TreeHouse Foods, Inc.
Form 10-Q/A
November 14, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-Q/A
Amendment No. 1

(Mark One)

þ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934**
For the Quarterly Period Ended June 30, 2006

or

o **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	**20-2311383**
(State or other jurisdiction of incorporation or organization)	(I.R.S. employer identification no.)

Two Westbrook Corporate Center
Suite 1070
Westchester, IL 60154
(708) 483-1300
(Address, including zip code, and telephone number, including area code of the registrant s principal executive offices)

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 þ No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer o Accelerated filer o Non-accelerated filerþ

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

As of August 8, 2006 there were 31,202,473 shares of Common Stock, par value $0.01 per share, outstanding.

Explanatory Note

TreeHouse Foods, Inc. (the Company) is filing this Amendment No. 1 to its Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2006, which was originally filed with the Securities and Exchange Commission (SEC) on August 14, 2006 (Original Filing), to amend Part I Financial Information Item 1 Financial Statements, and Item 4 Controls and Procedures. This Amendment restates the Company s condensed consolidated balance sheet as of June 30, 2006 to reclassify the Company s revolving credit agreement as a non-current liability. The following items have been amended as a result of the restatement:

(i). Part I, Item 1, Financial Statements, has been revised to correct the classification of our revolving credit agreement in our condensed consolidated balance sheet as of June 30, 2006;

(ii). Part I, Item 4, Controls and Procedures, has been revised to disclose certain matters identified in connection with our disclosure controls and procedures as of June 30, 2006.

Additionally, Item 6. of Part II, *Exhibits*, of this Amendment has been revised to contain currently-dated certifications from our Chief Executive Officer and Chief Financial Officer, as required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002. The certifications of our Chief Executive Officer and Chief Financial Officer are attached to this Form 10-Q/A as Exhibits 31.1, 31.2, 32.1 and 32.2, respectively. Investors should rely on the restated financial statements for the quarter ended June 30, 2006, and, as the Company, previously reported on Form 8-K on November 9, 2006, should not rely on the Company s previously issued consolidated financial statements for such reporting period.

This Amendment only relates to the Consolidated Financial Statements. This Amendment does not reflect events occurring after the Original Filing or otherwise modify or update the disclosure contained therein in any way except as expressly indicated above. Accordingly, this Amendment should be read in conjunction with the Company s filings made with the Securities and Exchange Commission subsequent to the Original Filing.

Table of Contents

302 Certification of Chief Executive Officer
302 Certification of Chief Financial Officer
906 Certification of Chief Executive Officer
906 Certification of Chief Financial Officer

Part I Financial Information

Item 1. Financial Statements

TREEHOUSE FOODS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except share data)

	June 30, 2006 (As restated)	December 31, 2005
	(Unaudited)	
Assets		
Current assets:		
Cash and cash equivalents	$ 4	$ 8,001
Receivables, net	56,165	34,636
Inventories	195,417	114,562
Deferred income taxes	2,452	2,569
Prepaid expenses and other current assets	5,835	4,922
Assets of discontinued operations	1,970	1,970
Total current assets	261,843	166,660
Property, plant and equipment, net	214,501	117,438
Goodwill	402,043	293,374
Identifiable intangible and other assets	73,696	32,225
Total	$ 952,083	$ 609,697
Liabilities and Stockholders Equity		
Current liabilities:		
Accounts payable and accrued expenses	$ 94,918	$ 61,457
Current portion of long-term debt	497	321
Liabilities of discontinued operations	50	93
Total current liabilities	95,465	61,871
Long-term debt	257,463	6,144
Deferred income taxes	8,406	9,421
Other long-term liabilities	52,649	18,906
Commitments and contingencies (Note 12)		
Stockholders equity:		
Preferred stock, par value $.01 per share, 10,000,000 shares authorized, none issued Common stock, par value $.01 per share, 40,000,000 shares authorized, 31,202,473 and 31,087,773 shares issued and outstanding at June 30, 2006 and December 31, 2005, respectively	312	311
Additional paid-in capital	526,822	516,071
Retained earnings (accumulated deficit)	13,245	(748)
Accumulated other comprehensive loss	(2,279)	(2,279)

Total stockholders equity	538,100	513,355
Total	$ 952,083	$ 609,697

See Notes to Condensed Consolidated Financial Statements.

TREEHOUSE FOODS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share data)

	Three Months Ended June 30		Six Months Ended June 30	
	2006	**2005**	**2006**	**2005**
	(Unaudited)		**(Unudited)**	
Net sales	$ 232,118	$ 185,008	$ 404,842	$ 351,383
Cost of sales	183,595	144,544	315,929	273,075
Gross profit	48,523	40,464	88,913	78,308
Operating expenses:				
Selling and distribution	18,847	16,675	32,897	30,780
General and administrative	14,797	5,662	28,566	9,239
Management fee paid to Dean Foods		1,470		2,940
Other operating expense, net		7,135		7,279
Amortization expense	845	414	1,309	828
Total operating expenses	34,489	31,356	62,772	51,066
Operating income	14,034	9,108	26,141	27,242
Other (income) expense:				
Interest expense, net	3,252	172	3,413	365
Other income, net		(5)		(66)
Total other (income) expense	3,252	167	3,413	299
Income from continuing operations before income taxes	10,782	8,941	22,728	26,943
Income taxes	4,182	7,404	8,722	14,024
Income from continuing operations	6,600	1,537	14,006	12,919
Loss from discontinued operations, net of tax	(6)	(256)	(13)	(595)
Net income	$ 6,594	$ 1,281	$ 13,993	$ 12,324
Weighted average common shares:				
Basic	31,145	30,801	31,121	30,801
Diluted	31,231	31,060	31,224	31,060
Basic earnings per common share:				
Income from continuing operations	$ .21	$ .05	$ .45	$ .42
Loss from discontinued operations, net of tax		(.01)		(.02)
Net income	$ .21	$ .04	$ .45	$ .40
Diluted earnings per common share:				
Income from continuing operations	$ .21	$ .05	$ .45	$ .42

Loss from discontinued operations, net of tax				(.01)				(.02)
Net income	$	.21	$	.04	$	.45	$	.40

See Notes to Condensed Consolidated Financial Statements.

TREEHOUSE FOODS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Six Months Ended June 30 2006	Six Months Ended June 30 2005
	(Unaudited)	
Cash flows from operating activities:		
Net income	$ 13,993	$ 12,324
Loss from discontinued operations	13	595
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	10,766	8,256
Stock-based compensation	9,238	
Loss on disposition of assets	225	12
Deferred income taxes	(1,490)	753
Changes in operating assets and liabilities, net of impact of acquisitions:		
Receivables	(17,293)	(1,529)
Inventories	(5,220)	13,451
Prepaid expenses and other assets	1,404	(1,498)
Accounts payable and accrued expenses	29,101	9,152
Net cash provided by continuing operations	40,737	41,516
Net cash (used in) provided by discontinued operations	(56)	2,320
Net cash provided by operating activities	40,681	43,836
Cash flows from investing activities:		
Additions to property, plant and equipment	(4,387)	(7,736)
Cash outflows for acquisitions	(294,677)	
Proceeds from sale of fixed assets	107	4
Net cash used in continuing operations	(298,957)	(7,732)
Net cash used in discontinued operations		
Net cash used in investing activities	(298,957)	(7,732)
Cash flows from financing activities:		
Proceeds from issuance of debt	250,000	3,672
Payment of debt	(1,828)	(2,295)
Payments of deferred financing costs		(808)
Proceeds from stock option exercises	1,482	
Tax benefit from stock options exercised	625	
Net cash activity with Dean Foods		(34,542)
Net cash (used in) provided by continuing operations	250,279	(33,973)
Net cash (used in) provided by discontinued operations		
Net cash (used in) provided by financing activities	250,279	(33,973)

Increase (decrease) in cash and cash equivalents		(7,997)		2,131
Cash and cash equivalents, beginning of period		8,001		165
Cash and cash equivalents, end of period	$	4	$	2,296

See Notes to Condensed Consolidated Financial Statements.

TREEHOUSE FOODS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
As of and for the six months ended June 30, 2006
(Unaudited)

1. General

TreeHouse Foods, Inc. (TreeHouse) was formed on January 25, 2005 by Dean Foods Company (Dean Foods) in order to accomplish a spin-off to its shareholders of certain specialty businesses. Dean Foods transferred the assets and liabilities of its former Specialty Foods Group segment, in addition to the *Mocha Mix*®, *Second Nature*® and foodservice salad dressings businesses conducted by other businesses owned by Dean Foods, to TreeHouse. TreeHouse common stock held by Dean Foods was distributed to Dean Foods stockholders on a distribution ratio of one share of TreeHouse common stock for every five shares of Dean Foods common stock outstanding. The transfer of assets and liabilities and the distribution of shares (the Distribution) were completed on June 27, 2005 and TreeHouse commenced operations as an independent public company. Dean Foods has no continuing stock ownership in TreeHouse.

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. References in the accompanying Condensed Consolidated Financial Statements and in these Notes to TreeHouse we , our and us mean TreeHouse. Our historical financial results as part of Dean Foods do not reflect what our financial results would have been had we been operated as a separate, independent company during the periods presented.

2. Significant Accounting Policies

Basis of Presentation The unaudited Condensed Consolidated Financial Statements contained in this Quarterly Report have been prepared on the same basis as the Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2005. In our opinion, we have made all necessary adjustments (which include only normal recurring adjustments) in order to present fairly, in all material respects, our consolidated financial position, results of operations and cash flows as of the dates and for the periods presented. As permitted, certain disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted. Our results of operations for the period ended June 30, 2006 may not be indicative of our operating results for the full year. The Condensed Consolidated Financial Statements contained in this Quarterly Report should be read in conjunction with our 2005 Consolidated Financial Statements contained in our Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 29, 2006.

Use of Estimates The preparation of our Condensed Consolidated Financial Statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires us to use our 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 Condensed Consolidated Financial Statements and the reported amounts of net sales and expenses during the reporting period. Actual results could differ from these estimates under different assumptions or conditions.

Stock-Based Compensation (Post-Distribution) Effective July 1, 2005, we have adopted the requirements of SFAS 123(R) Share-Based Payment . This statement requires that compensation paid with equity instruments be measured at grant-date fair value and that the resulting expense be recognized over the relevant service period. Prior to the quarter beginning July 1, 2005, we elected to follow Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees . As such, no compensation expense was recognized prior to the quarter beginning July 1, 2005 as stock options were granted at exercise prices that were at or above market value at the grant date.

Income Taxes Prior to the Distribution we were included in Dean Foods consolidated income tax returns and we did not file separate federal tax returns. Our income taxes were determined and recorded in our Consolidated Financial Statements as if we were filing a separate return for federal income tax purposes.

Recently Issued Accounting Pronouncements In November 2004, the FASB issued SFAS No. 151, Inventory Costs an Amendment of ARB No. 43, Chapter 4. SFAS No. 151, which is effective for inventory costs incurred during years beginning after June 15, 2005, clarifies the accounting for abnormal amounts of idle facility expense, freight, handling costs, and wasted material, requiring that those items be recognized as current-period charges. In addition, SFAS No. 151 requires that allocation of fixed production overheads be based on the normal capacity of the production facilities. The adoption of this accounting standard did not have a material impact on our Condensed Consolidated Financial Statements.

In December 2004, FASB issued SFAS No. 153, Exchanges of Nonmonetary Assets, an amendment of APB Opinion No. 29. SFAS No. 153 is effective for nonmonetary exchanges occurring in years beginning after June 15, 2005. SFAS No. 153 eliminates the rule in APB No. 29 which excluded from fair value measurement exchanges of similar productive assets. Instead SFAS No. 153 excludes from fair value measurement exchanges of nonmonetary assets that do not have commercial substance. The adoption of this accounting standard did not have a material impact on our Condensed Consolidated Financial Statements.

In May 2005, the FASB issued SFAS No. 154, Accounting Changes and Error Corrections . SFAS 154 replaces Accounting Principles Board Opinion No. 20 Accounting Changes and SFAS No. 3, Reporting Accounting Changes in Interim Financial Statements-An Amendment of APB Opinion No. 28. SFAS 154 provides guidance on the accounting for and reporting of accounting changes and error corrections. SFAS 154 requires retrospective application of the direct effect of a voluntary change in accounting principle to prior periods financial statements where it is practicable to do so. SFAS 154 also redefines the term restatement to mean the correction of an error by revising previously issued financial statements. SFAS 154 is effective for accounting changes and error corrections made in fiscal years beginning after December 15, 2005 unless adopted early. The adoption of this accounting standard did not have a material impact on the consolidated financial position, results of operations or cash flows, except to the extent that the statement subsequently requires retrospective application of a future item.

In June 2006, the FASB issued FASB Interpretation (FIN) No. 48, Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109 . FIN No. 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise s financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN No. 48 is effective for fiscal years beginning after December 15, 2006. We are currently evaluating the impact this interpretation will have on our financial statements.

3. Discontinued Operations

On September 7, 2004, we announced our decision to exit our nutritional beverages business. Our decision to exit this line of business resulted from significant declines in volume, which we believed could not be replaced. In accordance with generally accepted accounting principles, our financial statements reflect our former nutritional beverages business as discontinued operations. The property and equipment was written down in 2004 to its estimated fair value of $1.0 million and held for sale at June 30, 2006.

Net sales and income (loss) before taxes generated by our nutritional beverages business were as follows:

	Six Months Ended June 30	
	2006	**2005**
	(In thousands)	
Net sales	$ (6)	$ 99
Loss before tax	$(21)	$(951)

4. Facility Closing and Reorganization Costs

Facility Closing and Reorganization Costs We recorded facility closing costs of $1.0 million in the three months ended June 30, 2006 and $2.0 million in the six months ended June 30, 2006 related to the closing of the La Junta, Colorado pickle manufacturing facility and distribution center. In addition, the La Junta, Colorado property and equipment, which was written down to its estimated fair value of $1.6 million in the fourth quarter of 2005, was being held for sale as of June 30, 2006. Subsequently, on July 10, 2006 the distribution center was sold for $2.0 million. Facility closing and reorganization costs are recorded as General and Administrative expense in the condensed consolidated statement of income.

Activity with respect to these liabilities for 2006 is summarized below:

	(In thousands)
Accrued charges at December 31, 2005	$ 434
Payments	(2,603)
Provision for the six months ended June 30, 2006	2,312
Accrued charges at June 30, 2006	$ 143

The accrued charges at June 30, 2006 are for employee severance and maintaining the closed facility in a saleable condition. Future costs related to the facility closing are expected to be $.6 million in 2006 and $.3 million in 2007.

5. Inventories

	June 30, 2006	December 31, 2005
	(In thousands)	
Raw materials and supplies	$ 47,537	$ 37,521
Finished goods	156,019	83,280
LIFO Reserve	(8,139)	(6,239)
Total	$ 195,417	$ 114,562

Approximately $62.0 million and $88.8 million of our inventory was accounted for under the LIFO method of accounting at June 30, 2006 and December 31, 2005, respectively.

6. Intangible Assets

Changes in the carrying amount of goodwill for the six months ended June 30, 2006 are as follows:

	Pickles	Powder	Soup & Infant Feeding (In thousands)	Other	Total
Balance at December 31, 2005	$34,031	$185,785	$	$73,558	$293,374
Goodwill from acquisition			108,669		108,669
Balance at June 30, 2006	$34,031	$185,785	$108,669	$73,558	$402,043

The gross carrying amount and accumulated amortization of our intangible assets other than goodwill as of June 30, 2006 and December 31, 2005 are as follows:

	June 30, 2006			December 31, 2005		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Carrying Amount
			(In thousands)			
Intangible assets with indefinite lives:						
Trademarks	$ 30,800	$	$ 30,800	$ 22,800	$	$ 22,800
Intangible assets with finite lives:						
Customer-related	44,722	(6,845)	37,877	11,846	(5,658)	6,188
Total	$ 75,522	$ (6,845)	$ 68,677	$ 34,646	$ (5,658)	$ 28,988

Intangible assets acquired in the six months ended June 30, 2006 are customer related intangibles acquired in the pickle segment in February 2006 and the trademarks, customer lists and transition services agreement with Del Monte Foods Company resulting from the acquisition of the soup and infant feeding business in April 2006. The trademarks are deemed to have indefinite useful lives because they are expected to generate cash flows indefinitely. Customer related intangibles are estimated to have a useful life of fifteen years and are being amortized over a fifteen year period on a straight line basis. Other intangibles relate to favorable terms on the transition services agreement with Del Monte Foods Company, which is being amortized on a straight line basis over the nine month term of the agreement. The company is in the process of finalizing the fair value and useful lives of these assets and as a result the amortization expense is subject to revision.

Amortization expense on intangible assets for the three months ended June 30, 2006 and 2005 was $845,000 and $414,000, respectively and $1.3 million and $828,000 in the six months ended June 30, 2006 and 2005 respectively. Estimated aggregate intangible asset amortization expense for the next five years is as follows:

2007	$3.8 million
2008	$3.7 million
2009	$3.5 million
2010	$3.5 million
2011	$2.2 million

7. Long-Term Debt

	June 30, 2006 (As restated) Amount Outstanding	December 31, 2005 Amount Outstanding
	(In thousands)	
Revolving credit facility	$ 248,300	$
Capital lease obligations and other	9,660	6,465
	257,960	6,465
Less current portion	497	321
Total	$ 257,463	$ 6,144

Revolving Credit Facility Effective June 27, 2005 we entered into a five-year unsecured revolving credit agreement with a group of participating financial institutions under which we can borrow up to $400 million. This agreement also includes a $75 million letter of credit sublimit, against which a $1.4 million letter of credit has been issued, but undrawn. We may request to increase the commitments under the credit facility up to an aggregate of $500 million upon the satisfaction of certain conditions. 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 June 30, 2006. We believe that, given our current cash position, 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.

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 either the rate offered in the inter-bank Eurodollar market or the higher of the prime lending rate of the administrative agent or federal funds rate plus 0.5%. The applicable margin for Eurodollar loans is based on our consolidated leverage ratio and ranges from 0.50% to 0.80%. In addition, a facility fee based on our consolidated leverage ratio and ranging from 0.125% to 0.20% is due quarterly on all commitments under the credit facility. Our average interest rate on debt outstanding at June 30, 2006 was 5.87%.

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.

Capital Lease Obligations and Other Capital lease obligations include various promissory notes for the purchase of property, plant and equipment and capital lease obligations. The various promissory notes payable provide for interest at varying rates and are payable in monthly installments of principal and interest until maturity, when the remaining principal balances are due. 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.

Receivables-Backed Facility Prior to the Distribution, we participated in Dean Foods receivables-backed facility. We sold our accounts receivable to a wholly-owned special purpose entity controlled by Dean Foods that is intended to be bankruptcy-remote. The special purpose entity transferred the receivables to third-party asset-backed commercial paper conduits sponsored by major financial institutions. The Dean foods receivables-backed facility bears interest at a variable rate based on the commercial paper yield, as defined in the agreement. Dean Foods did not allocate interest related to the receivables-backed facility to its segments. Therefore, no interest costs related to this facility have been reflected in our Consolidated Income Statements. Effective April 1, 2005, we ceased to participate in Dean Foods receivables-backed facility.

8. Stockholders Equity and Earnings per Share

Common stock distribution and issuance Our common stock was distributed to Dean Foods stockholders on June 27, 2005 in the ratio of one share of TreeHouse common stock for every five shares of Dean Foods outstanding as of the record date of June 20, 2005. As a result, Dean Foods distributed 30,287,925 shares of TreeHouse common stock to its shareholders. In conjunction with entering into employment agreements, TreeHouse management purchased approximately 1.67% of TreeHouse common stock directly from Dean Foods in January 2005. These shares are equivalent to 513,353 shares on a post-Distribution basis. As of June 30, 2006, there were 31,202,473 shares issued and outstanding. There is no treasury stock and there is no remaining stock ownership by Dean Foods.

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. For all periods prior to June 30, 2005, basic earnings per share are computed using our shares outstanding as of the date of the completion of the Distribution. Diluted earnings per share incorporate the incremental shares issuable upon the assumed exercise of stock options. Certain of the Company s stock options were excluded from the calculation of diluted earnings per share because they were anti-dilutive, but these options could be dilutive in the future. The restricted stock and restricted stock unit awards are subject to market conditions for vesting which were not met as of June 30, 2006, so these awards are also excluded from the diluted earnings per share calculation.

Prior to completion of the Distribution, Dean Foods converted options on Dean Foods stock held by Dean s chairman and chief executive officer. These were converted on a pro-rata basis between options for Dean Foods and TreeHouse shares. As a result, there are 344,805 options outstanding as of June 30, 2006, which are exercisable at various prices. The new awards maintained both the pre-conversion aggregate intrinsic value of each award and the ratio of the exercise price per share to the market value per share. The net dilutive effect of these options are included in the diluted earnings per share calculation for all periods presented. During the quarter ended June 30, 2006, 114,700 options held by Dean s chairman and chief executive officer were exercised at a total price of $1.5 million.

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:

	Three Months Ended June 30		Six Months Ended June 30	
	2006	**2005**	**2006**	**2005**
Weighted average shares outstanding	31,145,123	30,801,278	31,120,544	30,801,278
Assumed exercise of stock options (1)	86,092	259,133	103,547	259,133
Weighted average diluted common shares outstanding	31,231,215	31,060,411	31,224,091	31,060,411

(1) The assumed exercise of stock options excludes 1,705,802 options outstanding, which were anti-dilutive for the three and six months ended June 30, 2006 and 1,509,080

options
outstanding,
which were
anti-dilutive for
the three and six
months ended
June 30, 2005.

9. Stock-based Compensation

The following table summarizes stock option activity during the six months ended June 30, 2006. Options were granted under our long-term incentive plan and in certain cases pursuant to employment agreements. All options granted have three year terms which vest one-third on each of the first three anniversaries of the grant date.

	Employee Options	Director Options	Weighted Average Exercise Price
Outstanding, December 31, 2005	1,499,806	500,299	$ 26.27
Granted	360,740	45,000	$ 23.16
Forfeited	(117,498)		$ 29.30
Exercised		(114,700)	$ 12.92
Outstanding, June 30, 2006	1,743,048	430,599	$ 26.22
Exercisable at June 30, 2006	459,756	358,403	$ 24.15

During the six months ended June 30, 2006, the total intrinsic value of stock options exercised was approximately $1.5 million. No stock options were exercised in the first six months of 2005. The aggregate intrinsic value of outstanding and exercisable options was $3.4 million and $2.8 million, respectively, at June 30, 2006 and $11.8 million and $11.8 million, respectively, at June 30, 2005. The tax benefit recognized from stock option exercises in both the three and six month periods ended June 30, 2006 was $.6 million. Compensation cost related to unvested options totaled $11.4 million at June 30, 2006 and will be recognized over the remaining vesting period of the grants, which averages 2.1 years. The average grant date fair value of options granted in 2006 was $9.65.

In addition to stock options, in 2005 certain key management employees were granted restricted stock and restricted stock units pursuant to the terms of their employment agreements. TreeHouse issued 630,942 shares of restricted stock and 616,802 restricted stock units in the second quarter of 2005, of which 583,622 and 584,339, respectively, are outstanding as of June 30, 2006. Restricted stock generally vests one-third on each of January 27, 2006, 2007 and 2008. It is subject to a market condition that requires that the total shareholder return of TreeHouse exceed the median of a peer group of 22 companies for the applicable vesting period. In addition, there is a cumulative test at January 27, 2007 through 2010 that allows for vesting of previously unvested grants if the total shareholder return test is met on a cumulative basis. Restricted stock units have the same vesting dates as restricted stock, but they are subject to the condition that the price of TreeHouse stock exceeds $29.65 on each vesting date. The cumulative test extends for the two anniversary dates beyond the last vesting date of January 27, 2008. No restricted stock units or restricted shares were outstanding at June 30, 2006. Future compensation cost related to outstanding restricted stock units and shares of restricted stock totaled approximately $2.0 million and will be recognized over the next 2.75 years.

As stated in Note 2, for the quarter beginning July 1, 2005, we adopted the requirements of SFAS 123(R) Share Based Payments . The company elected to use the modified prospective application of SFAS 123(R) for these awards issued prior to July 1, 2005. Income from continuing operations before tax for the quarter and six months ended June 30, 2006 included share-based compensation expense for employee and director stock options, restricted stock and restricted stock units of $4.4 million and $9.2. million, respectively.

10. Employee Retirement and Postretirement Benefits

Pension, Profit Sharing and Postretirement Benefits Our employees and retirees participate in various pension, profit sharing and other postretirement benefit plans previously sponsored by Dean Foods. At the time of the Distribution, the obligations related to such plans were transferred to TreeHouse. Employee benefit plan obligations and expenses included in our Condensed Consolidated Financial Statements are determined based on plan assumptions, employee demographic data, claims and payments. In addition, as part of the acquisition of the soup and infant feeding business, we provide healthcare benefits to certain retirees who are covered under specific contracts. The net period benefit cost for the group was approximately $.7 million in the three months ended June 30, 2006.

Defined Benefit Plans The benefits under our defined benefit plans are based on years of service and employee compensation.

	Three Months Ended June 30		Six Months Ended June 30	
	2006	2005	2006	2005
	(In thousands)			
Components of net period cost:				
Service cost	$ 90	$ 80	$ 180	$ 160
Interest cost	360	399	720	798
Expected return on plan assets	(255)	(312)	(510)	(624)
Amortization of prior service costs	20	21	40	42
Amortization of unrecognized net loss	35	40	70	80
Effect of settlement		37		74
Net period benefit cost	$ 250	$ 265	$ 500	$ 530

We expect to contribute $3.2 million to the pension plans during 2006, of which $1.3 million has been paid as of June 30, 2006.

Postretirement Benefits We provide healthcare benefits to certain retirees who are covered under specific group contracts.

	Three Months Ended	Six Months Ended

	June 30 2006	June 30 2005	June 30 2006	June 30 2005
	(In thousands)			
Components of net period cost:				
Service and interest cost	$ 80	$ 73	$ 160	$ 146
Amortization of unrecognized net loss	25	16	50	32
Net period benefit cost	$ 105	$ 89	$ 210	$ 178

We expect to contribute $425,000 to the postretirement health plans during 2006, of which approximately $210,000 has been paid as of June 30, 2006.

11. Acquisition

On April 24, 2006, we completed the acquisition of certain real estate, equipment, machinery, inventory, raw materials, intellectual property and other assets that are related to the Del Monte Foods Company (1) private label soup business, (2) infant feeding business conducted under the brand name Nature s Goodness®, and (3) the food service soup business (hereinafter collectively referred to as the Soup and Infant Feeding Business), and assumed certain liabilities to the extent related thereto. Immediately following the completion of the acquisition, the Soup and Infant Feeding Business became a division of our operating subsidiary, Bay Valley Foods, LLC. The acquisition of the soup and infant feeding business expands our offerings, primarily in the private label market allowing us to provide a broader line of goods to our customers. The value we expect to realize as a company is believed to exceed the amount paid to acquire the business.

The purchase price (subject to finalization of an adjustment for working capital) paid for the soup and infant feeding business by TreeHouse was $284.1 million, which includes acquisition related costs of $5.2 million. In addition TreeHouse assumed postretirement, vacation pay and lease, and other liabilities of $41.4 million. The acquisition was financed through $250 million of borrowings under our existing $400 million credit facility and available cash balances.

The acquisition is being accounted for under the purchase method of accounting and the results of operations are included in our financial statements from the date of acquisition. The purchase price was allocated to the net assets acquired based upon estimated fair market values at the date of acquisition. The purchase price allocations are preliminary because we have not finalized our estimate of the fair value of long-lived assets or intangible assets acquired. We have made a preliminary allocation to the net tangible and intangible assets acquired and liabilities assumed as follows:

	(In thousands)
Inventory	$ 70,667
Property Plant and Equipment	102,402
Trade Name Natures Goodness	8,000
Customer Relationships	28,100
Transition Services Agreement	1,100
Goodwill	108,669
Other Assets	6,476
Total Assets Purchased	325,414
Assumed Liabilities	(41,360)
Total Purchase Price	$ 284,054

We have hired a third party valuation firm to establish the fair value of the soup and infant feeding business inventory, real estate, machinery and equipment and the fair value of identifiable intangible assets. As a result of information obtained as we operate the business, values assigned to these assets could change. We are also assessing certain liabilities assumed in the transaction.

We have recorded intangible assets of $144.8 million during the three month period ended June 30, 2006, including $108.7 million of goodwill, $8.0 million of trademark indefinite lived intangibles and $28.1 million of customer and contract related definite lived intangibles. The weighted average useful life of the definite lived intangibles is fifteen years and $28.1 million of the intangible asset value is expected to be deductible for income tax purposes.

The Company has entered into a transition services agreement with Del Monte Foods Company whereby Del Monte will continue to provide various administrative and information technology support services until the soup and infant feeding business can be fully integrated into TreeHouse.

The following pro forma summary presents the effect of the soup and infant feeding business acquired during the second quarter of 2006 as though the business had been acquired as of January 1, 2005 and is based upon unaudited financial information of the acquired entity (in thousands, except per share data):

	Three Months Ended June 30		Six Months Ended June 30	
	2006	2005	2006	2005
	(In thousands)			
Revenue as reported	$ 232,118	$ 185,008	$ 404,842	$ 351,383
Revenue of purchased businesses for the period prior to acquisition	22,227	58,558	95,199	140,679
Pro forma revenue	$ 254,345	$ 243,566	$ 500,041	$ 492,062
Net income as reported	$ 6,594	$ 1,281	$ 13,993	$ 12,324
Net income of purchased businesses for the period prior to acquisition	5,120	1,895	10,903	11,209
Pro forma net income	$ 11,714	$ 3,176	$ 24,896	$ 23,533
Earnings per share basic				
As reported	$ 0.21	$ 0.04	$ 0.45	$ 0.40
Effect of purchased businesses for the period prior to acquisition	0.16	0.06	0.35	0.36
Pro forma earnings per share-basic	$ 0.37	$ 0.10	$ 0.80	$ 0.76
Earnings per share-diluted				
As reported	$ 0.21	$ 0.04	$ 0.45	$ 0.40
Effect of purchased businesses for the period prior to acquisition	0.16	0.06	0.35	0.36
Pro forma earnings per share-diluted	$ 0.37	$ 0.10	$ 0.80	$ 0.76

12. Commitments and Contingencies

Indemnification of Dean Foods We have an agreement with Dean Foods under which we have agreed to assume all contingent and undisclosed liabilities relating to our businesses or operations of our assets, including those incurred prior to the Distribution, and to indemnify Dean Foods for liabilities, other than certain tax liabilities, incurred by Dean Foods relating to the businesses or operations of our assets. In addition, under the tax sharing agreement, we will, with limited exceptions, be liable for all taxes attributable to our business that are required to be paid after the Distribution. We have agreed to indemnify Dean Foods for claims arising under the distribution agreement and the tax sharing agreement.

Tax Sharing Agreement We entered into a tax sharing agreement with Dean Foods which generally governs Dean Foods and our respective rights, responsibilities and obligations after the Distribution with respect to taxes attributable to our business.

Under the tax sharing agreement, we are also liable for taxes that may be incurred by Dean Foods that arise from the failure of the Distribution to qualify as a tax-free transaction under Section 355 of the Code (including as a result of Section 355(e) of the Code) if the failure to so qualify is attributable to actions, events, or transactions relating to the stock, assets, or business of us or any of our affiliates, or a breach of the relevant representations or covenants made by us in the tax sharing agreement or the Distribution agreement or to Wilmer Cutler Pickering Hale and Dorr LLP in connection with rendering its opinion. If the failure of the Distribution to qualify under Section 355 of the

Code is attributable to a breach of certain representations made by both us and Dean Foods or a change in law or change in the interpretation or application of any existing law after the execution of the tax sharing agreement, we will be liable for 50% of the taxes arising from the failure to so qualify.

Litigation, Investigations and Audits We are party from time to time to certain claims, litigation, audits and investigations. We believe that we have established adequate reserves to satisfy any probable liability we may have under all such claims, litigations, audits and investigations that are currently pending. 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.

13. Supplemental Cash Flow Information

Cash payments for interest were $3.8 million and $.9 million for the six months ended June 30, 2006 and 2005, respectively. Cash payments for income taxes were $10.7 million and $0 for the six months ended June 30, 2006 and 2005, respectively.

14. Related Party Transactions

Management Fee Paid to Dean Foods Prior to the Distribution, Dean Foods provided us with certain administrative services such as tax, treasury, human resources, risk management, legal, information technology, internal audit, accounting and reporting in return for a management fee. The management fee was based on budgeted annual expenses for Dean Foods corporate headquarters and allocated among Dean Foods segments. We paid Dean Foods a management fee of $1.5 million and $2.9 million in the three months and six months ended June 30, 2005, respectively. No management fees have been paid to Dean post-Distribution.

Refrigerated Products Effective with the Distribution, we consolidated the Refrigerated Products manufacturing activities into a leased facility in City of Industry, California. For periods prior to the Distribution, product costs were charged to the Refrigerated Products businesses based on the direct materials, direct processing costs and allocated indirect labor, benefits and other processing and facility costs applicable to our products on a shared services basis. As a result, our Consolidated Statements of Income for periods prior to the Distribution reflect the fully absorbed costs for these products, along with allocated distribution, commission and administrative costs based on the volumes of products sold, including Refrigerated Products.

Agreements We have entered into a trademark license agreement, co-pack agreement and transition services agreement with Dean Foods. These agreements have not had a material impact on the operations of the company.

Sales to Dean Foods Sales to Dean Foods were not significant for the six months ended June 30, 2005.

15. Business and Geographic Information and Major Customers

Our pickles segment sells a variety of pickle, relish, sauerkraut and pepper products under customer brands and under our proprietary brands including *Farmans*®, *Nalley s*®, *Peter Piper*® and *Steinfeld* . Branded products are sold to retailers and private label products are sold to retailers, foodservice customers and in bulk to other food processors. The pickles segment also includes shrimp, seafood, tartar, horseradish, chili, sweet and sour sauces and syrups sold to retail grocers in the Eastern, Midwestern and Southeastern United States. These products are sold under the *Bennett s®, Hoffman House*® and *Roddenberry s*® *Northwoods*® brand names.

Our non-dairy powdered creamer segment includes private label powdered creamer and our proprietary *Cremora*® brand. The majority of our powdered products are sold under customer brands to retailers, distributors and in bulk to other food companies for use as ingredients in their products.

In addition to powdered coffee creamer, we also sell shortening powders and other high-fat powder formulas used in baking, beverage mixes, gravies and sauces.

Our soup and infant feeding business segment sells condensed and ready to serve soups, broths and gravies as well as infant baby cereals, fruits, vegetables, juices, meats, dinners and desserts. We sell our soups and gravies under private labels primarily to supermarkets and mass merchandisers. Infant feeding products are sold under the *Nature s Goodness*® brand and offer a complete product line focused on the four steps of a baby s development. The infant feeding products are sold to customers in grocery, and foodservice channels.

Our aseptic products and other refrigerated products do not qualify as a reportable segment and are included under other food products. Aseptic products are sterilized using a process which allows storage for prolonged periods without refrigeration. We manufacture aseptic cheese sauces and puddings. Our cheese sauces and puddings are sold primarily under private labels to distributors. Our refrigerated products include *Mocha Mix*®, a non-dairy liquid creamer, *Second Nature*®, a liquid egg substitute, and salad dressings sold in foodservice channels.

We have designated our reportable segments based on how management views our business and on differences in manufacturing processes between product categories. We do not segregate assets between segments for internal reporting. Therefore, asset-related information has been presented in total.

We evaluate the performance of our segments based on sales dollars, gross profit and adjusted gross margin (gross profit less freight out and commissions). The amounts in the following tables are obtained from reports used by our senior management team and do not include any allocated income taxes. There are no significant non-cash items reported in segment profit or loss other than depreciation and amortization. The accounting policies of our segments are the same as those described in the summary of significant accounting policies set forth in Note 2 to our 2005 Consolidated Financial Statements contained in our Annual Report on Form 10-K.

	Three Months Ended June 30		Six Months Ended June 30	
	2006	2005	2006	2005
	(In thousands)			
Net sales to external customers:				
Pickles	$ 98,291	$ 94,798	$ 172,432	$ 168,001
Non-Dairy Powdered Creamer	60,775	61,289	127,613	125,838
Soup and Infant Feeding	42,659		42,659	
Other	30,393	28,921	62,138	57,544
Total	232,118	185,008	404,842	351,383
Operating income:				
Pickles	12,877	13,354	24,710	23,621
Non-Dairy Powdered Creamer	11,226	9,614	24,385	20,816
Soup and Infant Feeding	4,355		4,355	
Other	6,561	7,420	12,455	12,936
Segment adjusted gross margin	35,019	30,388	65,905	57,373
Other operating expenses	20,985	21,280	39,764	30,131
Operating income	$ 14,034	$ 9,108	$ 26,141	$ 27,242

Geographic Information During the six months ended June 30, 2006 and 2005, we had foreign sales of approximately 2.5% and 1% of consolidated net sales, respectively. We primarily export to South America and Canada.

Major Customers Our non-dairy powdered creamer segment and soup and infant feeding segment had one customer that represented greater than 10% of consolidated net sales during the first six months of 2006 and 2005. Approximately 14.4% and 11.5% of our consolidated net sales were to that customer. Our other food products segment had two customers that represented greater than 10% of our sales for the six months ended June 30, 2006 and 2005. Approximately 11.4% and 12.2% of our consolidated net sales were to those customers for 2006 and 2005, respectively.

16. Restatement

Subsequent to the issuance of its condensed consolidated financial statements for the period ended June 30, 2006, the Company determined that $248,300 of borrowings under the Company s revolving credit facility should be reclassified from current liabilities to long-term debt. As a result, the accompanying condensed consolidated balance sheet as of June 30, 2006 has been restated from the amounts previously reported. This restatement has no impact on the Company s results of operations or net cash flows from operating, investing and financing activities for the three or sixth month periods ended June 30, 2006. A summary of the effects of the restatement is as follows:

	June 30, 2006	
	As Previously Reported	As Restated
Current portion of long-term debt	$248,797	$ 497
Total current liabilities	343,765	95,465
Long term debt	9,163	257,463

This conclusion was reported in a Current Report on Form 8-K filed November 9, 2006.

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations Business Overview

We believe we are the largest manufacturer of pickles and non-dairy powdered creamer in the United States based upon total sales volumes. We believe we are also the leading retail supplier of private label pickles, non-dairy powdered creamer and soup in the United States. We have three reportable segments of which the soup and infant feeding segment was added in the second quarter of 2006. We discuss the following segments in this Management s Discussion and Analysis of Financial Condition and Results of Operations: pickles, soup and infant feeding and non-dairy powdered creamer. We have designated our reportable segments based on how management views our business and on differences in manufacturing processes between product categories. The key performance indicators of our segments are sales dollars, gross profit and adjusted gross margin, which is gross profit less the cost of transporting products to customer locations (referred to in the tables below as freight out) and commissions paid to independent brokers.

Our current operations consist of the following:

Our pickles segment sells pickles, peppers, relishes and related products. We supply private label pickles to supermarkets and mass merchandisers across the United States. We also sell pickle products to foodservice customers, including relish and hamburger pickle slices. In addition, we sell pickle products under our own brands, including *Farmans*®, *Nalley s*®, *Peter Piper*® and *Steinfeld* that have a regional following in certain areas of the country. Our pickles segment also sells sauces and syrups to retail grocers in the Eastern, Midwestern and Southeastern United States under our proprietary *Bennett s*®, *Hoffman House*® and *Roddenberry s*® *Northwoods*® brand names

Our soup and infant feeding business segment sells condensed and ready to serve soups, broths and gravies as well as infant baby cereals, fruits, vegetables, juices, meats, dinners and desserts. We sell our soups and gravies under private labels primarily to supermarkets and mass merchandisers. Infant feeding products are sold under the *Nature s Goodness*® brand and offer a complete product line focused on the four steps of a baby s development. The infant feeding products are sold to customers in grocery, mass and foodservice channels.

Our non-dairy powdered creamer segment sells non-dairy powdered creamer under private labels and under our proprietary *Cremora*® brand. Product offerings in this segment include private label products packaged for retailers, such as supermarkets and mass merchandisers, foodservice products for use in coffee service and other industrial applications, including for repackaging in portion control packages and for use as an ingredient by other food manufacturers.

We also sell a variety of aseptic and refrigerated 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. We manufacture aseptic cheese sauces and puddings for sale primarily in the foodservice market. Our refrigerated products include *Mocha Mix*®, a non-dairy liquid creamer, *Second Nature*®, a liquid egg substitute, and salad dressings sold in foodservice channels.

Prior to 2005, we manufactured and sold aseptic nutritional beverages under co-pack arrangements and private labels. We exited the nutritional beverages business in the fourth quarter of 2004 due to significant declines in volume, which we believed could not be replaced without significant investments in capital and research and development. Our financial statements reflect the operations and assets related to the nutritional beverages business as discontinued operations.

We sell our products primarily to the retail grocery and foodservice markets.

Spin-Off from Dean Foods TreeHouse Foods, Inc. (TreeHouse) was formed on January 25, 2005 by Dean Foods Company (Dean Foods) in order to accomplish a spin-off to its shareholders of certain specialty businesses. Dean Foods transferred the assets and liabilities of its former Specialty Foods Group segment, in addition to the *Mocha Mix*®, *Second Nature*® and foodservice salad dressings businesses conducted by other businesses owned by Dean Foods to TreeHouse. TreeHouse common stock held by Dean Foods was distributed to Dean Foods stockholders on a distribution ratio of one share of TreeHouse common stock for every five shares of Dean Foods common stock outstanding. The transfer of assets and liabilities and the distribution of shares (the Distribution) were completed on June 27, 2005 and TreeHouse commenced operations as an independent public company. Dean Foods has no continuing stock ownership in us.

New York Stock Exchange Listing In conjunction with the Distribution, TreeHouse began regular trading on the New York Stock Exchange on June 28, 2005 under the symbol THS.

Recent Developments

Acquisition On March 1, 2006 the Company entered into an Asset Purchase Agreement with the Del Monte Foods Company to acquire the assets of its soup and infant feeding businesses for $284.1 million including an adjustment for working capital. The transaction closed on April 24, 2006. The acquisition was funded by drawing down approximately $250 million under the Company s $400 million unsecured revolving credit agreement and available cash. Management has performed a preliminary allocation of the purchase price, with $179.6 million allocated to tangible assets, $144.8 million allocated to intangible assets including goodwill, other assets of $1.1 million, and assumed liabilities of $41.4 million.

For the 12 months ended April 30, 2006, the private label soup and infant feeding businesses together generated approximately $295 million of net sales. Soup and infant feeding products are manufactured at facilities in Pittsburgh, PA and Mendota, IL. TreeHouse acquired the Pittsburgh, PA manufacturing facility and distribution center and entered into a long-term lease agreement at Del Monte s Mendota, IL manufacturing facility. The businesses headquarters will remain in Pittsburgh, PA.

The Company has entered into a Transition Services Agreement with Del Monte whereby Del Monte will continue to provide various administrative and information technology support services until the soup and infant feeding businesses can be fully integrated into TreeHouse.

Results of Operations

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

	Three Months Ended June 30				Six Months Ended June 30			
	2006		2005		2006		2005	
	Dollars	Percent	Dollars	Percent	Dollars	Percent	Dollars	Percent
	(Dollars in thousands)							
Net sales	$ 232,118	100.0%	$ 185,008	100.0%	$ 404,842	100.0%	$ 351,383	100.0%
Cost of sales	183,595	79.1	144,544	78.1	315,929	78.0	273,075	77.7
Gross profit	48,523	20.9	40,464	21.9	88,913	22.0	78,308	22.3
Operating expenses:								
Selling and distribution	18,847	8.1	16,675	9.0	32,897	8.1	30,780	8.8
General and administrative	14,797	6.4	5,662	3.1	28,566	7.1	9,239	2.6
Management fee paid to Dean Foods			1,470	.8			2,940	.8
Other operating expense, net			7,135	3.9			7,279	2.1
Amortization expense	845	.4	414	.2	1,309	.3	828	.2
Total operating expenses	34,489	14.9	31,356	17.0	62,772	15.5	51,066	14.5
Total operating income	$ 14,034	6.0%	$ 9,108	4.9%	$ 26,141	6.5%	$ 27,242	7.8%

Three Months Ended June 30, 2006 Compared to Three Months Ended June 30, 2005

Net Sales Second quarter net sales increased approximately 25.5% to $232.1 million in 2006, compared to $185.0 million in the second quarter of 2005. Net sales by segment are shown in the table below.

	Net Sales			
	2006	2005	$ Increase/ (Decrease)	% Increase/ (Decrease)
	(Dollars in thousands)			
Pickles	$ 98,291	$ 94,798	$ 3,493	3.7%
Non-dairy powdered creamer	60,775	61,289	(514)	(.8)%
Soup and infant feeding	42,659		42,659	
Other	30,393	28,921	1,472	5.1%
Total	$ 232,118	$ 185,008	$ 47,110	25.5%

The increase in sales is largely due to the acquisition of the soup and infant feeding business in the second quarter. The increase in sales of the pickles segment in the second quarter of 2006 was mainly the result of the acquisition of the Oxford Foods pickle book of business in the first quarter of 2006 as well as price increases taken during the first quarter of 2006. Sales prices were raised in response to increases in the cost of raw materials, commodities, packaging and natural gas. Pickle sales in the second quarter increased 3.7% to $98.3 million in 2006 versus $94.8 million in 2005. Increases in foodservice pickles, due to the Oxford Foods acquisition, were partially offset by declines in retail private label and branded pickle sales. Non-dairy powdered creamer sales decreased slightly to $60.8 million in the second quarter compared to $61.3 million in 2005, as price increases taken in the first quarter of 2006 were offset by unit volumes declines in retail private label sales. Net sales of other products increased 5.1% to $30.4 million in the second quarter of 2006 from $28.9 million in the second quarter of the prior year primarily due to increased sales of refrigerated dips.

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 79.1% in the second quarter of 2006 from 78.1% in the second quarter of 2005, primarily due to the acquisition of the soup and infant feeding business. Excluding the soup and infant feeding business cost of sales decreased from 78.1% in the second quarter of 2005 to 77.9% in the second quarter of 2006. Price increases taken in the first quarter of 2006 as well as cost reduction initiatives offset rising raw material costs, packaging and natural gas. We continue to experience increases in commodity costs such as corn syrup and sucrose compared to the second quarter of 2005. Our packaging costs increased in the second quarter due to higher energy costs which increased the cost of plastic containers and glass. See Results by Segment .

Operating Expenses Our operating expenses increased $3.1 million to $34.5 million during during the second quarter of 2006, compared to $31.4 million for the second quarter of 2005. Selling and distribution expenses increased $2.2 million or 13.0% in the second quarter of 2006 compared to the second quarter of 2005 due mainly to the acquisition of the soup and infant feeding business. Excluding the soup and infant feeding expenses our selling and distribution expenses decreased $.7 million or 4.3% to $16.0 million. Despite higher fuel prices, which we estimate added approximately $.9 million to distribution costs in the second quarter of 2006 compared to the prior year s quarter, we were able to offset those increases with lower marketing expenditures and strategic initiatives that increased operating efficiencies and lowered our overall outbound freight costs. General and administrative expenses increased $9.1 million in the second quarter of 2006, primarily for the following reasons: (1) the adoption of SFAS 123(R), Share Based Payments, which increased operating expenses in the current quarter by $4.4 million, (2) hiring the TreeHouse management team and costs associated with becoming a publicly held company, which increased operating expense by $4.4 million from the prior year s quarter, (3) costs associated with closing the Lajunta, Colorado facility totaled $1.0 million in the quarter. In the second quarter of 2005, a $1.4 million management fee was paid to Dean Foods. No management fees were paid to Dean Foods in the current year s second quarter. Other operating expenses in the second quarter of 2005 recognized $2.3 million of income from the sale of our Cairo Georgia facility and the settlement of a high fructose corn syrup class action litigation, which were offset by $9.5 million of transaction expenses associated with the spin off of TreeHouse from Dean Foods.

Operating Income Operating income during the second quarter of 2006 was $14.0 million, an increase of $4.9 million, or 54.1%, from operating income of $9.1 million in the second quarter of 2005. Our operating margin was 6.0% in the second quarter of 2006 as compared to 4.9% in the prior year s quarter.

Income Taxes Income tax expense was recorded at an effective rate of 38.8% in the second quarter of 2006 compared to 82.8% in the prior year s quarter. The higher rate in 2005 was due to $9.5 million of Distribution expenses that were not deductible for income tax purposes. The effective tax rate in 2005 excluding this item was 38%. The higher effective rate in 2006 is primarily due to changes in the apportionment of income for state income tax purposes compared to previous estimates.

Three Months Ended June 30, 2006 Compared to Three Months Ended June 30, 2005 Results by Segment

Pickles

	Three Months Ended June 30			
	2006		2005	
	Dollars	Percent	Dollars	Percent
	(Dollars in thousands)			
Net sales	$ 98,291	100.0%	$ 94,798	100.0%
Cost of sales	78,802	80.2	75,146	79.3
Gross profit	19,489	19.8	19,652	20.7
Freight out and commissions	6,612	6.7	6,298	6.6
Adjusted gross margin	$ 12,877	13.1%	$ 13,354	14.1%

Net sales in the pickles segment increased by $3.5 million, or 3.7%, in the second quarter of 2006 compared to the second quarter of 2005. The change in net sales from the second quarter of 2005 to 2006 was due to the following:

	Dollars	Percent
	(Dollars in thousands)	
2005 Net sales	$ 94,798	
Volume	(6,690)	(7.0)%
Acquisitions	6,777	7.1
Pricing	3,406	3.6

2006 Net sales	$ 98,291	3.7%

The increase in net sales from 2005 to 2006 resulted primarily from the acquisition of the Oxford Foods foodservice business in the second quarter of 2006. Price increases were taken in all distribution channels during the first quarter of 2006 due to rising raw materials, packaging and natural gas. Sales volumes before the acquisition declined 7.0% in the quarter compared to a year ago primarily in the retail and foodservice (excluding Oxford) pickle category. According to Information Resources, Inc., sales volumes of pickles by retail grocers were down 4.0% compared to the second quarter of the prior year.

Cost of sales as a percentage of net sales increased from 79.3% in 2005 to 80.2% in 2006 primarily as a result of the increases in raw materials, packaging and natural gas during the quarter and the higher cost of inventory acquired with the Oxford book of business. We have implemented several cost reduction initiatives in an attempt to offset these increases. Significant cost increases in the quarter include (1) a 3% increase in glass packaging costs due in part to rising natural gas prices; (2) a 5% increase in plastic container costs due to rising resin costs; (3) a 27% increase in sweeteners, and (4) a 7% increase in natural gas.

Freight out and commissions paid to independent brokers increased $.3 million or 5.0%, to $6.6 million in the second quarter of 2006 compared to $6.3 million in 2005 primarily as a result of increased fuel surcharges on outbound freight to our customers. We have initiated cost reduction programs in an attempt to offset the freight expense.

Soup and infant feeding

	Three Months Ended June 30 2006	
	Dollars	Percent
	(Dollars in thousands)	
Net sales	$ 42,659	100.0%
Cost of sales	35,920	84.2
Gross profit	6,739	15.8
Freight out and commissions	2,384	5.6
Adjusted gross margin	$ 4,355	10.2%

Net sales in the quarter for soup and infant feeding includes the period from April 24, 2006, the date of acquisition, through June 30, 2006. Revenues in 2006 grew 13.5% primarily due to additional revenues under co-pack arrangements. Excluding co-pack, revenues rose $.9 million or 2.4% in 2006 from 2005. The increase was due to strong infant feeding sales.

Adjusted gross margins in the current quarter decreased by 3.8% from last year due to the sales generated from very low margin co-pack arrangements. Excluding co-pack sales margins would have been 18.7%, with lower margins in 2006 attributable to higher freight costs.

Non-dairy powdered creamer

	Three Months Ended June 30			
	2006		2005	
	Dollars	Percent	Dollars	Percent
	(Dollars in thousands)			
Net sales	$ 60,775	100.0%	$ 61,289	100.0%
Cost of sales	46,463	76.5	48,795	79.6
Gross profit	14,312	23.5	12,494	20.4
Freight out and commissions	3,086	5.0	2,880	4.7
Adjusted gross margin	$ 11,226	18.5%	$ 9,614	15.7%

Net sales in the non-dairy powdered creamer segment decreased by $.5 million, or .8%, in the second quarter of 2006 compared to the prior year. The change in net sales from 2005 to 2006 was due to the following:

	Dollars	Percent
	(Dollars in thousands)	
2005 Net sales	$ 61,289	
Volume	(3,379)	(5.5)%
Pricing	2,865	4.7
2006 Net sales	$ 60,775	(0.8)%

Sales volumes were down during the second quarter of 2006 due to increased retail branded promotional spending from our competitors as well as soft industrial/bulk sales. According to Information Resources, Inc. retail sales of shelf stable creamer decreased 4.3% in the quarter versus the second quarter of the prior year.

Cost of sales as a percentage of net sales decreased from 79.6% in the second quarter of 2005 to 76.5% in 2006, as sales price increases taken in the quarter offset increases in raw material, packaging and natural gas costs. Increases in raw material costs included a 20% increase in corn syrup and sweeteners, partially offset by a 4% decrease in soybean oil and a 8% decrease in casein in the second quarter of 2006 compared to the second quarter of 2005. Packaging cost increases include an 4% increase on plastic offset somewhat by a 10% decrease in PET containers. Natural gas increased 7% in the second quarter of 2006 compared to the prior year s quarter.

Freight out and commissions paid to independent brokers increased to $3.1 million in 2006 compared to $2.9 million in 2005 primarily as a result of increased fuel surcharges on outbound distribution to our customers. We have implemented strategic initiatives in an attempt to offset those in fuel costs.

First Six Months of 2006 Compared to First Six Months of 2005

Net Sales Net sales increased approximately 15.2% to $404.8 million in the first six months of 2006, compared to $351.4 million in the first six months of 2005. Net sales by segment are shown in the table below.

	Net Sales			
	2006	**2005**	**$ Increase/ (Decrease)**	**% Increase (Decrease)**
	(Dollars in thousands)			
Pickles	$ 172,432	$ 168,001	$ 4,431	2.6%
Non-dairy powder creamer	127,613	125,838	1,775	1.4%
Soup and infant feeding	42,659		42,659	
Other	62,138	57,544	4,594	8.0%
Total	$ 404,842	$ 351,383	$ 53,459	15.2%

Sales increased in the first six months of 2006 largely due to the acquisition of the soup and infant feeding business. Net sales in the pickles segment increased 2.6% to $172.4 million in the first six months of 2006 from $168.0 million in the first six months of the prior year primarily due to the acquisition of Oxford Foods in the first quarter of 2006. Sales in the non-dairy powdered creamer segment increased 1.4% as a result of increased prices in response to rising input costs and increased volumes in our retail and industrial channels. Net sales of other products increased 8.0% to $62.1 million in the first six months of 2006 from $57.5 million in the first six months of the prior year primarily due to increased sales of refrigerated dips.

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 78.0% in the first six months of 2006 from 77.7% in the first six months of 2005, primarily due to the acquisition of the soup and infant feeding business. Excluding the soup and infant feeding business cost of sales decreased from 77.7% in the first six months of 2005 to 77.3% in the first six months of 2006. Price increases taken in the first quarter of 2006 as well as cost reduction initiatives offset rising raw material costs, packaging and natural gas. Higher fuel and energy costs also negatively impacted cost of sales. We continue to experience increases in commodity costs such as corn syrup and sucrose compared to the first six months of 2005. See Results by Segment .

Operating Expenses Our operating expenses increased to $62.8 million during the first six months of 2006 compared to $51.1 million in 2005. Selling and distribution expenses increased $2.1 million or 6.9% in the first six months of 2006 compared to the first six months of 2005 due mainly to the acquisition of the soup and infant feeding business. Excluding the soup and infant feeding expenses our selling and distribution expenses decreased $0.9 million to $29.9 million. Despite higher fuel prices, which we estimate added approximately $1.7 million to distribution costs in the first six months of 2006 compared to the prior year s period, we were able to offset those increases with strategic initiatives that increased operating efficiencies and lowered our overall outbound freight costs. General and administrative expenses increased $19.3 million in the first six months of 2006, primarily for the following reasons: (1) the adoption of SFAS 123(R), Share Based Payments, which increased operating expenses in the first six months by $9.2 million, (2) hiring the TreeHouse management team and costs associated with becoming a publicly held company, which increased operating expense by $5.7 million from the prior year s period, and (3) $2.0 million of costs associated with closing our LaJunta. Colorado facilities. In the first six months of 2005, a $2.9 million management fee was paid to Dean Foods. No management fees were paid to Dean Foods in the first six months of 2006. Other operating expenses in the first six months of 2005 recognized $2.3 million of income from the sale of our Cairo Georgia facility and the settlement of a high fructose corn syrup class action litigation, which were offset by $9.5 million of transaction expenses associated with the spin off of TreeHouse from Dean Foods.

Operating Income Operating income during the first six months of 2006 was $26.1 million, a decrease of $1.1 million, or 4.0% from operating income of $27.2 million in the first six months of 2005 as a result of the increased general and administrative expenses. Our operating margin was 6.5% in the first six months of 2006 as compared to 7.8% in the prior year.

Income Taxes Income tax expense was recorded at an effective rate of 38.4% for the first six months of 2006 compared to 52.1% in the prior year. The non-deductibility of the Distribution expenses for tax purposes in 2005 caused the large increase in effective tax rate compared to 2006. Our effective tax rate varies based on the relative earnings of our business units.

Six Months Ended June 30, 2006 Compared to Six Months Ended June 30, 2005 Results by Segment

Pickles

	Six Months Ended June 30			
	2006		2005	
	Dollars	Percent	Dollars	Percent
	(Dollars in thousands)			
Net sales	$ 172,432	100.0%	$ 168,001	100.0%
Cost of sales	136,404	79.1	133,259	79.3
Gross profit	36,028	20.9	34,742	20.7
Freight out and commissions	11,318	6.6	11,121	6.6
Adjusted gross margin	$ 24,710	14.3%	$ 23,621	14.1%

Net sales in the pickles segment increased by $4.4 million, or 2.6% in the first six months of 2006 compared to 2005. The change in net sales from the first six months of 2005 to 2006 was due to the following:

	Dollars	Percent
	(Dollars in thousands)	
2005 Net sales	$ 168,001	
Volume	(11,142)	(6.6)%
Acquisitions	9,717	5.7
Pricing	5,856	3.5
2006 Net sales	$ 172,432	2.6%

The increase in net sales from 2005 to 2006 resulted primarily from the acquisition of the Oxford Foods foodservice business in the first quarter of 2006. Price increases were taken in all distribution channels during the first quarter of 2006 due to rising raw materials, packaging and natural gas. Sales volumes before the acquisition declined 6.6% in the first six months of 2006 compared to a year ago primarily in the retail and foodservice (excluding Oxford) pickle category. According to Information Resources, Inc., sales volumes of pickles by retail grocers were down 7.2% compared to the first six months of the prior year.

Cost of sales as a percentage of net sales decreased from 79.3% in 2005 to 79.1% in 2006 primarily as a result of sales price increases, which offset increases in raw materials, packaging and natural gas during the first six months. We have implemented several cost reduction initiatives in a effort to offset these increase increases. Significant cost increases in the first six months include (1) a 4% increase in glass packaging costs due in part to rising natural gas prices; (2) a 13% increase in plastic container costs due to rising resin costs; (3) a 21% increase in corn syrup and sweeteners, and (4) a 25% increase in natural gas.

Freight out and commissions paid to independent brokers increased $.2 million or 1.8%, to $11.3 million in the first six months of 2006 compared to $11.1 million in 2005 primarily as a result of increased fuel surcharges on outbound freight to our customers. We initiated several cost reduction programs, which have helped offset the freight expense.

Non-dairy powdered creamer

	Six Months Ended June 30			
	2006		2005	
	Dollars	Percent	Dollars	Percent
	(Dollars in thousands)			

Net sales	$ 127,613	100.0%	$ 125,838	100.0%
Cost of sales	96,888	75.9	98,934	78.6
Gross profit	30,725	24.1	26,904	21.4
Freight out and commissions	6,340	5.0	6,088	4.9
Adjusted gross margin	$ 24,385	19.1%	$ 20,816	16.5%

Net sales in the non-dairy powdered creamer segment increased by $1.8 million, or 1.4%, in the first six months of 2006 compared to the prior year. The change in net sales from 2005 to 2006 was due to the following:

	Dollars	Percent
	(Dollars in thousands)	
2005 Net sales	$ 125,838	
Volume	(3,607)	(2.9)%
Pricing	5,382	4.3
2006 Net sales	$ 127,613	1.4%

21

Sales volumes were down during the first six months of 2006 due to increased retail branded promotional spending from our competitors. According to Information Resources, Inc. retail sales of shelf stable creamer decreased 7.0% in the first six months of 2006 versus the prior year.

Cost of sales as a percentage of net sales decreased from 78.6% in the first six months of 2005 to 75.9% in 2006, as sales price increases taken in the first six months offset increases in raw material, packaging and natural gas costs. Increases in raw material costs included a 4% increase in casein, and a 17% increase in corn syrup and sweeteners, partially offset by a 6% decrease in soybean oil in the first six months of 2006 compared to the first six months of 2005. Packaging cost increases include an 8% increase on plastic and PET containers. Natural gas increased 25% in the first six months of 2006 compared to the prior year s six months.

Freight out and commissions paid to independent brokers increased to $6.3 million in 2006 compared to $6.1 million in 2005 primarily as a result of increased fuel surcharges on outbound distribution to our customers. We have implemented strategic initiatives in an attempt to offset those in fuel costs.

Liquidity and Capital Resources

Historical Cash Flow

We have generated and expect to continue to generate positive cash flow from operations.

When we were part of Dean Foods, our cash was swept regularly by Dean Foods. Dean Foods also funded our operating and investing activities as needed. Dean Foods did not allocate the interest expense related to segments. Therefore, the interest expense reflected in our Consolidated Financial Statements, for the periods prior to the Distribution, relates only to our capital leases. Subsequent to the Distribution, interest expense relates to capital leases and our new line of credit.

	Six Months Ended June 30	
	2006	**2005**
	(In thousands)	
Cash provided by operating activities	$40,681	$43,836
Capital spending	$ 4,387	$ 7,736

Net cash provided by operating activities decreased by $3.2 million for the first six months of 2006 compared to 2005, due to:

An increase in net income excluding non-cash items such as depreciation, amortization and stock-based compensation increased cash by $10.8 million.

An increase in net working capital decreased cash provided from operating activities by $11.6 million. An increase in accounts receivable and inventories was offset by an increase in accounts payable.

A decrease in cash provided by discontinued operations of $2.4 million.

Net cash used in investing activities was $299.0 million in the first six months of 2006 compared to $7.7 million in the first six months of 2005, an increase of $291.3 million primarily due to the acquisition of the Oxford Foods pickle book of business for $11.0 million in February 2006 and the acquisition of the soup and infant feeding business for $284.1 million.

Current Debt Obligations

At June 30, 2006 we had $248.3 million in borrowings under our revolving credit facility and $9.7 million of capital leases. In addition, at June 30, 2006 there were $1.4 million in letters of credit under the revolver that were issued but undrawn.

Our short-term financing needs primarily are for financing of working capital during the year. Due to the seasonality of pickle production driven by the cucumber harvest cycle, which occurs primarily during the spring and summer, pickle inventories generally are at a low point in late spring and at a high point during the fall increasing our working capital requirement. Our long-term financing needs will depend largely on potential acquisition activity. We are currently in compliance with all covenants contained in our credit agreement. Our credit agreement, plus cash flow from operations, is expected to be adequate to provide liquidity for our planned growth strategy.

See Note 7 to our Condensed Consolidated Financial Statements.

Long-Term Liabilities

Prior to the Distribution, our employees participated in Dean Foods retirement plans. At the date of Distribution we assumed the liabilities and plan assets related to our employees. These plans offer pension benefits through various defined benefit pension plans and also offer health care and life insurance benefits to certain eligible employees and their eligible dependents upon the retirement of such employees. Reported costs of providing non-contributory defined pension benefits and other postretirement benefits are dependent upon numerous factors, assumptions and estimates.

For example, these costs are impacted by actual employee demographics (including age, compensation levels and employment periods), the level of contributions made to the plan and earnings on plan assets. Our pension plan assets are primarily made up of equity and fixed income investments. Changes made to the provisions of the plan may impact current and future pension costs. Fluctuations in actual equity market returns, as well as changes in general interest rates may result in increased or decreased pension costs in future periods. Pension costs may be significantly affected by changes in key actuarial assumptions, including anticipated rates of return on plan assets and the discount rates used in determining the projected benefit obligation and pension costs.

We expect to contribute approximately $3.2 million to the pension plans and approximately $425,000 to the postretirement health plans in 2006, of which approximately $1.5 million was paid in the six month period ended June 30, 2006.

Other Commitments and Contingencies

We also have the following commitments and contingent liabilities, in addition to contingent liabilities related to ordinary course litigation, investigations and audits:

- certain indemnification obligations in favor of Dean Foods related to tax liabilities related to the Distribution;
- 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 11 to our Condensed Consolidated Financial Statements for more information about our commitments and contingent obligations.

Future Capital Requirements

During 2006, we intend to invest a total of approximately $22.0 million in capital expenditures primarily for our existing manufacturing facilities and distribution capabilities. We intend to fund these expenditures using cash flow from operations. We intend to spend this amount as follows:

Operating Division	**Amount (In thousands)**
Pickles	$ 7,500
Non-Dairy Powdered Creamer	5,000
Soup and Infant Feeding	6,000
Other	3,500
Total	$ 22,000

In 2006, we expect cash interest to be approximately $11.8 million based on anticipated debt levels including the acquisition of the Del Monte Food Company s soup and infant feeding business, which closed on April 24, 2006. Cash taxes are expected to be approximately $19.6 million. As of August 8, 2006, $150 million was available for future borrowings under our line of credit.

Known Trends and Uncertainties

Prices of Raw Materials

We were adversely affected by rising input costs during 2005 and the first six months of 2006, and we expect our financial results to continue to be adversely affected by high input costs throughout 2006.

Many of the raw materials that we use in our products rose to unusually high levels during 2005 and continued at high levels in the first half of 2006, including soybean oil, casein, corn syrup and packaging materials. High fuel costs are also having a negative impact on our results. Prices for many of these raw materials and packaging materials are expected to remain high and in some cases may increase during the remainder of 2006. For competitive reasons, we may not be able to pass along increases in raw materials and other input costs as we incur them. Therefore, the current raw materials environment may continue to adversely affect our financial results in 2006.

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 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 industries 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 at the retail and foodservice levels have caused competition to become increasingly intense in our business. We expect this trend to continue for the foreseeable future.

Forward Looking Statements

From time to time, we and our representatives may provide information, whether orally or in writing, including certain statements in this Quarterly Report on Form 10-Q/A, which are deemed to be forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995 (the Litigation Reform Act). These forward-looking statements and other information are based on our beliefs as well as assumptions made by us using information currently available.

The words anticipate, believe, estimate, expect, intend, should and similar expressions, as they relate to us intended to identify forward-looking statements. 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 do not intend to update these forward-looking statements.

In accordance with the provisions of the Litigation Reform Act, 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 by the forward-looking statements contained in this Quarterly Report on Form 10-Q/A and other public statements we make. Such factors include, but are not limited to: the outcome of litigation and regulatory proceedings to which we may be a party; actions of competitors; changes and developments affecting our industry; quarterly or cyclical variations in financial results; development of new products and services; interest rates and cost of borrowing; our ability to maintain and improve cost efficiency of operations; changes in foreign currency exchange rates; changes in economic conditions, political conditions, reliance on third parties for manufacturing of products and provision of services; and other risks that are set forth in the Risk Factors section, the Legal Proceedings section, the Management s Discussion and Analysis of Financial Condition and Results of Operations section and other sections of this Quarterly Report on Form 10-Q/A, as well as in our Current Reports on Form 8-K.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Fuel Cost

Fuel costs, which represent the most important factor affecting utility costs at our production facilities and our transportation costs, are currently at very high levels. Forward purchase contracts for approximately one half our expected requirements for the year are used to minimize our exposure to fuel costs at our plants.

Interest Rate Fluctuations

We do not utilize financial instruments for trading purposes or hold derivative financial instruments, which could expose us to significant market risk. In addition, all of our foreign sales are transacted in U.S. dollars. 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 entered into in connection with the Distribution, which is tied to variable market rates. Based on our outstanding debt balance as of June 30, 2006, each 1% rise in our interest rate would increase our interest expense by approximately $2.5 million annually.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

Evaluations were carried out under the supervision and with the participation of the Company s management, including our Chief Executive Officer and Chief Financial Officer ,of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934). Based upon those evaluations, the Chief Executive Officer and Chief Financial Officer previously concluded that as of June 30, 2006, these disclosure controls and procedures were effective.

Subsequently, the Company determined on November 9, 2006 that it would restate its June 30, 2006 condensed consolidated balance sheet to reclassify $248,300 of borrowings under the Company s revolving credit facility from current liabilities, as previously reported, to long-term debt. Consequently, the Company has reflected this change through the restatement of its consolidated financial statements for the quarter ended June 30, 2006, as presented in this Quarterly Report on Form 10-Q/A. This restatement has no impact on the Company s results of operations or net cash flows from operating, investing and financing activities for the three or sixth month periods ended June 30, 2006.

25

The Company s Chief Executive Officer and Chief Financial Officer have reassessed our disclosure controls and procedures for this Quarterly Report on Form 10-Q/A. Based on the reassessment, the Chief Executive Officer and Chief Financial Officer concluded that the Company s disclosure controls and procedures remain effective, as of June 30, 2006. The Company s Chief Executive Officer and Chief Financial Officer have determined that the issues associated with the classification of borrowings under the Company s revolving credit agreement were based on an understanding of the relevant facts and a discussion of the issues surrounding debt classification.

The reclassification resulted from a reexamination of the classification in preparation of the consolidated financial statements for the third quarter ended September 30, 2006. This reexamination of the classification has resulted in the Company now concluding that the appropriate classification of borrowings under the Company s revolving credit agreement is that presented in this Quarterly Report on Form 10-Q/A. The judgments used in making these determinations were made in good faith and were not the product of any deficiency in the Company s controls and procedures.

This Amendment only relates to the Condensed Consolidated Financial Statements. The previously issued Management s Discussion and Analysis in the Original Filing is unchanged. This Amendment does not reflect events occurring after the Original Filing or include, or otherwise modify or update, the disclosure contained therein in any way except as expressly indicated above. Accordingly, this Amendment should be read in conjunction with the Original Filing and the Company s filings made with the Securities and Exchange Commission subsequent to the Original Filing.

Internal Control Over Financial Reporting

In the second quarter of 2006, we acquired the soup and infant feeding business from the Del Monte Food Company. In connection with a transition services agreement entered into in connection with the purchase, certain administrative services are being provided by Del Monte, however, we believe the services involved are being provided in a manner, which will not have a material affect on our internal control, or is reasonably likely to materially affect, our internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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

We have reviewed the accompanying condensed consolidated balance sheet of TreeHouse Foods, Inc. and subsidiaries (the Company) as of June 30, 2006, and the related condensed consolidated statements of income for the three and six month periods ended June 30, 2006 and 2005 and of cash flows for the six-month periods ended June 30, 2006 and 2005. These interim financial statements are the responsibility of the Company s management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to such condensed consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 16 to the condensed consolidated interim financial statements, the Company has restated its condensed consolidated balance sheet as of June 30, 2006.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of TreeHouse Foods, Inc. and subsidiaries as of December 31, 2005, and the related consolidated statements of income, stockholders equity, and cash flows for the year then ended (not presented herein); and in our report dated March 29, 2006, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2005 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

DELOITTE & TOUCHE LLP
Chicago, Illinois
August 14, 2006 (November 13, 2006 as to the effects of the restatement discussed in Note 16)

Part II Other Information

Item 1. Legal Proceedings

We are not party to, nor are our properties the subject of, any material pending legal proceedings. However, we are parties from time to time to certain claims, litigation, audits and investigations. We believe that we have established adequate reserves to satisfy any potential liability we may have under all such claims, litigations, audits and investigations that are currently pending. 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, results of operations or cash flows.

Item 1A. Risk Factors

Information regarding risk factors appears in Management s Discussion and Analysis of Financial Condition and Results of Operations Information Related to Forward-Looking Statements, in Part I Item 2 of this Form 10-Q/A and in Part I Item 1A of the TreeHouse Foods, Inc. Annual Report on Form 10-K for the year ended December 31, 2005. There have been no material changes from the risk factors previously disclosed in the TreeHouse Foods, Inc. Annual Report on Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None

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

The following matters were submitted to a vote of security holders at TreeHouse Foods Annual Meeting of Shareholders held on April 21, 2006.

<u>Election of Directors</u>

Nominee	For	Withheld
Frank J. O Connell	26,394,808	1,434,244
Terdema L. Ussery, II	26,394,554	1,434,498

The two directors listed above were elected to a three-year term expiring in 2009.

Ratification of the appointment of Deloitte & Touche LLP as independent auditors of the Company to serve for the fiscal year 2006.

	For	Against	Abstain
Votes	27,810,043	11,857	7,152

Item 6. Exhibits

15.1	Awareness Letter from Deloitte & Touche LLP regarding unaudited financial information
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

Pursuant to the requirement 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
November 14, 2006