the Corporation) shall be required to amend or repeal, or to adopt any provision inconsistent with, this Article ELEVENTH.

[signature page follows]

-9-

---



IN WITNESS WHEREOF, this Restated Certificate of Incorporation, which restates, integrates and amends the certificate of Incorporation of the Corporation, and which has been duly adopted in accordance with Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware, has been executed by its duly authorized officer this 14th day of June, 2005.

TREEHOUSE FOODS, INC.

By: /s/ Thomas E. O'Neill

Name: Thomas E. O'Neill

Title: Senior Vice President, General Counsel  
and Chief Administrative Officer

-10-

**SUBSIDIARIES OF TREEHOUSE FOODS, INC.**

Bay Valley Foods, LLC, a Delaware limited liability company

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement Nos. 333-126161 and 333-150053 on Form S-8 of our reports dated February 16, 2010, relating to the consolidated financial statements and financial statement schedule of TreeHouse Foods, Inc. and subsidiaries (the “Company”) and management’s report on the effectiveness of internal control over financial reporting, appearing in this Annual Report on Form 10-K of the Company for the year ended December 31, 2009.

/s/ Deloitte & Touche LLP

Chicago, Illinois

February 16, 2010

**CERTIFICATION PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Sam K. Reed, certify that:

1. I have reviewed this annual report on Form 10-K of TreeHouse Foods, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant, and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 16, 2010

/s/ Sam K. Reed

Sam K. Reed

*Chairman of the Board and Chief Executive Officer*

**CERTIFICATION PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Dennis F. Riordan, certify that:

1. I have reviewed this annual report on Form 10-K of TreeHouse Foods, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 16, 2010

/s/ Dennis F. Riordan

Dennis F. Riordan

*Senior Vice President and Chief Financial Officer*

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of TreeHouse Foods, Inc. (the "Company") on Form 10-K for the year ended December 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Sam K. Reed, Chairman of the Board and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

*/s/ Sam K. Reed*

\_\_\_\_\_  
Sam K. Reed

*Chairman of the Board and Chief Executive Officer*

February 16, 2010

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of TreeHouse Foods, Inc. (the "Company") on Form 10-K for the year ended December 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Dennis F. Riordan, Senior Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Dennis F. Riordan

Dennis F. Riordan

*Senior Vice President and Chief Financial Officer*

February 16, 2010

---

Created by Morningstar<sup>®</sup> Document Research<sup>SM</sup>  
<http://documentresearch.morningstar.com>