

# PEAKSTONE

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## **Food and Beverage Industry M&A Update**

### **October 2015**

# Food and Beverage Industry Update

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- Food and Beverage (“F&B”) M&A continues to see strong activity. Year-to-date 2015 transaction volume of 190 deals is just below pace of 2014 record levels.
- For year-to-date 2015, strategic buyers accounted for 86% of F&B M&A transactions. During 2014, strategic buyers accounted for just over 91% of the transactions.
- F & B transaction activity has been strong, with valuation trends near historical highs. YTD 2015, F&B multiples were approximately 10.4x EBITDA and 1.6x revenue.
- Many F&B categories continue to outperform the S&P 500.
- Notable publicly announced 2015 M&A transactions:
  - B&G Foods North America, Inc. entered into a definitive agreement to acquire General Mills, Inc., Green Giant and Le Sueur Stable and Frozen Vegetable Business for approximately \$765 million.
  - Swift Pork Co. signed a definitive agreement to acquire Cargill Pork, LLC for approximately \$1.45 billion.
  - The Kraft Heinz Company signed a definitive agreement to acquire Kraft Foods Group, Inc. for approximately \$55 billion.
  - Hormel Foods Corporation entered into a definitive agreement to acquire Applegate Farms LLC for \$775 million.
  - Post Holdings, Inc. entered into a definitive agreement to acquire MOM Brands Company for \$1.15 billion.
- Notable IPO’s include: Albertson’s, WhiteWave Foods, Wayne Farms, Pinnacle Foods and Eastside Distilling.

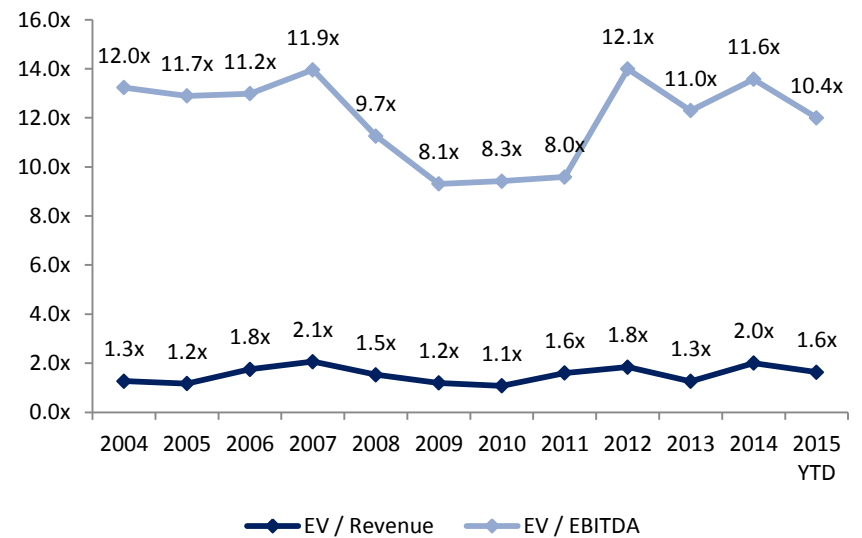
# Food and Beverage Industry - M&A Market Overview

F&B Industry transaction activity has been strong, with valuation trends near historical highs

U.S. Food Transactions by Buyer Type



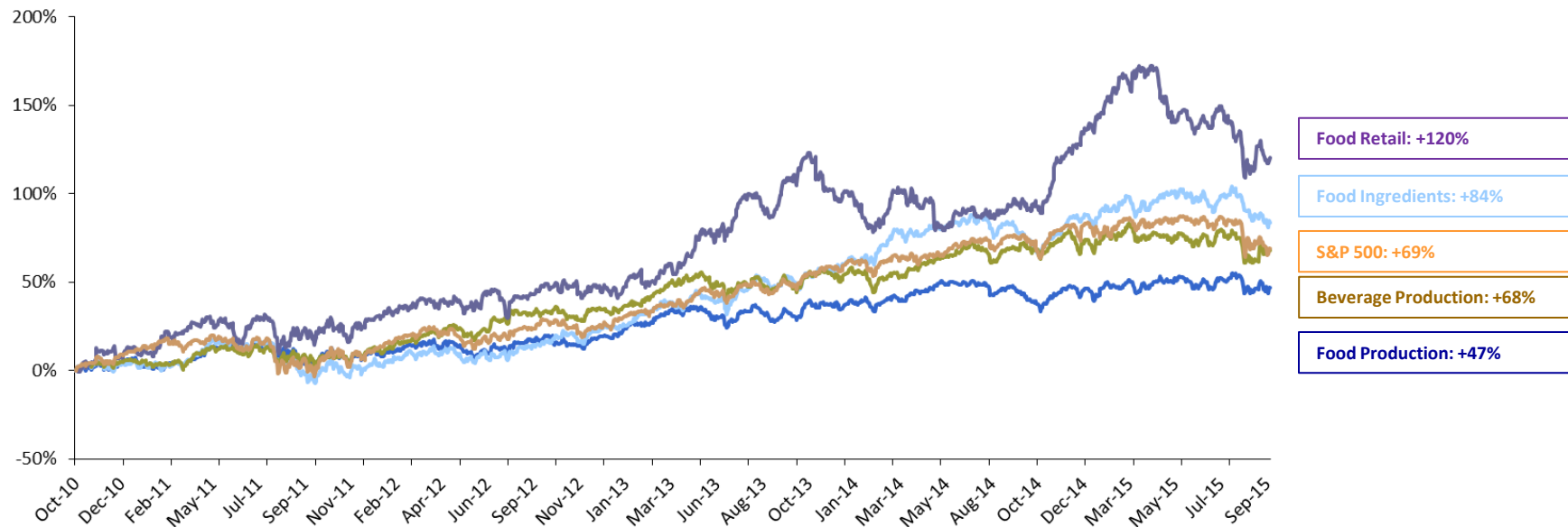
U.S. Food Transaction Multiples



# Peakstone Food and Beverage Index - Trading Statistics

F&B categories performed well compared to the S&P 500

## Relative Stock Performance



**Peakstone F&B Index:** (as of October 2, 20115)

**Food Production:** ABF, ARYN, BDBD, BGS, BIMBO A, BN, BRID, CAG, CALM, CPB, CVGW, DF, DMND, FDP, FLO, GIS, GLDC, HAIN, HRL, HSY, JBSS, JBSS3, JJSF, K, KHC, LANC, LNCE, LOTB, MDLZ, MKC, NESN, POST, PPC, SAFM, SAP, SENE.A, SJM, SNAK, THS, TR, TSN, UNA, WN.

**Food Ingredients:** BARN, FRUT, GIVN, IFF, KRZ, SXT, SY1, 4914, 4958.

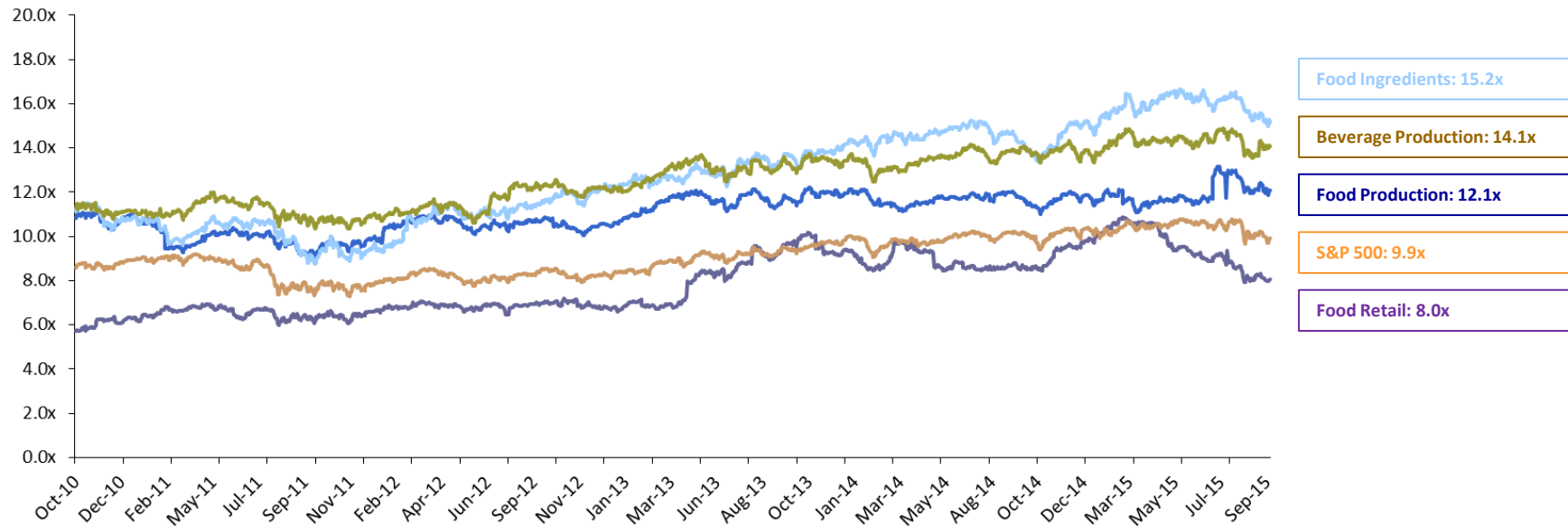
**Beverage Production:** ABI, BCB, BF.B, CCE, COKE, DGE, DPS, FARM, FIZZ, GMCR, JSDA, KO, LWAY, MNST, PEP, SAB, SAM, STZ, TAP, WMAV.

**Food Retail:** FWM, IMKT.A, KR, NGVC, RNDY, SFM, SFS, SPTN, SVU, TFM, UNFI, VLGE.A, WFM, WMK.

# Peakstone Food and Beverage Index - Trading Statistics

F&B categories performed well compared to the S&P 500

## Comparable Valuation Trends – Enterprise Value/EBITDA



**Peakstone F&B Index:** (as of October 2, 2015)

**Food Production:** ABF, ARYN, BDBD, BGS, BIMBO A, BN, BRID, CAG, CALM, CPB, CVGW, DF, DMND, FDP, FLO, GIS, GLDC, HAIN, HRL, HSY, JBSS, JBSS3, JJSF, K, KHC, LANC, LNCE, LOTB, MDLZ, MKC, NESN, POST, PPC, SAFM, SAP, SENE.A, SJM, SNAK, THS, TR, TSN, UNA, WN.

**Food Ingredients:** BARN, FRUT, GIVN, IFF, KRZ, SXT, SY1, 4914, 4958.

**Beverage Production:** ABI, BCB, BF.B, CCE, COKE, DGE, DPS, FARM, FIZZ, GMCR, JSDA, KO, LWAY, MNST, PEP, SAB, SAM, STZ, TAP, WMAV.

**Food Retail:** FWM, IMKT.A, KR, NGVC, RNDY, SFM, SFS, SPTN, SVU, TFM, UNFI, VLGE.A, WFM, WMK.

# Selected Public Trading Comparables

## Selected Public Trading Comparables

(\$ in millions) Company Name	Market Cap	Enterprise Value	Enterprise Value /			Forward P/E Ratio	Gross Margin %	EBITDA Margin %
			Revenue	EBITDA	EBIT			
<b>Food Production</b>								
Nestlé S.A.	\$239,666	\$259,897	2.8x	10.0x	11.3x	21.1x	49%	19%
Unilever N.V.	\$113,876	\$127,780	2.2x	11.9x	13.4x	19.1x	45%	19%
The Kraft Heinz Company	\$85,905	\$105,970	10.1x	43.7x	47.1x	24.3x	40%	23%
Mondelez International, Inc.	\$68,013	\$85,452	2.6x	16.9x	20.9x	22.9x	38%	16%
Associated British Foods plc	\$39,972	\$41,613	2.1x	17.3x	25.4x	33.3x	24%	12%
Danone	\$38,344	\$47,780	1.9x	11.8x	14.9x	18.4x	49%	16%
General Mills, Inc.	\$33,465	\$43,637	2.5x	12.4x	14.5x	19.0x	35%	20%
Kellogg Company	\$23,421	\$30,656	2.2x	18.7x	27.9x	18.4x	34%	12%
The Hershey Company	\$20,194	\$22,294	3.0x	13.4x	15.5x	21.1x	45%	22%
Tyson Foods, Inc.	\$17,735	\$24,512	0.6x	8.8x	11.6x	12.7x	9%	7%
ConAgra Foods, Inc.	\$17,662	\$25,418	1.6x	10.9x	14.3x	18.5x	22%	14%
Hormel Foods Corporation	\$16,720	\$16,974	1.8x	14.2x	15.9x	23.5x	19%	13%
Campbell Soup Company	\$15,495	\$19,341	2.4x	12.7x	15.8x	19.3x	35%	19%
The J. M. Smucker Company	\$13,595	\$19,459	3.1x	15.1x	20.0x	18.9x	36%	20%
Grupo Bimbo, S.A.B. de C.V.	\$11,992	\$15,936	1.3x	11.6x	16.0x	28.9x	53%	11%
JBS S.A.	\$11,974	\$21,044	0.6x	6.7x	8.7x	9.8x	16%	9%
George Weston Limited	\$10,357	\$24,858	0.7x	10.7x	23.4x	16.8x	27%	7%
McCormick & Company, Incorporated	\$10,060	\$11,461	2.7x	16.0x	18.1x	21.6x	40%	16%
Saputo Inc.	\$8,599	\$9,930	1.2x	12.5x	15.0x	18.3x	10%	10%
Pilgrim's Pride Corporation	\$5,391	\$5,820	0.7x	3.7x	4.0x	7.3x	19%	19%
Flowers Foods, Inc.	\$5,271	\$5,918	1.6x	13.5x	19.0x	24.1x	48%	12%
The Hain Celestial Group, Inc.	\$5,177	\$5,854	2.2x	18.6x	22.7x	23.0x	23%	12%
ARYZTA AG	\$3,909	\$5,814	1.4x	8.5x	15.5x	10.5x	22%	17%
Post Holdings, Inc.	\$3,576	\$7,912	1.8x	13.2x	23.1x	44.8x	25%	14%
Treehouse Foods, Inc.	\$3,296	\$4,588	1.4x	12.4x	18.5x	23.6x	20%	11%
Cal-Maine Foods, Inc.	\$2,739	\$2,427	1.3x	5.3x	5.8x	5.0x	32%	25%
Lancaster Colony Corporation	\$2,644	\$2,461	2.2x	14.0x	15.9x	23.5x	23%	16%

## Selected Public Trading Comparables (continued)

### Selected Public Trading Comparables

(\$ in millions) Company Name	Market Cap	Enterprise Value	Enterprise Value /			Forward P/E Ratio	Gross Margin %	EBITDA Margin %
			Revenue	EBITDA	EBIT			
<b>Food Production</b>								
Snyder's-Lance, Inc.	\$2,375	\$2,795	1.7x	15.1x	24.7x	27.2x	35%	11%
J&J Snack Foods Corp.	\$2,131	\$2,006	2.1x	13.5x	18.0x	27.8x	31%	15%
B&G Foods Inc.	\$2,070	\$2,956	3.4x	16.0x	18.8x	20.5x	30%	22%
Fresh Del Monte Produce Inc.	\$2,066	\$2,283	0.6x	9.0x	12.7x	15.4x	9%	6%
Tootsie Roll Industries Inc.	\$1,963	\$1,833	3.4x	17.3x	21.5x	-	37%	19%
Sanderson Farms, Inc.	\$1,548	\$1,378	0.5x	2.7x	3.2x	8.6x	20%	18%
Dean Foods Company	\$1,523	\$2,257	0.3x	7.2x	15.6x	16.0x	21%	4%
Lotus Bakeries NV	\$1,512	\$1,551	3.7x	19.2x	24.3x	30.1x	42%	19%
Diamond Foods, Inc.	\$987	\$1,620	1.9x	15.0x	20.4x	24.7x	26%	13%
Calavo Growers Inc.	\$766	\$801	0.9x	14.7x	17.2x	21.6x	10%	6%
John B Sanfilippo & Son Inc.	\$560	\$656	0.7x	10.1x	13.4x	15.0x	15%	7%
Boulder Brands, Inc.	\$498	\$766	1.5x	16.7x	30.1x	31.7x	37%	9%
Seneca Foods Corp.	\$272	\$503	0.4x	12.0x	24.8x	-	7%	3%
Inventure Foods, Inc.	\$168	\$260	0.9x	13.5x	22.5x	24.8x	17%	7%
Bridgford Foods Corp.	\$84	\$74	0.6x	20.3x	149.1x	-	31%	3%
Golden Enterprises Inc.	\$45	\$54	0.4x	7.4x	16.1x	-	50%	6%
<b>Food Production Median</b>	<b>\$5,177</b>	<b>\$5,854</b>	<b>1.7x</b>	<b>13.2x</b>	<b>17.2x</b>	<b>21.1x</b>	<b>30%</b>	<b>13%</b>
<b>Food Ingredients</b>								
Givaudan SA	\$14,689	\$15,694	3.5x	16.7x	21.1x	20.6x	46%	21%
Kerry Group plc	\$13,042	\$14,637	2.2x	17.4x	21.0x	21.2x	46%	13%
International Flavors & Fragrances Inc.	\$8,371	\$8,994	2.9x	13.5x	15.0x	19.1x	44%	22%
Symrise AG	\$7,745	\$9,204	3.3x	15.5x	22.7x	25.0x	42%	21%
Barry Callebaut AG	\$5,960	\$7,821	1.2x	14.3x	17.5x	21.4x	14%	9%
Sensient Technologies Corporation	\$2,762	\$3,313	2.4x	12.6x	15.5x	18.6x	34%	19%
Frutarom Industries Ltd.	\$2,207	\$2,500	3.2x	17.3x	21.1x	20.3x	39%	18%

## Selected Public Trading Comparables (continued)

### Selected Public Trading Comparables

(\$ in millions) Company Name	Market Cap	Enterprise Value	Enterprise Value /			Forward P/E Ratio	Gross Margin %	EBITDA Margin %
			Revenue	EBITDA	EBIT			
<b>Food Ingredients</b>								
T. Hasegawa Co., Ltd.	\$549	\$400	1.0x	7.0x	12.5x	19.0x	36%	15%
Takasago International Corporation	\$512	\$843	0.7x	10.6x	24.4x	14.4x	31%	7%
<b>Food Ingredients Median</b>	<b>\$5,960</b>	<b>\$7,821</b>	<b>2.4x</b>	<b>14.3x</b>	<b>21.0x</b>	<b>20.3x</b>	<b>39%</b>	<b>18%</b>
<b>Beverage Production</b>								
The Coca-Cola Company	\$173,130	\$196,953	4.3x	14.8x	17.3x	19.7x	61%	28%
Anheuser-Busch InBev SA/NV	\$169,449	\$218,340	4.7x	12.3x	14.8x	20.1x	60%	39%
Pepsico, Inc.	\$137,865	\$159,734	2.4x	13.1x	16.2x	20.1x	54%	19%
SABMiller plc	\$90,284	\$103,244	6.1x	15.5x	18.9x	24.8x	70%	33%
Diageo plc	\$67,053	\$83,894	5.1x	15.7x	17.2x	19.4x	58%	31%
Monster Beverage Corporation	\$27,578	\$24,647	9.6x	28.9x	29.8x	37.6x	56%	33%
Constellation Brands Inc.	\$24,915	\$32,229	5.3x	17.3x	19.5x	24.7x	44%	30%
Brown-Forman Corporation	\$21,145	\$22,143	7.1x	20.2x	21.2x	27.6x	70%	35%
Molson Coors Brewing Company	\$15,401	\$18,165	4.7x	13.9x	17.6x	21.8x	40%	19%
Dr Pepper Snapple Group, Inc.	\$15,122	\$17,579	2.8x	12.4x	14.5x	19.4x	59%	23%
Coca-Cola Enterprises Inc.	\$11,175	\$15,241	2.0x	11.8x	15.2x	18.3x	36%	17%
Keurig Green Mountain, Inc.	\$8,019	\$8,358	1.8x	7.5x	9.7x	15.7x	37%	24%
The WhiteWave Foods Company	\$7,050	\$8,604	2.4x	21.3x	29.4x	32.0x	34%	12%
Boston Beer Co. Inc.	\$2,811	\$2,665	2.8x	13.1	16.3	27.8x	52%	22%
Coca-Cola Bottling Co. Consolidated	\$1,775	\$2,430	1.2x	15.3x	24.8x	31.3x	40%	8%
National Beverage Corp.	\$1,422	\$1,355	2.1x	15.2x	17.4x	-	34%	14%
Cott Corporation	\$1,195	\$2,792	1.1x	11.1x	33.2x	40.8x	23%	10%
Farmer Brothers Co.	\$443	\$410	0.8x	10.7x	29.0x	37.3x	36%	7%
Lifeway Foods Inc.	\$173	\$172	1.4x	26.2x	48.6x	24.6x	27%	6%
Jones Soda Co.	\$17	\$17	1.2x	-	-	-	23%	-8%
<b>Beverage Production Median</b>	<b>\$13,148</b>	<b>\$16,410</b>	<b>2.6x</b>	<b>14.8x</b>	<b>17.6x</b>	<b>24.7x</b>	<b>42%</b>	<b>20%</b>



## Selected Public Trading Comparables (continued)

### Selected Public Trading Comparables

(\$ in millions) Company Name	Market Cap	Enterprise Value	Enterprise Value /			Forward P/E Ratio	Gross Margin %	EBITDA Margin %
			Revenue	EBITDA	EBIT			
<b>Food Retail</b>								
The Kroger Co.	\$35,706	\$46,686	0.4x	8.4x	13.4x	17.9x	22%	5%
Whole Foods Market, Inc.	\$11,159	\$10,531	0.7x	7.4x	10.6x	17.8x	35%	9%
Sprouts Farmers Market, Inc.	\$3,241	\$3,432	1.1x	12.6x	16.3x	23.3x	29%	8%
United Natural Foods, Inc.	\$2,362	\$2,894	0.4x	9.4x	11.9x	16.1x	15%	4%
SUPERVALU Inc.	\$1,862	\$4,447	0.2x	5.6x	8.6x	8.9x	15%	4%
Smart & Final Stores, Inc.	\$1,137	\$1,608	0.4x	10.0x	16.9x	20.1x	17%	4%
Weis Markets, Inc.	\$1,100	\$996	0.4x	6.4x	11.6x	-	27%	6%
The Fresh Market, Inc.	\$1,072	\$1,032	0.6x	5.3x	7.9x	13.5x	34%	11%
SpartanNash Company	\$959	\$1,484	0.2x	6.7x	10.9x	12.6x	15%	3%
Ingles Markets, Incorporated	\$948	\$1,857	0.5x	7.7x	13.4x	14.7x	23%	6%
Natural Grocers by Vitamin Cottage, Inc.	\$507	\$532	0.9x	10.9x	18.5x	27.8x	29%	8%
Village Super Market Inc.	\$342	\$329	0.2x	5.0x	7.7x	-	27%	4%
Roundy's, Inc.	\$116	\$724	0.2x	6.0x	13.4x	-	26%	3%
Fairway Group Holdings Corp.	\$46	\$271	0.3x	25.5x	-	-	31%	1%
<b>Food Retail Median</b>	<b>\$1,086</b>	<b>\$1,546</b>	<b>0.4x</b>	<b>7.6x</b>	<b>11.9x</b>	<b>16.9x</b>	<b>27%</b>	<b>5%</b>
<b>Food and Beverage Total Median</b>	<b>\$3,742</b>	<b>\$5,817</b>	<b>1.7x</b>	<b>12.7x</b>	<b>17.1x</b>	<b>20.4x</b>	<b>34%</b>	<b>13%</b>

# Selected Food and Beverage Industry Transactions

Date	Target/Issuer	Size (\$mm)	Buyers/Investors	EV / EBITDA	Transaction Comments
09/03/2015	Green Giant International, LLC and Le Sueur Stable and Frozen Vegetable Business	\$765	B&G Foods North America, Inc.	-	B&G Foods North America, Inc. entered into an asset purchase agreement to acquire Green Giant International, LLC and Le Sueur shelf stable and frozen vegetable business from General Mills, Inc. for approximately \$770 million in cash. In the event of an antitrust failure or a financing failure, B&G Foods North America shall pay or cause to be paid to General Mills a fee of \$57.375 million.
07/31/2015	Sunrise Growers, Inc.	\$450	SunOpta Inc. (TSX:SOY)	11.5x	SunOpta Inc. signed a definitive agreement to acquire Sunrise Growers, Inc. from Paine & Partners, LLC and others for \$450 million. SunOpta will pay \$287.15 million in cash and will assume the liabilities of Sunrise Growers. Sunrise Growers generates approximately \$300 million in annualized revenues.
07/15/2015	Susser Holdings Corporation	\$1,924	Sunoco LP (NYSE:SUN)	-	Sunoco LP agreed to acquire Susser Holdings Corporation from Heritage Holdings, Inc. and ETP Holdco Corporation for \$1.9 billion in cash and stock. Under the terms, Sunoco will pay approximately \$966.86 million in cash and issue approximately 21.98 million Sunoco units.
07/01/2015	Copper Cane Wines & Provisions, Meiomi Wine Brand	\$315	Constellation Brands Inc. (NYSE:STZ)	-	Constellation Brands Inc. agreed to acquire Meiomi Wine Brand from Copper Cane Wines & Provisions for approximately \$320 million. Joseph Wagner will maintain a winemaker consultant role for the next two vintages. The deal is expected to be \$0.03 to \$0.04 accretive to EPS for 2016.
07/01/2015	Cargill Pork, LLC	\$1,450	Swift Pork Co.	6.8x	Swift Pork Co entered into an agreement to acquire Pork business of Cargill Meat Solutions Corporation for \$1.5 billion in cash. Pork Business generated net revenues of \$2.6 billion and EBITDA of \$212 million.
06/15/2015	Target Corp., Pharmacy and Clinic Businesses	\$1,887	CVS Pharmacy, Inc.	-	CVS Pharmacy, Inc. entered into an asset purchase agreement to acquire pharmacy and clinic businesses of Target Corp. for \$1.9 billion, subject to certain adjustments. Under the terms, CVS Pharmacy will acquire more than 1,660 pharmacies across 47 states and operate them through a store-within-a-store format.
05/26/2015	Applegate Farms LLC	\$775	Hormel Foods Corporation (NYSE:HRL)	-	Hormel Foods Corporation entered into a definitive agreement to acquire Applegate Farms LLC from Stephen McDonnell and Applegate Investment Corporation for approximately \$780 million in cash.
05/19/2015	Daybrook Fisheries, Inc.	\$384	Oceana Group Ltd. (JSE:OCE)	9.0x	Oceana Group Ltd. entered into an agreement to acquire Daybrook Fisheries, Inc. for approximately ZAR 4.6 billion in cash. As a result of transaction, Oceana will hold 25% indirect interest in Westbank through Daybrook and 100% interest in Daybrook.
04/23/2015	Ridley Inc.	\$429	Alltech, Inc.	8.1x	Alltech, Inc. entered into a definitive agreement to acquire Ridley Inc. from Fairfax Financial Holdings Limited, AGF Investments Inc and others for approximately CAD 520 million in cash. Alltech will pay CAD 40.75 per share as the purchase price.
03/25/2015	Kraft Foods Group, Inc.	\$55,032	The Kraft Heinz Company (NasdaqGS:KHC)	22.6x	H.J. Heinz Holding Corporation entered into a definitive merger agreement to acquire Kraft Foods Group, Inc. for \$45 billion in cash and stock. Kraft shareholders will own a 49% stake in the combined company and Heinz shareholders 51% stake on a fully diluted basis. Each share of Kraft will be converted into one share of The Kraft Heinz Company.

## Selected Food and Beverage Industry Transactions (continued)

Date	Target/Issuer	Size (\$mm)	Buyers/Investors	EV / EBITDA	Transaction Comments
01/26/2015	MOM Brands Company	\$1,152	Post Holdings, Inc. (NYSE:POST)	7.9x	Post Holdings, Inc. entered into a definitive agreement to acquire MOM Brands Company for \$1.2 billion in cash and stock. Under the terms of the agreement, at closing Post Holdings will pay \$1.05 billion in cash and issue the current owners of MOM Brands approximately \$2.45 million shares of Post Holdings common stock.
12/18/2014	The Pantry, Inc.	\$1,807	Mac's Convenience Stores, LLC	7.8x	Couche-Tard U.S. Inc. entered into a definitive merger agreement to acquire The Pantry, Inc. from SSgA Funds Management, Inc., Indus Capital Partners, LLC and other shareholders for approximately \$860 million in cash. Couche-Tard will pay \$36.75 per share of The Pantry, Inc. Couche-Tard U.S. Inc. will pay \$12 million for the options, \$0.33 million for RSU Awards and \$15.5 million for Restricted Share Awards of The Pantry.
12/15/2014	Archer-Daniels-Midland Company, Global Cocoa Business	\$1,300	Olam International Limited (SGX:O32)	-	Olam International Limited entered into an agreement to acquire global cocoa business of Archer-Daniels-Midland Company for \$1.3 billion in cash. The transaction is expected to add to earnings and be free cash flow positive in the first full year after closing, although it will see cash flow turn negative and gearing pick up in the short term.
11/06/2014	DSS Group, Inc.	\$1,247	Cott Corporation (TSX:BCB)	-	Cott Corporation entered into a definitive merger agreement to acquire DSS Group, Inc. from Crestview Partners II, LP. of Crestview Partners, LP. and other shareholders for \$1.3 billion.
09/10/2014	Windsor Quality Food Company, Ltd	\$800	Ajinomoto North America, Inc.	-	Ajinomoto North America, Inc. agreed to acquire Windsor Quality Holdings, LP for \$800 million in cash and loan. Windsor had net sales of \$670 million for fiscal 2013.
09/08/2014	Annie's, Inc.	\$823	General Mills, Inc. (NYSE:GIS)	38.6x	General Mills, Inc. entered into a definitive agreement to acquire Annie's, Inc. for approximately \$820 million in cash.
09/02/2014	Archer Daniels Midland Company, Global Chocolate Business	\$440	Cargill, Incorporated	-	Cargill, Incorporated agreed to acquire global chocolate business of Archer Daniels Midland Company for \$440 million in cash. The transaction includes ADM's three North American chocolate plants, located in Milwaukee, Hazleton and Georgetown, and three European chocolate plants, located in Liverpool, Manage and Mannheim.
08/11/2014	Chiquita Brands International Inc.	\$1,322	Sucocitrico Cutrale Ltda; Banco Safra S.A., Investment Arm	12.8x	Sucocitrico Cutrale Ltda and Banco Safra S.A., Investment Arm made a non-binding proposal to acquire Chiquita Brands International Inc. from BlackRock, Inc., Pentwater Capital Management LP, Skagen AS, Wynnefield Capital, Inc., and others for approximately \$610 million in cash.
07/14/2014	Russell Stover Candies, Inc.	\$877	Chocoladefabriken Lindt & Sprüngli AG (SWX:LISN)	14.6x	Chocoladefabriken Lindt & Spruengli AG signed a definitive agreement to acquire Russell Stover Candies, Inc. from the Ward family for approximately CHF 780 million (\$880 million) in cash. Russell Stover reported \$500 million of sales and EBITDA of \$60 million for the year ended December 31, 2013. The transaction is expected to make a strong positive contribution to the earnings per share of Chocoladefabriken Lindt & Spruengli from 2015 onwards.
06/30/2014	Flagstone Foods, Inc.	\$875	Bay Valley Foods, LLC	16.1x	Bay Valley Foods, LLC entered into an agreement and plan of merger to acquire Flagstone Foods from Gryphon Partners III, LP. of Gryphon Investors and others for \$860 million in cash.

Source: Capital IQ & Wall Street Research

## Selected Food and Beverage Industry Transactions (continued)

Date	Target/Issuer	Size (\$mm)	Buyers/Investors	EV / EBITDA	Transaction Comments
05/29/2014	The Hillshire Brands Company	\$8,932	Tyson Foods, Inc. (NYSE:TSN)	15.8x	Tyson Foods, Inc. made an offer to acquire The Hillshire Brands Company from Soros Fund Management LLC, York Capital Management and other shareholders for \$6.1 billion in cash.
05/22/2014	Conopco Inc., North America Pasta Sauces Business	\$2,150	Mizkan Holdings Co., Ltd.	-	Mizkan Group Corporation entered into a definitive agreement to acquire North America pasta sauces business from Conopco, Inc. for approximately \$2.2 billion in cash. The transaction includes two production facilities - a sauce processing and packaging facility in Owensboro, Kentucky, and a tomato processing facility in Stockton, California.
05/07/2014	S-L Snacks Private Brands, LLC AND Tamming Foods Ltd.	\$430	Shearer's Foods, Inc.; Nalley's Canada Limited	-	Shearer's Foods, Inc. and Shearer's Foods Canada, Inc. signed a purchase and sale agreement to acquire shares of S-L Snacks Private Brands, LLC and assets of Tamming Foods Ltd. from S-L Snacks National, LLC and Lanhold Investments, Inc. for approximately \$430 million.
04/28/2014	Susser Holdings Corporation	\$2,474	Energy Transfer Partners, LP. (NYSE:ETP)	15.6x	Energy Transfer Partners, LP. entered into a definitive agreement to acquire Susser Holdings Corporation from Susser Family LP, Sam L. Susser and other shareholders for approximately \$1.7 billion.
04/17/2014	MFI Holding Corporation	\$2,500	Post Holdings, Inc. (NYSE:POST)	10.5x	Post Holdings, Inc. entered into an agreement to acquire MFI Holding Corporation from GS Capital Partners VI Fund, L.P., a fund of GS Capital Partners, Thomas H. Lee Partners, LP, and other investors including current management for \$2.5 billion on a cash free and debt free transaction.
03/31/2014	Performance Chemicals & Ingredients Company	\$567	Balchem Corp. (NasdaqGS:BCPC)	14.3x	Balchem Corp. entered into a definitive agreement to acquire Performance Chemicals & Ingredients LLC from a group of sellers for approximately \$570 million in cash.
03/10/2014	Cloverhill Pastry-Vend LLC	\$716	ARYZTA AG (SWX:ARYN)	-	ARYZTA AG agreed to acquire Cloverhill Bakery from Quad-C Partners VII, L.P., fund of Quad-C Management, Inc., family and others for approximately €510 million. The consideration is net of cash acquired of €3.34 million. Cloverhill Bakery and Pineridge Bakery had combined revenue of €400 million in calendar year 2013.
03/10/2014	Cereal Food Processors, Inc.	\$500	Milner Milling, Inc.; Pendleton Flour Mills, LLC	-	Milner Milling, Inc. and Pendleton Flour Mills, LLC agreed to acquire Cereal Food Processors, Inc. for \$500 million. The business created by the combination of Cereal Food Processors, Inc., Milner Milling Co. and Pendleton Flour Mills will be known as Grain Craft.
12/20/2013	Arden Group Inc.	\$390	TPG Capital, LP.	9.9x	TPG Partners VI, L.P. managed by TPG Capital, LP. entered into a definitive agreement to acquire Arden Group Inc. for approximately \$390 million in cash.
12/09/2013	Natural Selection Foods, LLC	\$604	The WhiteWave Foods Company (NYSE:WWAV)	8.1x	The WhiteWave Foods Company agreed to acquire Earthbound Farm from Kainos Capital, LLC, GarMark Advisors L.L.C., Stockwell Capital LLC, Drew & Myra Goodman and other shareholders for approximately \$600 million in cash. WhiteWave Foods agreed to acquire Earthbound Farm at an enterprise value of \$604 million. For the year 2012, Earthbound Farm generated revenues of \$460 million and EBITDA of \$75 million.
10/23/2013	Grupo Altex, S.A. de C.V., Wheat Milling Business	\$310	Bunge North America, Inc.	-	Bunge North America, Inc. agreed to acquire wheat milling business from Grupo Altex, S.A. de C.V. on October 23, 2013. Bunge North is also acquiring product brands and its innovation center.
10/10/2013	Del Monte Corporation, Consumer Products Business	\$1,675	Del Monte Pacific Limited (SGX:D03)	-	Del Monte Pacific Ltd. entered into a definitive agreement to acquire consumer products business from Del Monte Corporation for \$1.7 billion in cash. The consideration is subject to an adjustment based on the working capital level delivered at closing as provided for in the purchase agreement.

Source: Capital IQ & Wall Street Research

# Peakstone Selected Food & Beverage Transactions



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