

SMUCKER J M CO  
Form 425  
October 16, 2008

Special Shareholders Meeting  
October 16, 2008  
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The J. M. Smucker Company  
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Filed by The J. M. Smucker Company  
Pursuant to Rule 425 under the Securities Act of 1933  
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

Filed by The J. M. Smucker

Company

Pursuant to Rule 425 under the Securities Act of 1933

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14a-

6

Under the Securities Exchange Act of 1934

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Forward Looking Statement

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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. The projected financial data included in this presentation reflect numerous estimates and assumptions relating to, among other things, the ability of Smucker to successfully operate P&G's coffee business (the Coffee Business) outside of P&G and Smucker's existing business operations.

and are subject to significant economic, industry and competitive uncertainties, including those risk factors referenced below, and, accordingly, such data may not be indicative of future results. You should understand that the risks, uncertainties, factors and assumptions listed and discussed in this presentation, including the following important factors and assumptions, could affect the future results of Smucker following the transactions between P&G and Smucker (the Transactions ) and could cause actual results to differ materially from those expressed in the forward-looking statements: (i) volatility of commodity markets for which raw materials, particularly corn, wheat, peanuts, 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; (v) the success and cost of introducing new products and the competitive response; (vi) 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; (vii) general competitive activity in the market, including competitor pricing practices and promotional spending levels; (viii) 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; (ix) the loss of significant customers or a substantial reduction in orders from these customers or the bankruptcy of any such customer; (x) 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; (xi) the ability of Smucker and Folgers to obtain any required financing; (xii) the timing and amount of Smucker's capital expenditures, restructuring, and merger and integration costs; (xiii) the outcome of current and future tax examinations and other tax matters, and their related impact on Smucker's tax positions; (xiv) foreign currency and interest rate fluctuations; (xv) other factors affecting share prices and capital markets generally; and (xvi) the other factors described under Risk Factors in the registrants' 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 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 presentation. 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.

Transaction Overview  
Transaction Overview

The transaction is structured as an exchange offer followed by a merger

Tendering P&G shareholders will exchange their P&G shares for shares in

Smucker

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

Smucker to finance special dividend

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

~63MM shares will be issued as part of the transaction

~118MM shares outstanding for the combined Smucker

If the split-off is consummated but not fully subscribed, P&G will distribute remaining Folgers shares (which will be converted into Smucker shares) to its shareholders on a pro-rata basis

Tendering & Accepted

Shareholders

Non-Tendering

Shareholders

Variable                      Cap

12%                              20%

Discount

Folgers Timeline  
Folgers Timeline  
November  
October  
P&G Launches  
Exchange Offer  
October 8

Investor  
Roadshows  
October 8-24  
JMS Pays  
Special  
Dividend  
October 31  
Exchange  
Offer  
Expires  
November 5  
Transaction  
Closes  
November 6  
Special  
Shareholders  
Meeting  
October 16  
Exchange  
Ratio  
Determined  
November 3

Note: This timeline is projected and subject to change.



Why Invest in Smucker?  
Why Invest in Smucker?

A history of solid returns

Clear strategy of owning a strong portfolio of  
#1 brands

Making great brands better

Addition  
of  
an  
iconic  
#1  
brand  
with  
Folgers  
®

Enhanced estimated cash flow, margins,  
and strong balance sheet

Unique culture

Share Price Performance  
Share Price Performance  
\$0  
\$500  
\$1,000  
\$1,500  
\$2,000

\$2,500

\$3,000

S&P 500

DJIA

SJM

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

Indexed Share

Price

APR = 10.3%

APR = 10.3%

APR = 6.2%

APR = 6.2%

APR = 5.8%

APR = 5.8%

Base = \$20

Base = \$20

SJM

versus Major Indices

November 30, 1959 through September 30, 2008

\$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 FY2008 = 15%

10-Year CAGR through FY2008 = 16%

Sales Growth

Sales Growth

\$1.4B

\$2.2B

\$2.5B

Income Growth  
Income Growth  
\$0.0  
\$50.0  
\$100.0  
\$150.0  
\$200.0

FY2002

FY2003

FY2004

FY2005

FY2006

FY2007

FY2008

Net Income

\$30.9

\$96.3

\$129.1

\$157.2

\$111.4

\$143.4

\$170.4

5-Year CAGR through FY2008 = 12%

10-Year CAGR through FY2008 = 18%

(\$ in Millions)



Enhanced Center-of-Store Strategy  
Enhanced Center-of-Store Strategy  
ABC Store

Greater  
relevance to  
retailers

Destination  
category

Enhanced cross  
promotional  
opportunities

Capitalize on  
relationship with  
sales agent

Distribution  
efficiency  
Center-of-the-store is an important profit center for retailers

Attractive Strategic Fit  
Attractive Strategic Fit

Strong #1 Brand  
Strong #1 Brand

Center-of-Store  
Center-of-Store

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

Compelling Transaction  
Compelling Transaction  
Expanding  
Leading Brands  
Strengthened  
Product Portfolio  
Scale Benefits &

Synergies  
Attractive  
Financial Impact

Pro Forma Sales by Category

Pro Forma Sales by Category

42%

42%

21%

21%

25%

25%  
12%  
12%  
Spreads  
Baking  
All Other  
Coffee  
Estimated After Transaction  
(1)  
(1) Based  
on  
FY2008  
Smucker  
adjusted  
for  
approximately  
\$1.8B  
of  
FY2008  
Folgers  
net  
sales.



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

Strength of  
Folgers  
Strength of  
Folgers

Superior brand equity

Highest level of unaided consumer awareness

Strong market leader

#1 retail packaged coffee brand

Leader in product innovation

Folgers  
Crystals

Folgers  
decaffeinated

AromaSeal

plastic canister

Folgers Simply Smooth

Dunkin  
Donuts  
Dunkin  
Donuts

Strong presence in  
gourmet coffee

category

Long-term license of  
brand for retail

\$130MM net sales  
from August 2007 to  
June 2008

The Best Part of  
Wakin  
Up  
The Best Way to  
End the Day

Net Sales, EBITDA and  
Free Cash Flow  
Net Sales, EBITDA and  
Free Cash Flow  
\$0.0  
\$1.0  
\$2.0

\$3.0

\$4.0

\$5.0

\$6.0

FY2008

FY2009E

Net Sales

\$0

\$250

\$500

\$750

\$1,000

FY2008

FY2009E

0.0%

5.0%

10.0%

15.0%

20.0%

25.0%

30.0%

EBITDA

(Excluding Merger and Integration Costs)

Pro forma (1) (2)

\$2.5B

\$4.7B

\$371

\$820

14.7%

17.3%

Pro forma (2)

(1)

Includes approximately \$80 million in run-rate synergies.

(2)

Assumes Folgers transaction had closed on May 1, 2008.

(3)

Free

cash

flow

for

FY2008

is

cash

flow

from

operations

of

\$192MM

less

capital



expenditures

of

\$76MM.

FY2009E Pro forma is cash flow from operations of \$505MM less capital expenditures of \$115MM.

\$0

\$100

\$200

\$300

\$400

FY2008

FY2009E

Free Cash Flow

(3)

(Excluding Merger and Integration Costs)

\$116

\$390

Pro forma (1) (2)

(\$ in Millions)

(\$ in Millions)

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Enhanced estimated cash flow, margins,  
and strong balance sheet

Unique culture

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This presentation contains certain non-GAAP financial measures, such as EBITDA and Free Cash Flow. These measures should not be considered an alternative to net income, or any other measure of financial performance or liquidity presented in accordance with generally accepted accounting principles (GAAP). These measures are not necessarily comparable to a similarly titled measure of another company.

**Additional Information**

Smucker and The Folgers Coffee Company ( Folgers ) have filed registration statements with the U. S. Securities and Exchange Commission ( SEC ) registering the shares of Folgers common stock and Smucker common shares to be issued to P&G shareholders in connection with the Folgers transaction. In connection with the exchange offer for the shares of common stock of Folgers, P&G filed on October 8, 2008 a tender offer statement with the SEC. P&G shareholders are urged to read the prospectus included in the registration statements, the tender offer statement and any other relevant documents, because they contain important information about Smucker, Folgers and the proposed transaction. The prospectus, tender offer statement and other documents relating to the proposed transaction can be obtained free of charge from the SEC 's website at [www.sec.gov](http://www.sec.gov). The documents can also be obtained free of charge 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, or from Smucker upon written request to The J. M. Smucker Company, Shareholder Relations, Strawberry Lane, Orrville, Ohio 44667 or by calling (330) 684-3838.

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