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A New Leader in Beef?

JBS S.A. (JBS) is actively pursuing a global consolidation strategy in the beef processing industry. Latin America's largest beef company gained entry to the U.S. in July 2007 following the acquisition of Swift & Company (Swift) to become the world's largest beef producer. In a series of acquisitions spanning just twelve months, the company has captured the top world market share in beef and is poised to become the largest producer in the U.S. The timing of JBS' aggressive acquisition strategy is opportune as the company looks to capitalize on growing global demand for protein:

- With plans to use Swift as a platform to advance its U.S. market position, in early 2008, JBS announced its intentions to acquire National Beef Packing Co. and the Smithfield Beef Group (SBG). If approved, the company will assume the number one position with roughly a one-third share of the U.S. beef market. JBS will also acquire Five Rivers Ranch Cattle Feeding (Five Rivers) with the purchase of SBG, gaining control of the largest cattle feeder in the country.

- In addition, JBS is expanding its presence to the rapidly-growing emerging markets. In May 2008, the company announced that it acquired the Tasman Group in Australia, expanding its penetration in the Asian and North American markets. In March 2008, JBS acquired a 50 percent interest in Italian beef producer Inalca SpA, gaining a sizable foothold in Europe and an entry to Africa.

What does this mean for the U.S. beef industry?

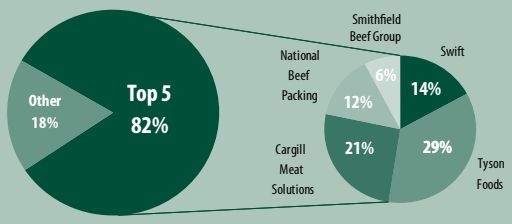
Industry participants expect consolidation to continue, but believed domestic packers would be leading the charge. If the JBS transactions are consummated, it will mark the first time in history that a foreign company would assume leadership of the U.S. beef industry. Before that can occur, however, the proposed transactions must first pass tough regulatory hurdles. JBS' U.S. expansion plans have encountered strong opposition from government leaders and industry advocacy groups. Opponents are urging regulators to consider the impact to the competitive landscape when the balance of power shifts from five large packers to three, stating that reduced competition will drive down cattle prices, hurting cattle producers on the buyside, and force smaller operators to exit the business. JBS' purchase of the Five Rivers feedyards is also being hotly contested, which would enable the company to vertically integrate its operations. One Senate leader is seeking legislation that would ban beef packers' ownership of cattle. Some believe the anticompetitive affects of the acquisitions will ultimately lead to higher prices for consumers.

> "JBS has outmaneuvered everybody. They've rewritten the history of the U.S. beef processing industry, buying the third-, fourth-, and fifth-largest beef packers."
>
> —Steve Kay
> *Cattle Buyers Weekly*

JBS Consolidates the U.S. Beef Industry

Market Share of Top Beef Packers

Pre JBS Acquisitions

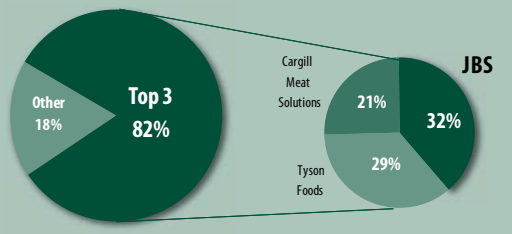


JBS U.S. Acquisitions

Date	Acquired Company	U.S. Capacity[1]	Estimated U.S. Beef Market Share	U.S. Beef Ranking
July-07	Swift & Company	23,000	14%	3
Pending	National Beef Packing	14,000	12%	4
Pending	Smithfield Beef Group	7,600	6%	5
	U.S. Beef Market Share Post Acquisitions		**32%**	
	U.S. Beef Ranking Post Acquisitions		**1**	

[1] Slaughtering capacity (head/day)

Post JBS Acquisitions



Source: Company Reports: Cattle Buyers Weekly, 2007 Ranking of Top Beef Packers.

A New Leader in Beef?

Tough road ahead:

Historically, industry profitability has been under pressure, and 2007 brought a unique set of challenges. Producers began scaling back in the wake of unprecedented commodity inflation, and it is unlikely that there will be any near-term relief; thus, feed prices are expected to remain high by historical standards. Drought and high grain prices contributed to a lack of herd expansion, which has resulted in a tightening of feeder cattle supplies in the U.S., with tight supply conditions expected to persist into 2010. The shortage of cattle has exacerbated the estimated 15 percent over-capacity that currently exists in the beef processing industry. JBS has stated that it will not rationalize capacity through reduced shifts or plant closures, so critics see no immediate benefit from the acquisitions to remedy the current situation. Additionally, the recessionary U.S. economy has caused a general pullback in consumer spending, which may impact beef demand due to increased competition from pork and chicken.

JBS has said it is committed to increasing beef demand both domestically and globally. Increased exports will be vital to packers and to the growth of the U.S. beef industry. Industry participants are optimistic that South Korea will reopen its beef import market to the U.S., and Japan may relax import restrictions on U.S. beef in the near term. In April 2008, the South Korean government announced a beef import agreement with the U.S., which civil unrest ensued, delaying the resumption of beef imports. While there is growing demand for beef globally, fueled by population and income growth in developing countries, producers must contend with a shrinking global supply of cattle.

Will JBS reshape the U.S. beef industry?

Soon to be an even more formidable competitor, some observers believe JBS will force remaining players to invest more in their beef operations to stay competitive, which should benefit the market overall. JBS has dramatically improved beef operating margins at Swift and is targeting further margin improvement this year. With forecasted synergies, the company is targeting operating margins of 3 percent at National Beef Packing and Smithfield Beef Group, a sizable increase from current 1-2 percent levels. JBS' investments in the U.S. are a good thing, according to Chandler Keys, vice president of government and industry relations for the company. "They believe in the U.S. beef industry."

Acquisitions Involving U.S. Beef Packers

($ in millions)

Date Closed	Target/Acquirer	Enterprise Value	Transaction Multiples: Revenue	Transaction Multiples: EBITDA
Pending	Smithfield Beef Group, Inc. / JBS S.A.	$565.0	0.2x	8.1x
Pending	National Beef Packing Co. LLC / JBS S.A.	970.0	0.2x	10.4x
07/12/07	Swift & Company / JBS S.A.	1,425.0	0.1x	***17.0x***
06/02/06	Brawley Beef, LLC / National Beef Packing Co. LLC	n/a	n/a	n/a
05/27/06	Non-Fed Cattle Business (Swift & Company) / XL Foods	n/a	n/a	n/a
04/03/06	Beef Packers Inc. / Cargill Meat Solutions	n/a	n/a	n/a
08/30/05	Rosen Meat Group Inc. / American Foods Group	n/a	n/a	n/a
08/06/03	National Beef Packing Co. LLC / U.S. Premium Beef	326.8	n/a	n/a
05/19/03	AB Foods / Agri Beef	30.7	n/a	n/a
09/19/02	ConAgra Meats Co / HM Capital Partners, Booth Creek Management	1,400.0	0.2x	5.5x
02/25/02	Taylor Packing Co. Inc / Cargill Meat Solutions	n/a	n/a	n/a
10/25/01	Packerland Packing Company, Inc. / Smithfield Foods	250.0	n/a	n/a
06/29/01	Emmpak Foods Inc. / Cargill Meat Solutions	n/a	n/a	n/a
06/22/01	Moyer Packing Company, Inc. / Smithfield Foods	89.5	0.1x	n/a
09/28/01	IBP / Tyson	4,579.8	0.3x	7.2x
	Median	**$565.0**	**0.2x**	**7.7x**
	Mean	**$1,070.8**	**0.2x**	**7.8x**

NOTE: Figures in bold and italic type excluded from median and mean calculations.

Source: Thomson Financial and Capital IQ.

Roundup: JBS' Aggressive U.S. Expansion

SWIFT & COMPANY

Revenue: $9.5 billion
Cattle Processed: 6.2 million head
*At July 2007 acquisition

- Entry to U.S. market with acquisition of number three U.S. beef packer.
- Gained access to global markets, particularly in Asia.
- Marked first significant investment in the U.S. beef industry by an international entity.
- Combined companies created the largest beef processing operation in the world.

NATIONAL BEEF PACKING CO. LLC

Revenue: $5.6 billion (~26% value-added sales)
2007 Cattle Processed: 3.9 million head

- Market share gain through consolidation of number four U.S. beef packer.
- Gaining valuable export business.
- Expanding value-add capabilities with packed and customized case-ready meat.

SMITHFIELD BEEF GROUP

Revenue: $2.8 billion
2007 Cattle Processed: 1.9 million head

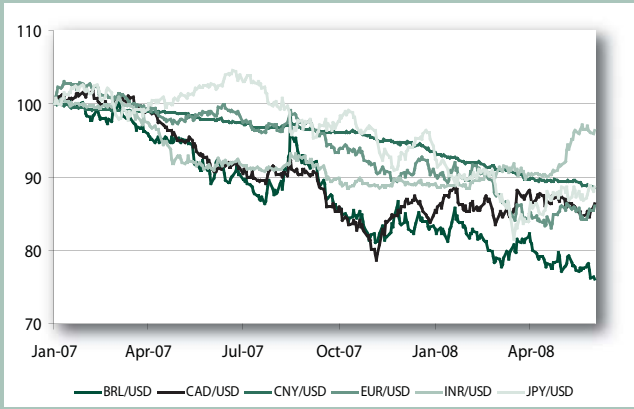
- Market share gain through consolidation of number five U.S. beef packer.
- Acquiring largest U.S. cattle feeder, Five Rivers Ranch Cattle Feeding, gaining captive supply.
- Gaining value-add, niche business with calf-fed Holstein beef and high-quality cow beef.

Mergers & Acquisitions

GLOBALIZATION TAKES ON ADDED FLAVOR

Cross-border activity remains strong in the current environment as globalization shapes the competitive landscape. The weakened U.S. dollar may stimulate renewed interest in U.S. food and beverage companies as international acquirers now have more buying power.

US Dollar Performance
Select Currencies



Source: Capital IQ.

U.S. COMPANIES ATTRACT INTERNATIONAL INTEREST

BAKED GOODS

In March, Greece's largest food company, **Vivartia**, announced it would acquire biscuit and snack food maker, **Nonni's Foods Company** (Nonni's), marking its entry to the U.S. With six U.S. manufacturing facilities, Nonni's manufactures specialty, premium baked goods, including biscotti, bagel chips, pita chips and panetini sold primarily under the Nonni's, New York Style, and Old London brand names. Private equity firm Wind Point Partners (Wind Point) purchased majority share in Nonni's in 2004 in partnership with management. Under Wind Point's ownership, Nonni's sales have grown from approximately $90 million to approximately $200 million, including the completion of two strategic acquisitions. Vivartia paid a cash purchase price of $320 million for Nonni's. Vivartia completed the acquisition in April.

Transaction Multiples: ~1.7x Revenue; ~10x EBITDA

DAIRY

In January, **Agropur Cooperative**, Canada's largest dairy cooperative, announced the acquisition of **Trega Foods.** Wisconsin-based Trega Foods manufactures cheese (cheddar, feta, mozzarella, provolone), dairy ingredients, and whey products. The combined company is made up of Weyauwega Milk Products, Krohn Dairy Products, and Simon's Specialty Cheese. The company had sales of approximately $300 million in 2007. Agropur plans to continue to operate the company under the Trega Foods Ltd. name.

Also in January, Canadian dairy company **Saputo** announced that it would acquire **Alto Dairy Cooperative** (Alto) for $160 million in cash. Alto produces Italian- (mozzarella and provolone) and American-style cheeses (cheddar varieties, Monterey Jack, Muenster, Fontina and Gouda), as well as whey products, which are marketed nationwide under a variety of brand names and private labels. Saputo completed the acquisition in April.

Transaction Multiples: ~.4x Revenue; ~8.2x EBITDA

PROCESSED FOODS

In January, Icelandic food company **Bakkavor Group Hf** (Bakkavor) announced the acquisition of **Two Chefs on a Roll** (Chefs), a California-based manufacturer and supplier of fresh prepared foods consisting of bakery products, sauces, soups, and savory dips to the retail and foodservice markets in the U.S. Chefs generated annual sales of $38 million in 2007. The acquisition represents Bakkavor's entry into the U.S. market. The company has established a new subsidiary, Bakkavor USA, to further develop the group's fresh prepared foods business. With roughly $3.0 billion in annual sales, Bakkavor manufactures and markets fresh prepared foods and produce primarily in the United Kingdom and Iceland. Since May 2007, Bakkavor has invested heavily in global expansion through the purchase of significant equity stakes or outright acquisitions of nine companies with operations spanning the globe: China, Czech Republic, France, Hong Kong, Italy, the United Kingdom, and the United States.

Also in January, **Mitsui Foods International** (Mitsui Foods) expanded its U.S. presence with the acquisition of **San-Rallo Pasta Company** (San-Rallo). San-Rallo is a leading provider of gourmet Italian pastas and specialty products to the restaurant and foodservice industries in North America. The company's product line includes Italian ravioli, lasagna, manicotti, eggplant entrees, and other Italian specialties. Mitsui Foods International is a leading importer of fine foods and specialty products to the foodservice, restaurant, retail supermarket, and food manufacturing industries. The company's products include seafood, fish, fruit, vegetables, coffees and teas, and pastas, which are sold under national private brands and its proprietary Empress, Pacific Premium, and now, San-Rallo brands. Mitsui Foods' parent is Japanese conglomerate Mitsui & Co. Ltd.

U.S. COMPANIES EXPAND GLOBALLY

BEVERAGE

In March, **Pepsico** and **Pepsi Bottling Group** (Pepsi) agreed to acquire a 75% stake in the **Juice Business** of **Lebedyansky JSC** (Lebedyansky), valuing the deal at approximately $2.0 billion. Lebedyansky is Russia's largest juice manufacturer with an estimated 30 percent market share and is the sixth-largest juice manufacturer in the world. Revenues from Lebedyansky's juice business were approximately $800 million in 2007. Russia represents a key growth market for Pepsi and is consistent with its strategy to advance the global transformation of its product portfolio.

Transaction Multiples: ~2.5x Revenue ; ~16.9x EBITDA

Mergers & Acquisitions

PROCESSED FOODS

In March, **The J.M. Smucker Company** announced the acquisition of **Europe's Best**, a leading processor of frozen fruits and vegetables and the number one brand of premium, all natural, frozen fruit in Canada.

In February**, McCormick & Co.** (McCormick) announced that it acquired **Billy Bee Honey Products** (Billy Bee), the largest branded and private label honey business in Canada, for a cash purchase price of $75 million. Billy Bee holds an estimated 60 percent share of the retail branded honey market in Canada and a 50 percent share in private label. In addition, the company supplies approximately half of the honey ingredient used by food manufacturers in Canada. McCormick's management commented that the Billy Bee acquisition will complement the company's line of savory products in Canada and will serve as an extension of sweet products McCormick currently markets in Europe and the Asia/Pacific regions.

Transaction Multiples: ~2.1x Revenue; ~8x EBITDA

BAKED GOODS

Kellogg acquired **United Bakers Group** (United Bakers) in January. United Bakers is one of Russia's largest cracker, biscuit, and breakfast cereal producers. With six manufacturing facilities located throughout Russia and a large sales and distribution network, the acquisition will give Kellogg opportunity to build a considerable presence in this large and fast-growing market, according to Kellogg CEO David Mackay. The company had 2007 sales of approximately $100 million.

HIGH-GROWTH, HEALTHY BRAND ACQUISITIONS

In February, **Coca-Cola Co.** (Coke) acquired a 40 percent interest **Honest Tea**, a manufacturer of premium and organic bottled teas—its third acquisition in non-carbonated beverages since the purchase of Glaceau and Fuze Beverage last year. With 2007 estimated sales of $23 million (2.7 million 192-ounce cases), Honest Tea holds a distant fourth in terms of market share to leader Lipton (PepsiCo) (213 million 192-ounce cases) but will expand Coke's product lineup in the fast-growing ready-to-drink tea segment. The new tea brands will be managed by the venturing and emerging brands group within the Coke organization, a new unit focused on building entrepreneurial niche brands. Coke plans to leverage its distribution network to expand product sales, which currently have limited penetration in mainstream channels. Coke paid $43 million for the 40 percent equity stake, which values Honest Tea at approximately $110 million. Coke has the option to purchase the remaining interest in the company after three years.

Transaction Multiples: ~4.8x Revenue

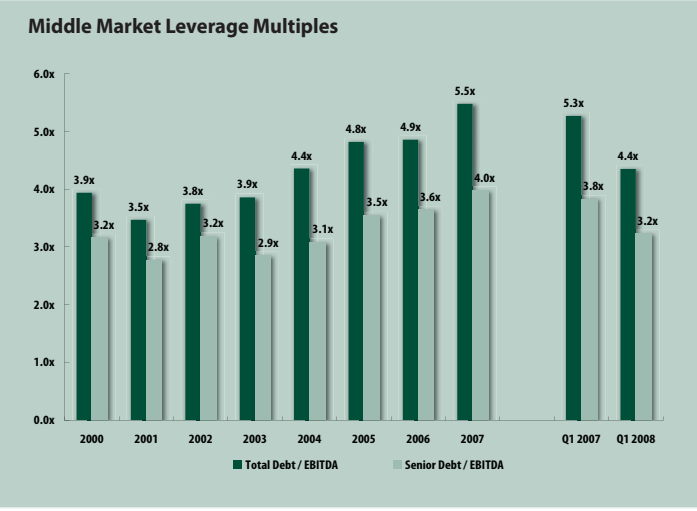
PRIVATE EQUITY

Private equity appeared poised for a strong start to the new year with the January announcement by **Blackstone Group LP** and **Wellspring Capital Management LLC** to take **Performance Food Group** (PFG) private. The transaction marks a major expansion for portfolio company Vistar Corporation, the food distribution platform acquired by the same investor group in July of last year. The PFG transaction closed in May and was valued at approximately $1.4 billion, or 10.8x EBITDA.

Active middle market acquirers in 2007—**Creo Capital Partners, LLC** (Creo) and **Brazos Private Equity Partners, LLC** (Brazos)—each announced acquisitions in the quarter. In January, **Creo** announced the acquisition of **Treasure Valley Business Group**, its seventh food-related acquisition since 2005. The company markets a portfolio of frozen and dry grocery products under proprietary brands TJ Farms and TJ Select brands to retailers in the U.S. and Mexico. **Brazos** acquired **Impact Confections** in February. Impact Confections manufactures and markets branded and niche confectionery products to leading retailers and fund-raising customers. The company is the country's largest manufacturer of 3-D lollipops and produces the well-known Warheads brand of sour candy.

In February, **Ancor Capital Partners** acquired the Humboldt dry sausage division (Humboldt) of Specialty Foods Group, now operating under the name **Liguria Foods**. The Iowa company manufactures branded and private label premium-quality dry sausage and specialty Italian meats, which are sold through specialty Italian foods distributors to the independent pizzeria channel. Ancor backed the senior management team of Humboldt in the $33 million transaction. Liguria Foods represents Ancor's third investment in the food processing industy, a sector focus for the middle market private equity firm.

In January, **Mistral Equity Partners LLC** acquired snack foods company **Shearer's Foods** (Shearer's). Shearer's manufactures a diverse line of branded and private label snack food products and is the largest manufacturer of kettle-cooked potato chips in the U.S.



Mergers & Acquisitions

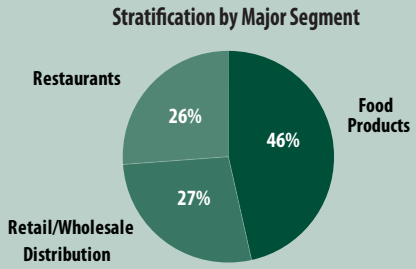
Selected Food Industry M&A Transactions - Announced in First Quarter 2008

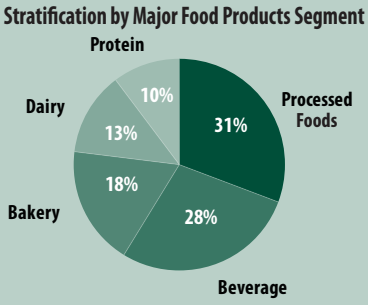
Announced Date	Subsector	Target	Target Country	Acquirer	Acquirer Country	Rationale	Enterprise Value (EV)
03/30/08	Spirits and Liquors	V&S Vin & Sprit AB	Sweden	Pernod-Ricard SA	France	Brand Dominance	$8,882.3
03/06/08	Bread, Biscuits, and Cookies	Nonni's Food Company, Inc.	United States	Vivartia	Greece	Globalization	320.0
03/05/08	Meat Products	Tasman Group	Australia	JBS S.A.	Brazil	Consolidation	148.2
03/05/08	Meat Products	Smithfield Beef Group, Inc.	United States	JBS S.A.	Brazil	Consolidation	565.0
03/05/08	Seasonings and Preservatives	Chr. Hansen A/S, Flavor Division	Denmark	Symrise AG	Germany	Product Line Diversification	n/a
03/04/08	Frozen Fruits and Vegetable	Europe's Best, Inc.	Canada	The J. M. Smucker Company	United States	Globalization	n/a
02/29/08	Meat Products	National Beef Packing Co. LLC	United States	JBS S.A.	Brazil	Consolidation	999.1
02/27/08	Meat Products	Humboldt Dry Sausage (Specialty Foods Group)	United States	Ancor Capital Partners	United States	Private Equity	33.0
02/25/08	Frozen Vegetables	Watts Brothers Frozen Foods LLC	United States	ConAgra Foods, Inc.	United States	Consolidation	217.0
02/20/08	Packaged Foods	Billy Bee Honey Products Ltd.	Canada	McCormick & Co. Inc.	United States	Product Line Diversification	76.4
02/11/08	Soy Milk Products	8th Continent LLC	United States	Stremicks Heritage Foods, LLC	United States	Product Line Diversification	n/a
02/05/08	Tea Products	Honest Tea	United States	Coca-Cola Co.	United States	Brand Dominance	107.5
01/31/08	Dairy Products	Trega Foods, Inc.	United States	Agropur Cooperative Agro-Alimentaire	Canada	Globalization	n/a
01/31/08	Bakery Products	Two Chefs On A Roll, Inc.	United States	Bakkavor Group Hf.	Iceland	Globalization	n/a
01/31/08	Fruit and Vegetable Distribution	Yantai Longshun Foods Co. Ltd.	China	Bakkavor Group Hf.	Iceland	Globalization	n/a
01/29/08	Dairy Products	Alto Dairy Cooperative	United States	Saputo Cheese USA, Inc.	Canada	Globalization	160.0
01/28/08	Snack Food	Shearer's Foods, Inc.	United States	Mistral Equity Partners LLC	United States	Private Equity	105.0
01/18/08	Food Distribution	Performance Food Group Co.	United States	Vistar Corporation	United States	Private Equity	1,136.2
01/17/08	Bread, Biscuits, and Cookies	United Bakers	Russia	Kellogg Co.	United States	Globalization	117.0
01/16/08	Restaurants	Au Bon Pain	United States	LNK Partners	United States	Private Equity	250.0
01/16/08	Frozen Foods and Drinks	Treasure Valley Business Group	United States	Creo Capital Partners	United States	Private Equity	n/a
01/15/08	Bread, Biscuits, and Cookies	Wolferman's, Inc.	United States	Harry & David Holdings, Inc.	United States	Product Line Diversification	22.5
01/15/08	Candy	Impact Confections, Inc.	United States	Brazos Private Equity Partners, LLC	United States	Private Equity	39.5
01/14/08	Prepared Foods	Aliments Martel, Inc.	Canada	Canada Bread Company Ltd.	Canada	Product Line Diversification	41.2
01/09/08	Pasta Products	San Rallo Pasta Company	United States	Mitsui Foods, Inc	Japan	Globalization	n/a
01/03/08	Seafood Products	Fish Business (Omstead Foods Limited)	Canada	Southpoint Foods Inc.	United States	Consolidation	n/a

Source: Thomson Financial and Capital IQ

Food & Beverage M&A Deal Stratification

First Quarter 2008 Domestic Announced Transactions





Source: Thomson Financial

Market Monitor

Inflation continues across major commodities:

- **Corn** reached $5.12/bushel in May—an increase of 29 percent year to date and 47 percent from a year ago. The USDA forecasts the national average farm price for corn in 2008/09 at $5.00 to $6.00/bushel—the midpoint up 29 percent from the 2007/08 forecast. Some analysts forecast corn is headed toward $7.00/bushel.

- The food versus fuel debate has heated up as rising commodity prices have spurred what some are calling a global food crisis. U.S. government leaders are seeking waivers, which would reset ethanol targets outlined in new energy policies. USDA Secretary of Agriculture Ed Schafer criticized recent efforts to repeal U.S. biofuels policies. In an economic analysis released in May, the USDA cited higher energy prices, increased global demand, and weather as the primary factors contributing to higher food prices, not biofuels. Ethanol consumed roughly 23 percent of U.S. corn production in 2007; this figure is projected to rise to 33 percent in 2008/09.

- May **wheat** prices averaged $8.80/bushel, down from $10.10/bushel in April—an 11 percent increase for the year, and well above the $4.88/bushel from a year ago. The USDA forecasts the national average farm price for wheat in 2008/09 at $6.60 to $8.10 per bushel—the midpoint up 12 percent from the 2007/08 forecast.

- **Soybean** prices rose to $12.30/bushel in May—up 24 percent for the year and 73 percent from a year ago. The USDA forecasts the national average farm price for soybeans in 2008/09 at $10.50 to $12.00 per bushel—the midpoint up 13 percent from the 2007/08 forecast.

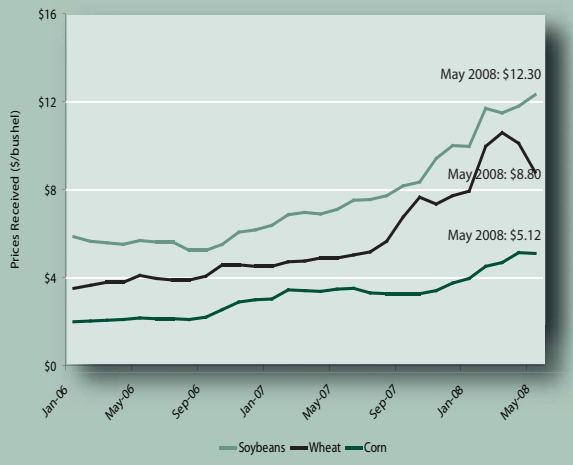
- May **rice** prices increased to $15.00/bushel—up 27 percent for the year and 54 percent from a year ago. The 2008/09 season-average farm price for rice in is projected at a record $18.50-$19.50 per cwt (46 percent increase), driven by tight exportable supplies of rice worldwide, continued record or near-record global rice prices, high prices for other commodities, and tighter U.S. supplies. Total U.S. rice supplies in 2008/09 are projected to decline 7 percent to 241.1 million cwt—the lowest level since 2000/01. Export bans and restrictions have limited global supply.

- In April, Costco and Sam's Club instituted limits on bulk rice purchases in certain stores—the first time food rationing has been implemented in the U.S. The move was prompted by customers' fears of food shortages and rising food prices.

- The USDA forecasts record world wheat and rice production in 2008/09, which may provide some needed price relief. No major weather situations are threatening world wheat and rice crops, according to USDA forecasts. Tight supply conditions are likely to persist for corn and soybeans.

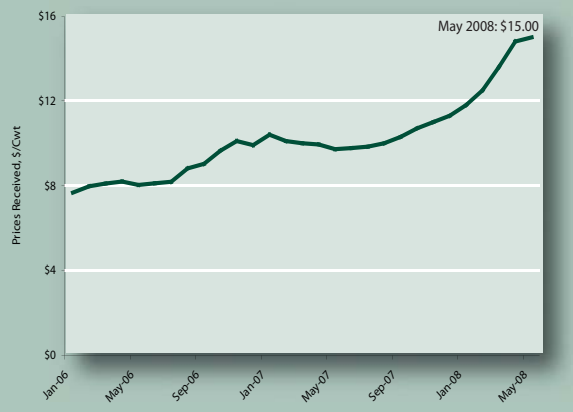
- Natural gas prices climbed to $11.57 in May—an increase of over 50 percent year-to-date and double the level last summer. Low liquefied natural gas imports, lower inventories, greater weather-driven demand, and higher oil prices have all contributed to the recent run up in prices.

Soybeans, Wheat, Corn



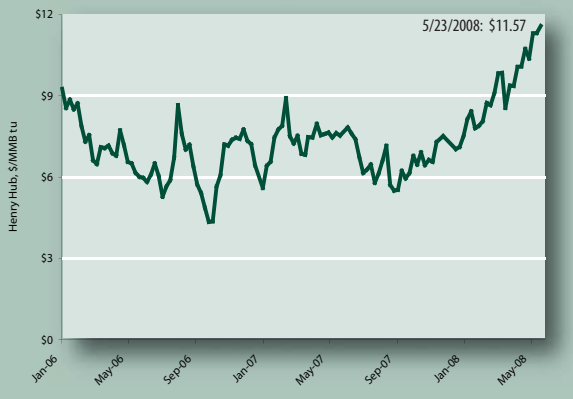
Source: U.S. Department of Agriculture, National Agricultural Statistics Service.

Rice



Source: U.S. Department of Agriculture, National Agricultural Statistics Service.

Natural Gas



Source: Energy Information Administration.

Industry Valuations

Company Name	Ticker	Current Stock Price (2)	% of 52W High	Market Capitalization (3)	Enterprise Value (4)	LTM Enterprise Value Revenue	LTM Enterprise Value EBITDA	LTM Enterprise Value EBIT	Total Debt/ EBITDA	LTM Revenue	LTM Margins Gross	LTM Margins EBITDA	LTM Margins EBIT
PROCESSED FOODS													
Campbell Soup Co.	CPB	$33.51	84.0%	$12,602.3	$14,668.3	1.8x	9.5x	11.7x	1.4x	$8,285.0	41.0%	18.7%	15.2%
ConAgra Foods, Inc.	CAG	23.75	86.5%	11,381.1	15,061.6	1.1x	7.1x	8.3x	1.9x	13,327.5	26.8%	15.2%	12.9%
General Mills Inc.	GIS	63.71	100.3%	21,120.7	28,355.8	2.1x	9.7x	11.5x	2.7x	13,242.4	37.2%	21.4%	18.0%
The Hain Celestial Group, Inc.	HAIN	28.92	82.3%	1,179.9	1,422.2	1.4x	12.2x	14.6x	2.6x	1,000.4	29.0%	11.6%	9.7%
HJ Heinz Co.	HNZ	50.06	99.9%	15,678.7	20,515.6	2.1x	11.1x	13.0x	3.0x	9,796.8	37.0%	18.9%	16.4%
Hormel Foods Corp.	HRL	37.87	88.5%	5,122.7	5,280.7	0.8x	8.2x	13.1x	0.5x	6,310.1	23.1%	10.1%	15.9%
The J. M. Smucker Company	SJM	53.87	83.8%	2,987.8	3,450.6	1.4x	9.6x	10.3x	2.2x	2,428.2	32.1%	14.9%	8.1%
Kellogg Co.	K	51.36	90.3%	19,270.7	24,596.7	2.0x	10.2x	11.5x	2.4x	12,071.0	44.0%	19.9%	12.3%
Kraft Foods Inc.	KFT	31.89	85.7%	48,588.8	70,655.8	1.8x	12.0x	12.1x	3.8x	39,027.0	33.6%	15.1%	16.8%
Nestle SA	VIRTX:NESN	494.10	93.0%	185,915.7	208,292.2	2.0x	11.1x	14.2x	1.7x	94,884.9	58.1%	17.0%	12.8%
Sara Lee Corp.	SLE	13.75	76.1%	9,627.0	11,756.0	0.9x	8.3x	13.3x	2.4x	13,126.0	38.4%	10.8%	14.0%
Treehouse Foods Inc.	THS	26.41	90.2%	811.9	1,393.7	1.1x	10.7x	13.1x	4.5x	1,259.5	20.5%	10.4%	6.9%
Median			**87.5%**	**$11,991.7**	**$14,865.0**	**1.6x**	**10.0x**	**12.6x**	**2.4x**	**$10,933.9**	**35.3%**	**15.2%**	**13.4%**
Mean			**88.4%**	**$27,857.3**	**$33,787.4**	**1.6x**	**10.0x**	**12.2x**	**2.4x**	**$17,896.6**	**35.1%**	**15.3%**	**13.2%**
BEVERAGE													
Coca-Cola Co.	KO	$56.70	86.4%	$131,006.3	$135,260.3	4.5x	13.7x	15.7x	1.2x	$30,133.0	63.9%	30.1%	26.0%
Cadbury plc	LSE:CBRY	13.34	94.7%	18,077.0	24,387.4	1.6x	9.7x	12.3x	2.9x	15,842.2	49.3%	16.1%	12.6%
Constellation Brands Inc.	STZ	20.37	77.0%	4,431.0	9,668.0	2.6x	10.4x	12.6x	7.9x	3,773.0	34.9%	17.7%	13.5%
Diageo plc	LSE:DGE	19.24	87.2%	50,555.4	61,990.4	4.1x	12.2x	13.3x	2.7x	15,395.0	59.4%	31.5%	28.8%
Hansen Natural Corporation	HANS	32.80	48.0%	2,971.3	2,812.6	3.0x	11.6x	11.7x	0.0x	950.8	51.2%	25.4%	25.2%
Median			**86.4%**	**$18,077.0**	**$24,387.4**	**3.0x**	**11.6x**	**12.6x**	**2.7x**	**$15,395.0**	**51.2%**	**25.4%**	**25.2%**
Mean			**78.7%**	**$41,408.2**	**$46,823.7**	**3.1x**	**11.5x**	**13.1x**	**2.9x**	**$13,218.8**	**51.7%**	**24.2%**	**21.2%**
BAKED GOODS/SNACK FOODS													
Flowers Foods Inc.	FLO	$28.55	95.5%	$2,570.0	$2,587.2	1.3x	12.3x	18.0x	0.1x	$2,036.7	49.0%	10.3%	7.1%
George Weston Limited	TSX:WN	50.54	62.6%	6,528.8	15,177.0	0.5x	7.8x	12.0x	3.7x	32,124.7	NA	6.0%	3.9%
Grupo Bimbo SA de CV	BMV:BIMBO A	6.52	92.1%	7,661.4	7,923.2	1.1x	9.4x	12.6x	0.7x	6,622.4	52.8%	12.0%	8.9%
Lance Inc.	LNCE	20.77	76.8%	644.9	718.5	0.9x	11.5x	22.3x	1.2x	778.3	40.3%	8.0%	4.2%
Ralcorp Holdings Inc.	RAH	59.44	91.7%	1,528.9	2,204.0	0.9x	8.3x	12.7x	2.9x	2,484.0	17.1%	10.2%	6.6%
Median			**91.7%**	**$2,570.0**	**$2,587.2**	**0.9x**	**9.4x**	**12.7x**	**1.2x**	**$2,484.0**	**44.6%**	**10.2%**	**6.6%**
Mean			**83.8%**	**$3,786.8**	**$5,722.0**	**0.9x**	**9.9x**	**15.5x**	**1.7x**	**$8,809.2**	**39.8%**	**9.3%**	**6.1%**
DAIRY													
Dairy Crest Group plc	LSE:DCG	$7.93	54.4%	$1,055.4	$1,962.1	0.7x	7.0x	10.5x	3.6x	$3,118.5	NA	8.9%	5.8%
Dean Foods Co.	DF	20.99	62.5%	3,190.8	7,962.2	0.6x	10.0x	14.1x	6.0x	12,269.1	22.3%	6.5%	4.6%
Groupe DANONE	ENXTPA:BN	86.16	87.2%	40,965.2	58,476.6	3.0x	17.4x	21.5x	5.9x	18,647.0	50.1%	16.4%	13.1%
Glanbia plc	ISE:GL9	7.52	87.9%	2,203.7	2,554.5	0.7x	11.0x	14.2x	2.1x	3,244.2	14.7%	6.8%	5.2%
Saputo, Inc.	TSX:SAP	27.53	84.6%	5,554.1	5,856.0	1.2x	11.9x	13.9x	0.6x	4,862.7	NA	10.4%	8.9%
Median			**84.6%**	**$3,190.8**	**$5,856.0**	**0.7x**	**11.0x**	**14.1x**	**3.6x**	**$4,862.7**	**22.3%**	**8.9%**	**5.8%**
Mean			**75.3%**	**$10,593.8**	**$15,362.3**	**1.3x**	**11.4x**	**14.9x**	**3.6x**	**$8,428.3**	**29.0%**	**9.8%**	**7.5%**
PROTEIN													
JBS S.A.	BOVESPA:JBSS3	$6.06	96.1%	$6,531.7	$7,979.2	0.9x	29.6x	39.7x	8.5x	$7,942.5	10.8%	3.1%	2.3%
Pilgrim's Pride Corporation	PPC	23.78	58.0%	1,623.3	3,148.7	0.4x	9.0x	25.6x	4.7x	8,467.6	6.2%	4.1%	1.5%
Sanderson Farms Inc.	SAFM	48.53	96.2%	949.3	1,059.9	0.7x	6.0x	7.5x	0.7x	1,544.7	13.0%	11.4%	9.1%
Smithfield Foods Inc.	SFD	30.13	84.2%	4,061.5	7,621.1	0.6x	9.9x	15.1x	5.1x	13,679.2	9.6%	5.2%	3.2%
Tyson Foods Inc.	TSN	17.11	70.4%	6,029.5	8,930.5	0.3x	9.0x	18.5x	3.0x	27,219.0	5.0%	3.6%	1.8%
Median			**84.2%**	**$4,061.5**	**$7,621.1**	**0.6x**	**9.0x**	**18.5x**	**4.7x**	**$8,467.6**	**9.6%**	**4.1%**	**2.3%**
Mean			**81.0%**	**$3,839.1**	**$5,747.9**	**0.6x**	**12.7x**	**21.3x**	**4.4x**	**$11,770.6**	**8.9%**	**5.5%**	**3.6%**
RETAIL													
Koninklijke Ahold N.V.	ENXTAM:AH	$15.11	78.8%	$17,703.2	$21,088.8	0.5x	6.5x	10.1x	2.5x	$41,390.9	25.9%	6.9%	4.3%
Costco Wholesale Corp.	COST	70.81	94.1%	30,345.3	29,638.4	0.4x	12.2x	16.2x	1.0x	67,905.9	12.4%	3.5%	2.6%
Delhaize Group	ENXTBR:DELB	78.50	67.1%	7,800.3	11,250.1	0.4x	5.2x	7.9x	1.9x	29,669.5	25.2%	7.4%	4.9%
Kroger Co.	KR	27.74	89.9%	18,051.7	25,886.7	0.4x	7.0x	11.1x	2.2x	70,235.0	24.2%	5.2%	3.3%
Safeway Inc.	SWY	31.89	85.9%	13,766.3	19,644.1	0.5x	6.7x	10.7x	2.1x	42,963.0	29.9%	6.8%	4.3%
SUPERVALU Inc.	SVU	34.47	69.2%	7,308.8	15,898.8	0.4x	5.9x	9.4x	3.3x	44,048.0	23.3%	6.2%	3.9%
Wal-Mart Stores Inc.	WMT	57.68	97.6%	228,196.8	270,074.8	0.7x	9.3x	11.9x	1.7x	387,692.0	24.4%	7.5%	5.8%
Whole Foods Market Inc.	WFMI	29.34	54.7%	3,939.8	4,709.1	0.6x	9.2x	16.3x	1.6x	7,581.6	34.5%	6.8%	3.8%
Median			**82.3%**	**$15,734.8**	**$20,366.5**	**0.4x**	**6.9x**	**10.9x**	**2.0x**	**$43,505.5**	**24.8%**	**6.8%**	**4.1%**
Mean			**79.7%**	**$40,889.0**	**$49,773.9**	**0.5x**	**7.8x**	**11.7x**	**2.0x**	**$86,435.7**	**25.0%**	**6.3%**	**4.1%**
DISTRIBUTION													
Nash Finch Co.	NAFC	$38.22	73.7%	$468.5	$800.6	0.2x	6.2x	9.0x	2.6x	$4,522.3	10.0%	2.8%	2.0%
Sysco Corp.	SYY	31.23	87.0%	18,655.8	20,456.9	0.6x	9.3x	11.2x	0.9x	37,020.2	19.2%	5.9%	4.9%
Median			**80.3%**	**$9,562.2**	**$10,628.7**	**0.4x**	**7.8x**	**10.1x**	**1.8x**	**$20,771.3**	**14.6%**	**4.4%**	**3.5%**

NOTE: Figures in bold and italic type were excluded from median and mean calculations.
(1) Company is target of announced acquisition.
(2) As of 6/3/2008.
(3) Market Capitalization is the aggregate value of a firm's outstanding common stock.
(4) Enterprise Value is the total value of a firm (including all debt and equity).
Source: Capital IQ.

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provided by
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BGL acted as the exclusive advisor to the company in a refinancing.

SAN ANTONIO FARMS
has been acquired by
TreeHouse

Best Brands Corp.
a portfolio company of
Brantley Partners
has acquired
Multifoods FOODSERVICE & BAKERY PRODUCTS
a division of
SMUCKER'S
The J. M. Smucker Company
(NYSE : SJM)

Best Brands Corp.
has been recapitalized by
GE Commercial Finance

The assets of
PINNACLE FOOD GROUP
have been acquired by
Pine Ridge Farms, LLC

STEARNS & LEHMAN
has been acquired by
KERRY

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