SMUCKER J M CO Form 425 September 03, 2008

Lehman Brothers Back-to-School
Consumer Conference Presentation
September 2008
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Consumer Conference Presentation
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The J. M. Smucker Company
The J. M. Smucker Company
Filed by The J. M. Smucker
Company
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Subject Company: The J. M. Smucker

Company

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VP, CFO & Treasurer

Sonal Robinson

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Chairman of the Board & Co-CEO

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Director, Investor Relations

Forward Looking Statement Forward Looking Statement

This presentation contains forward-looking statements, such as projected operating results, earnings and cash flows, that are su to known and unknown risks and uncertainties that could cause actual results to differ materially from any future results, perfo or achievements expressed or implied by those forward-looking statements. You should understand that the risks, uncertainties factors and assumptions listed and discussed in this presentation, including the following important factors and assumptions, co

affect the future results of Smucker following the transactions between P&G and Smucker (the Transactions ) and could cau results to differ materially from those expressed in the forward-looking statements: (i) volatility of commodity markets from w materials, particularly corn, wheat, soybean oil, milk and green coffee beans, are procured and the related impact on costs; (ii) successful integration of P&G s coffee business (the Coffee Business ) with Smucker s business, operations and culture an ability to realize synergies and other potential benefits of the Transactions within the time frames currently contemplated; (iii) price trends and their impact on transportation, energy, and packaging costs; (iv) the ability to successfully implement price ch (v) the success and cost of introducing new products and the competitive response; (vi) the success and cost of marketing and s programs and strategies intended to promote growth in Smucker s businesses, which will include the Coffee Business after the completion of the Transactions; (vii) general competitive activity in the market, including competitors pricing practices and processing proces spending levels; (viii) the concentration of certain of Smucker s businesses, which will include the Coffee Business after the c of the Transactions, with key customers and the ability to manage and maintain key customer relationships; (ix) the loss of sign customers or a substantial reduction in orders from these customers or the bankruptcy of any such customer; (x) changes in concoffee preferences, and other factors affecting the Coffee Business, which will represent a substantial portion of Smucker s business. after the completion of the Transactions; (xi) the ability of Smucker and Folgers to obtain any required financing; (xii) the timi amount of Smucker's capital expenditures, restructuring, and merger and integration costs; (xiii) the outcome of current and for examinations and other tax matters, and their related impact on Smucker s tax positions; (xiv) foreign currency and interest ra fluctuations; (xv) other factors affecting share prices and capital markets generally; and (xvi) the other factors described under Factors in the registration statements filed by Folgers and Smucker with the Securities and Exchange Commission and in the reports and statements filed by Smucker with the Securities and Exchange Commission, including its most recent Annual Repo Form 10-K and the preliminary proxy materials prepared in connection with the Folgers transaction.

You are cautioned not to unduly rely on such forward-looking statements, which speak only as of the date made, when evaluatinformation presented in this presentation. None of Smucker, Folgers, P&G or any of their respective advisors assumes any obto update or revise these forward-looking statements to reflect new events or circumstances.

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Additional Information
Additional Information
Smucker and Folgers have filed registration statements with the U. S. Securities and Exchange Commission
( SEC )
registering

the common shares to be issued P&G shareholders connection with the Folgers transaction but those registration statements have not become effective. Smucker has also filed a proxy statement with the SEC that will be sent to the shareholders of Smucker after it has been finalized. Shareholders are urged to read the proxy statement and the prospectus included in the registration statements and any other relevant documents when they become available, because they will contain important information about Smucker, Folgers and the proposed transaction. The proxy statement, prospectus and other documents relating to the proposed transaction (when they are available) can be obtained free of charge from the SEC s website at www.sec.gov. The documents (when they are available) can also be obtained free of charge from Smucker upon written request to The J. M. Smucker Company, Shareholder Relations, Strawberry Lane, Orrville, Ohio 44667 or by

calling (330) 684-3838,

or

from P&G upon written request to The Procter & Gamble Company, Shareholder Services Department, P.O. Box 5572, Cincinnati, Ohio 45201-5572 or by calling (800) 742-6253.

This communication is not a solicitation of a proxy from any security holder of Smucker and shall not constitute an offer to sell or the solicitation of an offer to buy securities, nor shall there be any sale of securities in any jurisdiction in which such solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. However, P&G, Smucker and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from shareholders in connection with the proposed transaction under the rules of the SEC. Information about the directors and executive officers of The J. M. Smucker Company may be found in its 2008 Annual Report on Form 10-K filed with the SEC on June 27, 2008, and its definitive proxy statement relating to its 2008 Annual Meeting of Shareholders filed with the SEC on July 14, 2008. Information about the directors and executive officers of The Procter & Gamble Company may be found in its 2008 Annual Report on Form 10-K filed with the SEC on August 28, 2008, and its definitive proxy statement relating to its 2008 Annual Meeting of Shareholders filed with the SEC on August 29, 2008.

5 Agenda Agenda

Strategy and Growth Objectives

Folgers

An Excellent Fit

Great Brands and Smucker Business Update

Financial Results

6
Share Price Performance
Share Price Performance
\$0
\$500
\$1,000
\$1,500

\$2,000 \$2,500 \$3,000 \$&P 500 DJIA SJM

Note: The graph shows the value of \$20 (Smucker s IPO price in 1959) invested over a 48+ year period in Smucker s common stock, the DJIA and S&P 500.

**Indexed Share** 

Price

APR = 10.5% APR = 10.5% APR = 6.4% APR = 6.4%

APR = 5.9% APR = 5.9%Base = \$20

Base = \$20

SJM versus Major Indices

November 30, 1959 through August 25, 2008

7 Why Invest in Smucker? Why Invest in Smucker?

A history of solid returns

Clear strategy of owning a strong

portfolio of #1 brands

Addition of an iconic #1 brand with Folgers

Enhanced cash flow and strong balance sheet

Unique culture

8 Basic Beliefs Basic Beliefs

Over 110 years old

Headquartered in Orrville, Ohio

Leading North

#### American brands

Five generations of family management

Basic Beliefs
The J. M. Smucker Company
The J. M. Smucker Company
9

11 Vision Statement Vision Statement We will achieve balanced

growth through:

Increased market share of our brands

New products that provide convenience, are good and good for you," and make the consumer smile

Acquisition of other leading food brands We will own and market food brands which hold the #1 market position in their respective category, with an emphasis on North America

Long-Term Objectives
Long-Term Objectives
6%
Organic
34%

Acquisitions 2-3% 8% Improve Efficiencies >8% Share Repurchase Debt Retirement Target 40% Payout Net Sales Growth Operating Profit Growth E.P.S. Growth Dividend Payment

13 \$0.0

\$0.5

\$1.0

\$1.5 \$2.0

\$2.5

\$3.0 FY2002 FY2003 FY2004 FY2005 FY2006 FY2007 FY2008 Net Sales \$650MM \$1.3B \$2.0B \$2.1B 5-Year CAGR through FY 2008 = 15% 10-Year CAGR through FY 2008 = 16% Sales Growth Sales Growth \$1.4B

\$2.2B \$2.5B

\$0.00

\$0.50

\$1.00

\$1.50

\$2.00

\$2.50

\$3.00

\$3.50 \$4.00 FY2002 FY2003 FY2004 FY2005 FY2006 FY2007 FY2008 Earnings Per Share (Non-GAAP) \$1.38 \$2.14 \$2.60 \$2.89 **Earnings Growth Earnings Growth** \$2.42 \$2.77 5-Year CAGR through FY 2008 = 8% 10-Year CAGR through FY 2008 = 10% \$3.15 (a) Excludes merger, integration and restructuring charges.

14

15 Smucker Market Share Leadership U.S. Smucker Market Share Leadership U.S.

```
6.9%
67.1%
66.3%
46.4%
46.4%
45.4%
44.3%
43.1%
19.9%
18.7%
18.7%
15.2%
10.1%
0%
10%
20%
30%
40%
50%
60%
70%
80%
% Dollar Share of Category
#2
#2
#2
#2
#1
#1
#3
#3
#3
#3
#1
#1
#1
#1
#1
#1
#1
#1
#1
#1
#1
#1
#1
#1 in 8 out of 13 categories
Shrtng
                Peanut Fruit
         ICT
                                   Nat
Natural Swtnd
```

Baking Flour Edible Potatoes Pancake Syrups Butter Spreads Beverages Pt Btr Cond Milk Mixes Mixes Oils \$204MM \$154MM \$994MM \$838MM \$267MM \$161MM \$150MM \$1.6B \$599MM \$1.3B \$411MM \$365MM \$592MM #3 #3 Source: **IRI** 52 Week Ending 8/10/08 --TTLGrocery, Mass, Drug &

Walmart Panel

Does NOT include Private Label

3.8%

7.5%

8.1%

35.0%

48.3%

51.5%

51.9%

```
52.2%
58.3%
58.4%
59.6%
0%
10%
20%
30%
40%
50%
60%
70%
#1
#1
#1
#1
#1
#1
#1
#1
#3
#3
#3
#3
#4
#4
Toppings Evap. Milk
                     Flour
                             Swtnd.
                                       Shorten.
Frozen Condiments Fruit
                             Oils
                                     Hot Cereal
Peanut
Cond.
Milk
Fruit
Spreads
Butter
$12MM
         $53.5MM $127MM
                              $20MM
                                         $28MM
                                                    $106MM $166MM
                                                                        $152MM
                                                                                   $134MM
                                                                                              $114MM
                                                                                                        $1
#1
#1
#1
#1
#1
#1
Smucker Market Share
Leadership
Canada
Smucker Market Share
Leadership
Canada
#1
#1
```

#1 in 8 out of 11 categories

16% Dollar Share of Category

Percent of Sales from #1 Brands
Percent of Sales from #1 Brands
75% of Sales
Projected to Come
From #1 Brands
75% of Sales

Projected to Come From #1 Brands

19
Folgers
Folgers
1850
Folgers
founded in San
Francisco by James A. Folger

The J. M. Smucker Company founded in Orrville, Ohio by Jerome M. Smucker 1897

20 Attractive Strategic Fit Attractive Strategic Fit

Strong #1 Brand Strong #1 Brand

Center-of-Store Center-of-Store

North America North America **VISION STATEMENT VISION STATEMENT** We will own and market food We will own and market food brands which hold the #1 brands which hold the #1 market market position position in in their their respective category, with an respective category, with an emphasis on North America emphasis on North America

21 Clear Leader in U.S. Retail Coffee Clear Leader in U.S. Retail Coffee

- #1 Retail Packaged Coffee Manufacturer
- #1 Retail Packaged Coffee Brand

- #1 Retail Packaged Coffee SKU
- #1 Retail Decaffeinated Packaged Coffee Brand
- #1 Retail Instant Packaged Coffee Brand
- #1 Retail Gourmet Packaged Coffee SKU

22

Kraft

24%

Folgers 48%

Rest of

Market

28% U.S. At Home Coffee Market Share U.S. At Home Coffee Market Share Source: P&G internal estimate based on All Outlet Data Excludes approximately \$1.2B of packaged roast & ground product sold outside P&G/ FCC channels and approximately \$0.5B of RTD retail coffee business Calendar 2007 retail sales for Mainstream Roast & Ground and Single Serve \$2.8B

Mainstream Roast & Ground

Mainstream Roast & Ground

23

Market Category Size Market Category Size

\$15.0

\$8.0

\$3.0

\$1.0

FY 2002

FY 2004

FY2005

FY2009

Market opportunity (\$ in billions) Greater opportunity as share of market in each category expands

24 Projected Sales by Category Projected Sales by Category 42% 42% 21%

21%

25%

25%

12%

12%

Spreads

Baking All Other

Coffee

Estimated After Transaction

25 Relationships Relationships

Same core consumer target

Marketing
expertise over 30
years of experience
effectively marketing to
this target
25
With a name like
Smucker s,
it
has
to
be
good

26 Memorable Slogans Memorable Slogans

Choosy Moms Choose Jif

The Best Part of Wakin

Up

With a Name Like Smucker s, It Has to be Good

27 Natural Beverage Aisle Center-of-Store Strategy Center-of-Store Strategy Baking Aisle

Spreads /
Condiments Aisle

Frozen

Aisle

Specialty Aisle

Coffee

Aisle

28

Dunkin

Donuts

Dunkin

Donuts

Strong presence

in gourmet coffee category

29 Added Scale Added Scale Revenue (\$ in billions) 1.2 Treehouse

2.0
Flower Foods
2.5
Smucker (Current)
2.9
McCormick
3.3
Ralcorp
3.7
Del Monte
4.7
Smucker
(2)
6.2
Hormel
7.9
Campbell
10.1
HJ Heinz
11.6
ConAgra
11.8
Kellogg
12.3
Sara Lee
\$13.7
General Mills
(1)
(1)
Comparison
company
revenue
based
on
last
completed fiscal
year.
Ralcorp
revenue adjusted for pro forma impact of Post cereal transaction.
(2)
Pro forma 2009
Assumes Folgers transaction had closed on May 1, 2008.
Greater relevance
to retailer
to remiter
Present huving
Present buying opportunities
ANAMALUHU UKA

Benefit from administrative infrastructure

Capitalize on relationship with Advantage, our national sales agent

Go-to-Market Sales
Go-to-Market Sales
National Sales Agent 3
rd
largest principal
Key Direct Account Teams Already in Place

30

\_

31 Folgers Financial Benefits Folgers Financial Benefits

Accretive transaction

Increases sales to almost \$5 billion in first full year

Enhances cash flow and creates stronger balance sheet

32 Great Home for *Folgers* Great Home for *Folgers* 

Transaction Overview Transaction Overview

Reverse Morris Trust structure

P&G shareholders will own 53.5% of the combined company shares

- ~63 million shares will be issued
- ~118 million shares outstanding

Smucker to pay \$5 special one-time dividend to Smucker shareholders, as of a record date prior to close

Smucker to guarantee \$350 million of Folgers debt upon close

Smucker to finance special dividend (~\$300 million)

Closing expected in fourth quarter of calendar 2008 33

34 Key Milestones Key Milestones

Seamless integration with customers and consumers

Assembling the team and addressing all employee related issues

Achieve the \$80 million synergy level

35 Achievements Achievements

Regulatory clearance from FTC

Proxy and registration statement in

comment period with SEC

Announced leadership team to oversee Folgers business

Ongoing integration planning sessions

Gained further insight into the brands

Expanded knowledge of coffee supply chain and coffee procurement

37 Folgers

An Excellent Fit Folgers

An Excellent Fit

The J. M. Smucker Company The J. M. Smucker Company

39 Focus on Consumers Focus on Consumers

40

Increased sales over 40%

Increase operating margin

Invested in consumer marketing

\$33mm capital investment in Lexington plant

Market share increased to over 40%

Jif-to-Go

Jif

Natural

Jif

Snack Nuts

New roaster technology

Jar light-weighting Making Great Brands Better Making Great Brands Better 40

41

Maintained share leadership through commodity volatility

Innovator in oils category

Commodity buying group key to success

\$45mm capital investment in Cincinnati plant

Trans Fat Free Shortening

Crisco

Peanut Oil

Crisco

Olive Oil

Crisco

Sprays

Simple

Measures

packaging

innovation

Crisco

with Omega-3 DHA

Making Great Brands Better

Making Great Brands Better

Improved product quality

Leveraged presence of Doughboy

Frostings improved to #2

brand in category

Pillsbury Bake-Off

Reduced sugar cake mixes and frostings

Expand Funfetti products

Enhanced packaging 42 Making Great Brands Better Making Great Brands Better

43 The Best Part of Wakin Up The Best Part of Wakin Up

44
The Best Way to End the Day
The Best Way to End the Day

46 Consumer Consumer Oils / Baking International Canada Foodservice

Beverage

Business Area

Segment

Special Special

Markets

Markets

Brands

U.S.

U.S.

Retail

Retail

Market

Market

**Smucker Business Segments** 

Smucker Business Segments

47 Eagle Brand Eagle Brand

Cross Promotions Cross Promotions 48

49 Uncrustables Uncrustables

Achieved \$120 million in net sales

50 Hungry Jack Hungry Jack

Canada Canada

52 Canada Category Leader Canada Category Leader

53 Canada New Categories Canada New Categories

The J. M. Smucker Company The J. M. Smucker Company

FY 2009 1 st Quarter Income Statement Highlights FY 2009 1 st

#### Quarter Income Statement Highlights (1)%11.4% \$ 64 9.6% \$ 63 Income Before Taxes 7.3% 100.0%6.4% 100.0% \$ 41 \$ 562 4% \$ 42 Net Income \$ 664 Net Sales Quarter Ended July 31, 2008 Quarter Ended July 31, 2007 (\$ in millions, except EPS) % Chg Non-GAAP EPS excludes merger, integration and restructuring charges. 8%\$ 0.71 \$ 0.77 **EPS** 14% \$ 0.72

\$ 0.82 EPS

18%

(Non-GAAP)

56 Consumer Consumer Oils / Baking Business Area Segment U.S.

#### Retail Segment FY09 Net Sales vs. Prior Year +11% +11% +15% +15% +13% +13% **SBAs SBAs**

Consumer sales led by price and volume gains

Consumer oils and baking sales up due to price increases and volume gains in baking mixes and frostings FY 2009 1

Segments Segments

st

Quarter

U.S. Retail Market Segment

FY 2009 1

st

Quarter

U.S. Retail Market Segment

57 International Canada Foodservice Beverage Business Area Segment

### Special Markets Segment FY09 Net Sales vs. Prior Year +79% +79% -1% -1% +13% +13% +11% +11% +34% +34% **SBAs SBAs** Segments Segments

Acquisition

of

Carnation

and

Europe s

Best

businesses

and favorable exchange rates in Canada

Knott s Berry Farm in foodservice

Pricing

FY 2009 1 st

Quarter

Special Markets Segment

FY 2009 1

st

Quarter

Special Markets Segment

58 FY 2009 1 st Quarter Margins FY 2009 1 st Quarter Margins

```
2%
$
   2
$
70
$ 72
Operating Income
12.6%
11.4%
Margin %
$
  5
$ 22
$ 102
$ 71
12.5%
33.1%
$ 186
$ 562
7%
$ 76
Operating Income
(Non-GAAP)
31.3%
Margin %
10.8%
Margin %
12%
$ 208
Gross Profit
18%
$ 664
Net Sales
2008
2007
($ in millions)
% Chg
Quarter Ended July 31,
$ Chg
Margin Factors:
Pricing offset higher cost but did not maintain margin
Nonrecurring peanut butter sales in FY 2008
Unfavorable product mix
+ Decrease in administrative expenses as percent of sales
```

+ Eagle business margin improvement

105

Selling, Distribution & Administrative Selling, Distribution & Administrative 

21

22

Q2

Q3

Q4 Q1

Most Recent

Previous

Trailing four quarters

Oct. 2006

19.2

Oct. 2007

18.6

Jan. 2007

20.8

Jan. 2008

18.5

April 2007

20.6

April 2008

19.4

July 2007

20.8

July 2008

19.9

Percent of Net Sales

60
Cash Flow From Operations
Cash Flow From Operations
\$ 34
\$(22)
\$ 56
Quarter Ended

July 31, 2008

\$ (7)

\$(17)

\$ 10

Quarter Ended

July 31, 2007

Free Cash Flow

Capital Expenditures

Cash Flow From Operations

(\$ in millions)

61
Folgers Synergies
Folgers Synergies
JMS Infrastructure
JMS Infrastructure
Net Sales Operations Sales & Supply Chain Corporate & Marketing

Admin.

Synergies
Synergies
~\$80+ million

COGS

SD&A

COGS

SD&A

62

Net Sales and EBITDA

Net Sales and EBITDA

\$0.0

\$0.5

\$1.0

\$1.5

- \$2.0
- \$2.5
- \$3.0
- \$3.5
- \$4.0
- Φ1.0
- \$4.5
- \$5.0
- FY2008 FY2009
- Net Sales
- \$0
- \$250
- \$500
- \$750
- \$1,000
- FY2008
- FY2009
- 0.0~
- 0.0%
- 5.0%
- 10.0%
- 15.0%
- 20.0%
- 25.0%
- 30.0%
- **EBITDA**
- (Excluding
- Merger
- and
- Integration
- Costs)
- Pro forma \* (a)
- \$2.5B
- \$4.7B
- \$371
- \$820
- 14.7%
- 17.3%
- Pro forma (a)
- \* Includes approximately \$83 million in synergies.
- (a) Assumes Folgers transaction had closed on May 1, 2008.

63
Debt Profile Supports
Continued Growth
Debt Profile Supports
Continued Growth

Stronger balance sheet post-closing

Modest leverage and strong cash flow will facilitate pursuit of shareholder value

#### Investments

### Acquisitions

Share repurchase / dividends

(a) Assumes Folgers transaction had closed on May 1, 2008.

2009

Standalone Smucker

2009

(a)

Combined Smucker

Total Debt

\$790mm

\$1,440mm

Debt / EBITDA

2.1x

1.8x

Interest Coverage

8.1x

9.7x

Cash Flow From Operations
Cash Flow From Operations
\$ 116
\$ (76)
\$ 192
FY 2008

\$ 400

\$(115)

\$ 515

FY 2009

(a)

Pro forma

Free Cash Flow

Capital Expenditures

Cash Flow From Operations

(\$ in millions)

(a) Assumes Folgers transaction had closed on May 1, 2008.

Cash Flow / Allocation of Cash (after expiration of two year repurchase limitation) Cash Flow / Allocation of Cash (after expiration of two year repurchase limitation) 5-Year Historic Use of Cash 28% 28%

22% 22%

Acquisition

Capital

Expenditures

Stock Repurchase

Dividends

Free Cash Flow

Cash

From

Operations

Dividends

Acquisition

Repurchase

CapEx =

21/2

\_

3% of Sales

CapEx =

 $2\frac{1}{2}$ 

3% of Sales

65

66

The J. M. Smucker Company

The J. M. Smucker Company

67 Why Invest in Smucker? Why Invest in Smucker?

A history of solid returns

Clear strategy of owning a strong

portfolio of #1 brands

Addition of an iconic #1 brand with Folgers

Enhanced cash flow and strong balance sheet

Unique culture

Additional Information
Additional Information
FOLGERS, the FOLGERS logo, AROMASEAL, FOLGERS GOURMET
SELECTIONS and THE BEST PART OF WAKIN' UP IS FOLGERS IN YOUR
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