

SMUCKER J M CO  
Form 425  
July 29, 2008

Investor Presentation  
July 2008  
Summary  
Presentation

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The J. M. Smucker Company  
The J. M. Smucker Company  
Filed by The J. M. Smucker  
Company

Pursuant to Rule 425 under the Securities Act of 1933

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and Deemed Filed Pursuant to Rule 14a-12  
Under the Securities Exchange Act of 1934  
Subject Company: The J. M. Smucker  
Company  
Commission File No.: 333 -  
152451

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Forward Looking Statement

Forward Looking Statement

This presentation contains forward-looking statements, such as projected operating results, earnings and cash flows, that are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from any future results, performance or achievements expressed or implied by those forward-looking statements.

You  
should  
understand  
that  
the  
risks,  
uncertainties,  
factors  
and  
assumptions  
listed  
and  
discussed  
in

this prospectus, including the following important factors and assumptions, could affect the future results of Smucker following the Transactions and could cause actual results to differ materially from those expressed in the forward-looking statements: (i) volatility of commodity markets from which raw materials, particularly corn, wheat, soybean oil, milk and green coffee beans, are procured and the related impact on costs; (ii) the successful integration of the Coffee Business with Smucker's business, operations and culture and the ability to realize synergies and other potential benefits of the Transactions within the time frames currently contemplated;

(iii)  
crude  
oil  
price  
trends  
and  
their  
impact  
on  
transportation,  
energy,  
and  
packaging  
costs;

(iv)  
the  
ability  
to  
successfully implement price changes; (iv) the success and cost of introducing new products and the competitive response; (v) the success and cost of marketing and sales programs and strategies intended to promote growth in Smucker's businesses, which will include the Coffee Business after the completion of the Transactions;

(vi)  
general  
competitive  
activity  
in  
the  
market,  
including

competitors  
pricing  
practices  
and

promotional spending levels; (vii) the concentration of certain of Smucker's businesses, which will include the Coffee Business after the completion of the Transactions, with key customers and the ability to manage and maintain key customer relationships; (viii) the loss of significant customers or a substantial reduction in orders from these customers or the bankruptcy of any such customer; (ix) changes in consumer coffee preferences, and other factors affecting the Coffee Business, which will represent a substantial portion of Smucker's business after the completion of the Transactions; (x) the ability of Smucker and Folgers to obtain any required financing; (xi) the timing and amount of Smucker's capital expenditures, restructuring, and merger and integration costs; (xii) the outcome of current and future tax examinations and other tax matters, and their related impact on Smucker's tax positions; (xiii) foreign currency and interest rate fluctuations; (xiv) other factors affecting share prices

and  
capital  
markets  
generally;  
and

(xv)  
the  
other  
factors  
described

under  
Risk  
Factors

in  
the  
registration

statements filed by Folgers and Smucker with the Securities and Exchange Commission and in the other reports

and  
statements

filed  
by  
Smucker

with  
the  
Securities  
and  
Exchange  
Commission,

including  
its  
most  
recent

Annual Report on Form 10-K and the preliminary proxy materials prepared in connection with the Folgers transaction.

You are cautioned not to unduly rely on such forward-looking statements, which speak only as of the date made, when evaluating the information presented in this prospectus. None of Smucker, Folgers, P&G or any of their

respective advisors assumes any obligation to update or revise these forward-looking statements to reflect new events or circumstances.

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

the  
common  
shares  
to  
be  
issued  
to  
P&G  
shareholders  
in  
connection  
with

the Folgers transaction but those registration statements have not become effective. Smucker has also filed a proxy statement with the SEC that will be sent to the shareholders of Smucker after it has been finalized. Shareholders are urged to read the proxy statement and the prospectus included in the registration statements and any other relevant documents when they become available, because they will contain important information about Smucker, Folgers and the proposed transaction. The proxy statement, prospectus and other documents relating to the proposed transaction (when they are available) can be obtained free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov). The documents (when they are available)

can  
also  
be  
obtained  
free  
of  
charge  
from  
Smucker  
upon  
written  
request  
to

The  
J.  
M.  
Smucker  
Company,  
Shareholder  
Relations,  
Strawberry  
Lane,  
Orrville,  
Ohio  
44667

or  
by  
calling  
(330)  
684-3838,



or  
from  
P&G  
upon  
written  
request  
to  
The  
Procter  
and  
Gamble  
Company,  
Shareholder  
Services  
Department,

P.O. Box 5572, Cincinnati, Ohio 45201-5572 or by calling (800) 742-6253.

This communication is not a solicitation of a proxy from any security holder of Smucker and shall not constitute an offer to sell or the solicitation of an offer to buy securities, nor shall there be any sale of securities in any jurisdiction in which such solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. However, P&G, Smucker and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from shareholders in connection with the proposed transaction under the rules of the SEC. Information about the directors and executive officers of The J. M. Smucker Company may be found in its 2008 Annual Report on Form 10-K filed with the SEC on June 27, 2008, and its definitive proxy statement relating to its 2008 Annual Meeting of Shareholders filed with the SEC on July 14, 2008. Information about the directors and executive officers of The Procter & Gamble Company may be found in its 2007 Annual Report on Form 10-K filed with the SEC on August 28, 2007, and its definitive proxy statement relating to its 2007 Annual Meeting of Shareholders filed with the SEC on August 28, 2007.

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Why Invest in Smucker?

Why Invest in Smucker?

A history and culture of solid returns

Clear strategy of owning a strong portfolio of

#1 brands

Strategic acquisition of Folgers

Enhances #1 brand portfolio

Increases market categories from \$8 billion to \$15 billion

Creates sales growth to \$5 billion company

Accretive transaction

Significantly enhances cash flow

5

Why Invest in Smucker?

Why Invest in Smucker?

Strong cash flow and balance sheet

Continuity of management

Current value of Smucker stock vs. peers

Strong forecasted results in current fiscal year

Special \$5.00 dividend in calendar 2008

Current share performance vs. peers

1897

Over 110 years old

Headquartered in  
Orrville, Ohio

Leading North  
American brands

Five generations of  
family management

Basic Beliefs: quality,  
people, ethics, growth,  
& independence  
The J. M. Smucker Company  
The J. M. Smucker Company  
6

7  
\$0  
\$500  
\$1,000  
\$1,500  
\$2,000  
\$2,500



\$3,000

S&P 500

DJIA

SJM

Share Price Performance

Share Price Performance

Note: The graph shows the value of \$20 (Smucker's IPO price in 1959) invested over a 48+ year period in Smucker's common stock, the

DJIA

and S&P 500.

Indexed Share

Price

APR = 10.2%

APR = 10.2%

APR = 6.4%

APR = 6.4%

APR = 5.9%

APR = 5.9%

Base = \$20

Base = \$20

SJM versus Major Indices

November 30, 1959 through July 21, 2008

8

We will own and market food brands which hold the #1 market position in their respective category, with an emphasis on North America  
We will achieve balanced growth through:

Increased market share of our brands

Acquisition of other leading food brands

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

Vision Statement

Vision Statement

9  
Long-Term Objectives  
Long-Term Objectives  
Net Sales Growth  
Dividend Payment  
Operating Profit  
Growth

EPS Growth

6%

Organic 3-

4%

Acquisitions 2-3%

8%

Improve Efficiencies

+8%

Share Repurchase

Debt Retirement

Target 40% Payout

10  
\$0.0  
\$0.5  
\$1.0  
\$1.5  
\$2.0  
\$2.5

\$3.0

FY2002

FY2003

FY2004

FY2005

FY2006

FY2007

FY2008

Net Sales

\$650MM

\$1.3B

\$2.0B

\$2.1B

5-Year CAGR through FY 2008 = 15%

10-Year CAGR through FY 2008 = 16%

Sales Growth

Sales Growth

\$1.4B

\$2.2B

\$2.5B

\$0.00  
\$0.50  
\$1.00  
\$1.50  
\$2.00  
\$2.50  
\$3.00



\$3.50

\$4.00

FY2002

FY2003

FY2004

FY2005

FY2006

FY2007

FY2008

Earnings Per Share (non-GAAP)

\$1.38

\$2.14

\$2.60

\$2.89

Earnings Growth

Earnings Growth

\$2.42

\$2.77

5-Year CAGR through FY 2008 = 8%

10-Year CAGR through FY 2008 = 10%

\$3.15

(a)

Excludes merger, integration and restructuring charges.

(a)

11

12  
FY 2003  
FY 2003  
FY 2005  
FY 2005  
FY 2007  
FY 2007

FY 2008

FY 2008

KING KELLY

FY 2009

FY 2009

FY 2004

FY 2004

(a) Integration in process.      (b) Announced but not closed.

12 Transactions

12 Transactions

(a)

(b)

A Perfect Fit

14  
Attractive Strategic Fit  
Attractive Strategic Fit

Strong #1 Brand  
Strong #1 Brand

Center-of-Store  
Center-of-Store

North America

North America

VISION STATEMENT

VISION STATEMENT

We will own and market food

We will own and market food

brands which hold the #1

brands which hold the #1

market position

market position

in their

in their

respective category, with an

respective category, with an

emphasis on **North America**

emphasis on **North America**

Note:

The parties expect this transaction to close during the fourth calendar quarter of 2008, pending regulatory approval.

15  
Percent of Sales from #1 Brands  
Percent of Sales from #1 Brands  
~75% of Sales  
Projected to Come  
From #1 Brands

16  
Center-of-Store Strategy  
Center-of-Store Strategy  
Baking  
Aisle  
Spreads /  
Condiments Aisle



Frozen  
Aisle  
Specialty  
Aisle  
Coffee  
Aisle  
Natural  
Beverage Aisle

17  
Compelling Transaction  
Compelling Transaction

\$1  
billion  
brand

Expands  
portfolio  
of  
#1  
brands

Builds  
on  
Center  
of  
the  
Store  
focus

Enhanced  
scale

Financial  
benefits

Great  
home  
for  
Folgers brand and  
employees

Transaction Overview  
Transaction Overview

Reverse Morris Trust structure

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

~63 million shares will be issued

~118 million shares outstanding

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

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

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

Closing expected in fourth quarter of calendar 2008  
18

19  
Builds on Center of Store Focus  
Builds on Center of Store Focus  
\$15.0  
\$8.0  
\$3.0  
\$1.0

FY 2002

FY 2004

FY2005

FY2009

Market opportunity (\$ in billions)

Greater opportunity as share of market in  
each category expands

Large \$31B market

High household penetration

Frequency of use is increasing



High consumer purchase frequency  
that drives traffic for retailers

Consistent performance through  
economic cycles

Evolving consumer trends

Emergence of "coffee house culture"

Strong, iconic brands crossing over

Product proliferation

Source: Datamonitor as of March 2008; United States Retail & Foodservice Coffee 2007

U.S. Coffee Market

U.S. Coffee Market

Coffee Category Highlights

Coffee Category Highlights

Coffee Market Overview

Coffee Market Overview

Total Market: \$30.7B

Retail-Package/  
At-Home

23%

Foodservice/  
Away From Home

67%

Retail-Prepared/  
Away From Home

10%

Roast & Ground

79%

Instant

12%

Pods

1%

Ready to Drink

8%

Total At-Home Market: \$6.9B

20

At-Home Coffee Market

21  
Folgers  
48%  
Kraft  
24%  
Rest of  
Market

28%

U.S. At Home Coffee Market Share by Segment

U.S. At Home Coffee Market Share by Segment

Source: P&G internal estimate based on All Outlet Data

1

Excludes

approximately

\$1.2B

of

packaged

roast

&

ground

product

sold

outside

P&G

/

FCC channels and approximately \$0.5B of RTD retail coffee business

2

Calendar 2007 retail sales for Mainstream Roast & Ground and Single Serve

Folgers

19%

Kraft /

Starbucks

33%

Rest of

Market

48%

Folgers

32%

Nestle

24%

Rest of

Market

44%

\$0.9B

\$1.5B

\$2.8B

Packaged Coffee

1

Mainstream Roast & Ground

2

Gourmet Coffee

2

Single Serve

2

22  
Added Scale  
Added Scale  
Revenue  
(\$ in billions)  
1.2  
Treehouse

2.0  
Flower Foods  
2.5  
Smucker (Current)  
2.9  
McCormick  
3.3  
Ralcorp  
3.7  
Del Monte  
4.7  
Smucker  
(2)  
6.2  
Hormel  
7.9  
Campbell  
10.1  
HJ Heinz  
11.6  
ConAgra  
11.8  
Kellogg  
12.3  
Sara Lee  
\$13.7  
General Mills

(1)  
(1)  
Comparison company revenue based on last completed fiscal year. Ralcorp revenue adjusted for pro forma impact of Post cereal transaction.

(2)  
Pro forma 2009  
Assumes Folgers transaction had closed on May 1, 2008.

Greater relevance to  
retailer

Capitalize on relationship  
with Advantage, our  
national broker

Purchasing efficiencies

Benefit from  
administrative  
infrastructure

Greater opportunities for  
employees

23

Financial Benefits

Financial Benefits

Accretive transaction

Operating margin expansion

Significantly enhanced cash flow

Strong balance sheet with modest debt level

Greater float  
more shares outstanding

Iconic Brands  
Iconic Brands  
24



Household Slogans  
Household Slogans

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

Choosy Moms Choose Jif

The Best Part of Wakin  
Up

Start Something  
Good With Crisco

Everybody s Happy  
When It s Hungry Jack

America Runs on Dunkin

25

26  
Marketing Synergies  
Meals  
Marketing Synergies  
Meals

The Best Part of Waking Up

27

Marketing Synergies

Meals

Marketing Synergies

Meals

The Best Way to End the Day



28

Folgers Synergies

Folgers Synergies

Synergies

Synergies

~\$80+ million

Net Sales    Operations    Sales &    Supply Chain    Corporate &

Marketing

Admin.

JMS Infrastructure

COGS

SD&A

29  
Projected Sales by Category  
Projected Sales by Category  
42%  
42%  
7%  
7%

8%  
8%  
11%  
11%  
6%  
6%  
15%  
15%  
11%  
11%  
Fruit  
Spreads  
Peanut  
Butter  
Oils &  
Shortening  
Baking  
Canned Milk  
All Other  
Coffee  
Estimated After Transaction



30  
Net Sales and EBITDA  
Net Sales and EBITDA  
\$0.0  
\$1.0  
\$2.0  
\$3.0

\$4.0  
\$5.0  
\$6.0  
FY2008  
FY2009  
FY2010  
Net Sales

\$0  
\$250  
\$500  
\$750  
\$1,000  
FY2008  
FY2009  
FY2010  
0.0%  
5.0%  
10.0%  
15.0%  
20.0%  
25.0%  
30.0%

EBITDA (Excluding Merger and Integration Costs)

Pro forma \* (a)

\$2.5B  
\$4.7B  
\$4.9B  
\$371  
\$820  
\$869  
14.7%  
17.3%  
17.5%

Pro forma (a)

\* Includes approximately \$83 million in synergies.

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

Pro forma

Pro forma

31  
Cash Flow From Operations  
Cash Flow From Operations  
\$ 116  
\$ (76)  
\$ 192  
FY 2008

\$ 400

\$(115)

\$ 515

FY2009

(a)

Pro forma

\$ 430

Free Cash Flow

\$(120)

Capital Expenditures

\$ 550

Cash Flow From Operations

FY 2010

Pro forma

(\$ in millions)

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

32

Debt Profile Supports Continued Growth

Debt Profile Supports Continued Growth

Stronger balance sheet post-closing

Modest leverage and strong cash flow will

facilitate pursuit of shareholder value

Investments

Acquisitions

Share repurchase / dividends

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

2009

Standalone Smucker

2009

(a)

Combined Smucker

Total Debt

\$790mm

\$1,440mm

Debt / EBITDA

2.1x

1.8x

Interest Coverage

8.1x

9.7x

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

22%

22%

Acquisition

Capital

Expenditures

Stock Repurchase

Dividends

Free Cash Flow

Cash

From

Operations

Dividends

Acquisition

Repurchase

CapEx =

2½

-

3% of Sales

CapEx =

2½

-

3% of Sales

33



34

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Strong cash flow and balance sheet

Continuity of management

Current value of Smucker stock vs. peers

Strong forecasted results in current fiscal year

Special \$5.00 dividend in calendar 2008

Current share performance vs. peers

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Additional Information

Additional Information

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and

DOLLAR

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Thank you!  
Thank you!

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Presentation

The J. M. Smucker Company

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