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

## **January 2016**

# Food and Beverage Industry Update

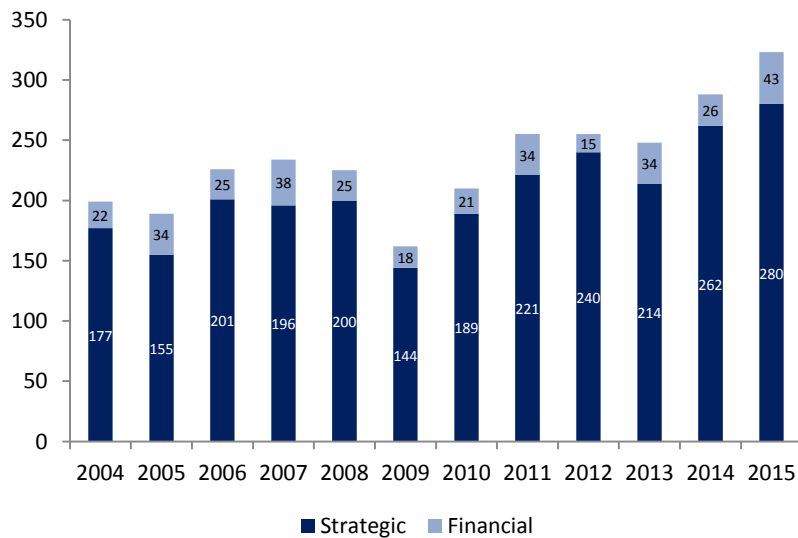
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- Food and Beverage (“F&B”) M&A continues to see strong activity. 2015 had a transaction volume of 351 deals is above 2014 record levels, 333 deals in 2014.
- For 2015, strategic buyers accounted for 87% of F&B M&A transactions. During 2014, strategic buyers accounted for just over 91% of the transactions.
- F&B transaction valuation trends are near historical highs. In 2015, F&B multiples were approximately 13.4x EBITDA and 1.8x revenue.
- Many F&B categories continue to outperform the S&P 500.
- Notable publicly announced 2015 M&A transactions:
  - Sazerac Company, Inc. entered into an agreement to acquire the Southern Comfort and Tuaca brands from Brown-Forman Corporation for approximately \$544 million.
  - Acorn Holdings B.V. entered into a definitive merger agreement to acquire Keurig Green Mountain, Inc. for approximately \$14.3 billion. The transaction is expected to close during the first quarter of 2016.
  - Pinnacle Foods Inc. entered into a definitive agreement to acquire Boulder Brands, Inc. for approximately \$991 million.
  - Molson Coors Brewing Company entered into a definitive agreement to acquire MillerCoors LLC for \$12 billion.
  - The Kroger Co. entered into a definitive agreement to acquire Roundy’s, Inc. for \$835 million.

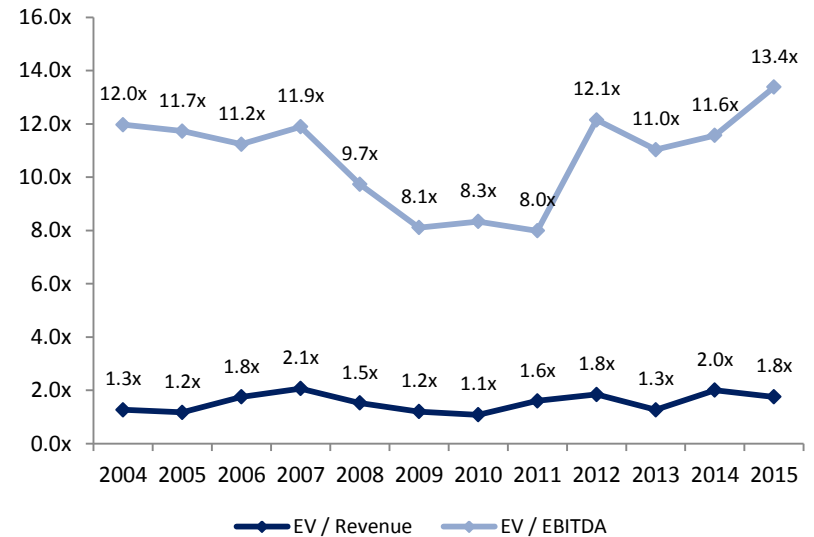
# Food and Beverage Industry - M&A Market Overview

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

U.S. Food Transactions by Buyer Type



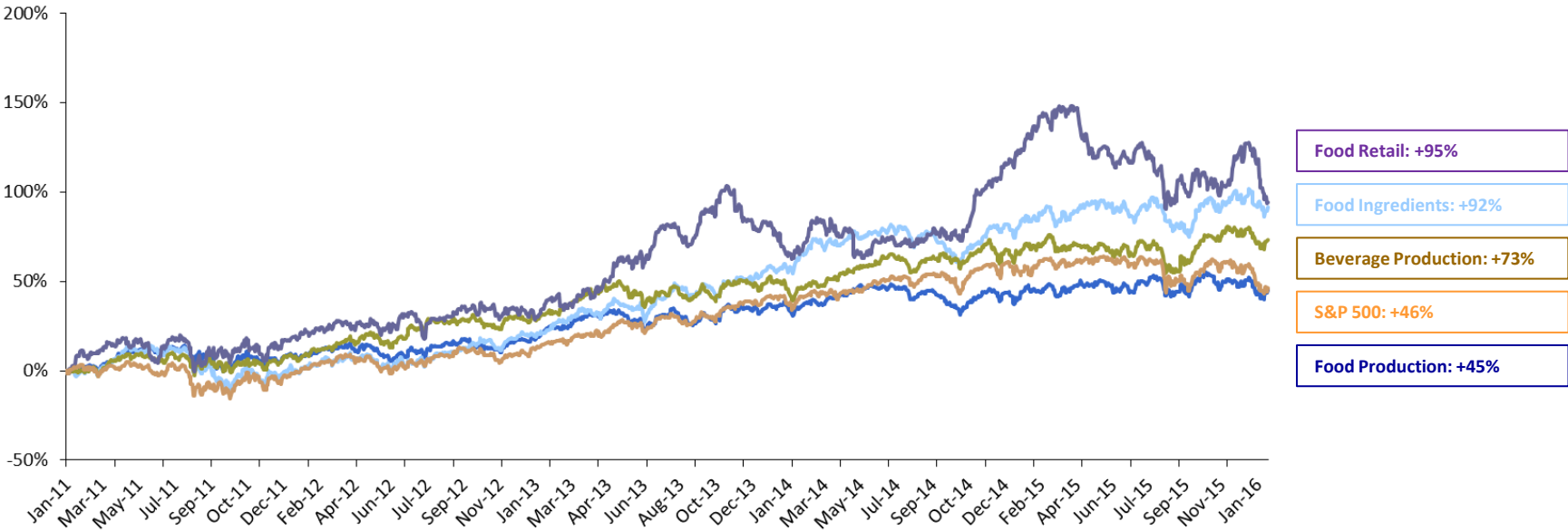
U.S. Food Transaction Multiples



# Peakstone Food and Beverage Index - Trading Statistics

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

Relative Stock Performance

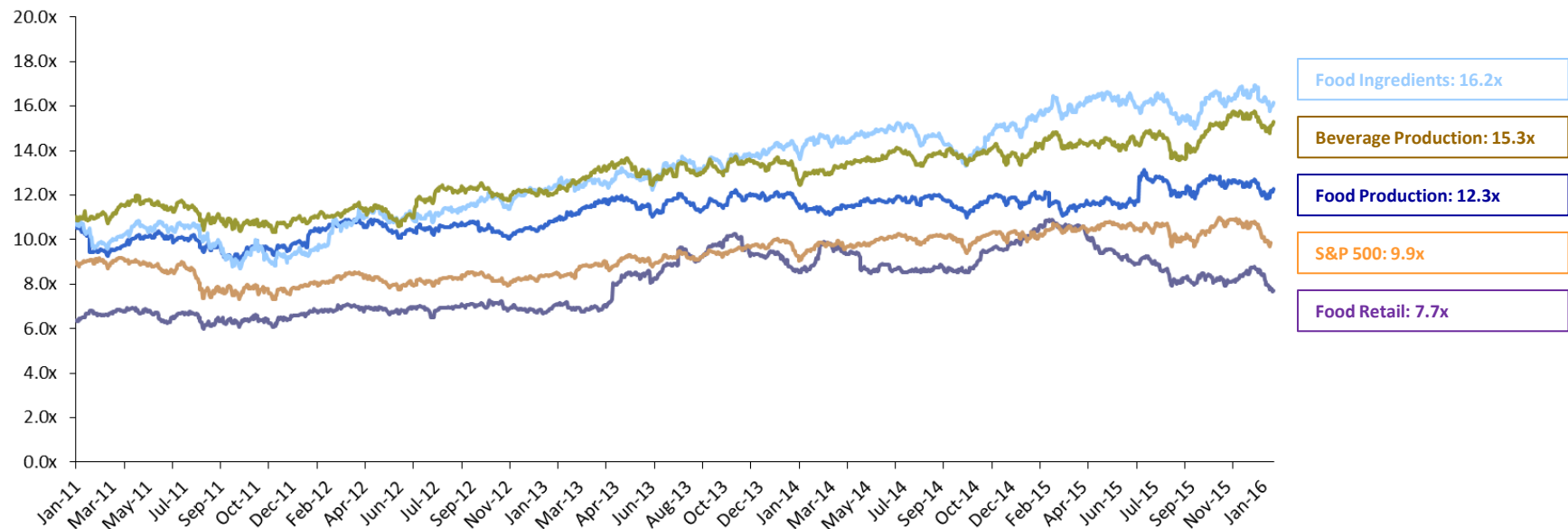


- Peakstone F&B Index:** (as of January 27, 2016)
- Food Production:** ABF, ARYN, BGS, BIMBO A, BN, BRID, CAG, CALM, CPB, CVGW, DF, DMND, FDP, FLO, GIS, GLDC, HAIN, HRL, HSY, JBSS, JBSS3, JJSF, K, KHC, LANC, LNCE, LOTB, MDLZ, MKC, NESN, POST, PPC, SAFM, SAP, SENE.A, SJM, SNAK, THS, TR, TSN, UNA, WN.
  - 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, 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 January 27, 2016)

**Food Production:** ABF, ARYN, 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, 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.	\$229,670	\$249,056	2.8x	10.0x	11.3x	21.4x	49%	19%
Unilever N.V.	\$122,484	\$135,666	2.3x	13.6x	15.9x	20.8x	100%	17%
The Kraft Heinz Company	\$92,198	\$121,559	8.7x	38.6x	42.6x	28.5x	38%	22%
Mondelez International, Inc.	\$65,712	\$80,148	2.6x	16.8x	20.9x	21.6x	38%	16%
Danone	\$40,173	\$49,321	2.1x	12.6x	15.9x	20.2x	49%	16%
General Mills, Inc.	\$32,711	\$42,070	2.4x	11.9x	14.0x	18.8x	35%	20%
Associated British Foods plc	\$34,090	\$34,677	1.9x	15.9x	23.3x	30.1x	24%	12%
Kellogg Company	\$25,233	\$32,893	2.4x	20.4x	29.9x	19.8x	35%	12%
Tyson Foods, Inc.	\$20,780	\$26,830	0.6x	8.6x	11.1x	14.6x	10%	7%
ConAgra Foods, Inc.	\$17,148	\$25,072	1.6x	10.4x	13.6x	16.9x	22%	14%
George Weston Limited	\$9,526	\$23,142	0.7x	10.0x	20.7x	16.2x	27%	7%
Campbell Soup Company	\$17,098	\$20,943	2.6x	14.2x	17.8x	19.5x	34%	18%
The Hershey Company	\$18,445	\$20,918	2.8x	12.3x	14.3x	19.9x	46%	23%
The J. M. Smucker Company	\$14,712	\$20,437	3.0x	14.4x	19.2x	20.1x	37%	21%
Hormel Foods Corporation	\$20,301	\$20,392	2.2x	16.4x	18.4x	26.3x	20%	13%
JBS S.A.	\$6,921	\$17,540	0.5x	5.5x	7.4x	7.2x	15%	9%
Grupo Bimbo, S.A.B. de C.V.	\$12,227	\$16,078	1.4x	12.3x	16.9x	29.7x	53%	11%
McCormick & Company, Incorporated	\$10,593	\$11,990	2.8x	16.6x	18.7x	22.9x	40%	16%
Saputo Inc.	\$9,363	\$10,596	1.4x	14.2x	17.2x	20.5x	10%	10%
Post Holdings, Inc.	\$3,430	\$7,253	1.6x	12.2x	22.4x	38.5x	25%	13%
Pilgrim's Pride Corporation	\$5,517	\$6,130	0.7x	4.3x	4.8x	10.9x	18%	17%
ARYZTA AG	\$4,034	\$5,863	1.5x	16.2x	87.2x	11.1x	18%	9%
Treehouse Foods, Inc.	\$4,104	\$5,397	1.7x	14.7x	21.8x	24.0x	20%	11%
Flowers Foods, Inc.	\$4,243	\$5,132	1.4x	11.6x	16.2x	19.1x	48%	12%
The Hain Celestial Group, Inc.	\$3,607	\$4,348	1.6x	12.5x	15.0x	16.9x	24%	13%
Lancaster Colony Corporation	\$3,230	\$3,030	2.7x	16.4x	18.7x	27.5x	24%	16%
B&G Foods Inc.	\$2,032	\$2,964	3.4x	15.6x	18.2x	18.1x	30%	22%

## Selected Public Trading Comparables (continued)

Selected Public Trading Comparables								
(\$ in millions)	Market	Enterprise	Enterprise Value /			Forward	Gross	EBITDA
Company Name	Cap	Value	Revenue	EBITDA	EBIT	P/E Ratio	Margin %	Margin %
<b>Food Production</b>								
Snyder's-Lance, Inc.	\$2,487	\$2,885	1.7x	15.6x	25.3x	25.4x	35%	11%
Dean Foods Company	\$1,744	\$2,521	0.3x	7.0x	13.4x	15.6x	22%	4%
Fresh Del Monte Produce Inc.	\$2,068	\$2,281	0.6x	8.8x	12.3x	15.7x	9%	6%
Cal-Maine Foods, Inc.	\$2,423	\$2,034	1.0x	3.6x	3.8x	9.0x	35%	28%
Tootsie Roll Industries Inc.	\$2,004	\$1,888	3.5x	17.8x	21.9x	-	37%	20%
Diamond Foods, Inc.	\$1,243	\$1,888	2.2x	17.2x	23.3x	28.9x	27%	13%
J&J Snack Foods Corp.	\$1,985	\$1,874	1.9x	12.4x	16.6x	25.8x	31%	15%
Sanderson Farms, Inc.	\$1,763	\$1,576	0.6x	3.8x	4.7x	14.5x	18%	15%
Lotus Bakeries NV	\$1,470	\$1,508	3.7x	19.2x	24.3x	31.3x	42%	19%
Calavo Growers Inc.	\$890	\$924	1.1x	17.7x	20.9x	26.0x	10%	6%
John B Sanfilippo & Son Inc.	\$575	\$637	0.7x	9.3x	12.3x	15.1x	15%	8%
Seneca Foods Corp.	\$281	\$618	0.5x	11.8x	19.9x	-	8%	4%
Inventure Foods, Inc.	\$111	\$218	0.8x	17.0x	42.6x	32.3x	14%	4%
Bridgford Foods Corp.	\$83	\$78	0.6x	7.0x	9.7x	-	34%	8%
Golden Enterprises Inc.	\$54	\$58	0.4x	7.0x	13.0x	-	50%	6%
<b>Food Production Median</b>	<b>\$4,173</b>	<b>\$5,996</b>	<b>1.7x</b>	<b>12.6x</b>	<b>17.5x</b>	<b>20.2x</b>	<b>29%</b>	<b>13%</b>
<b>Food Ingredients</b>								
Givaudan SA	\$16,837	\$17,800	4.1x	19.7x	25.0x	24.8x	46%	21%
Kerry Group plc	\$13,980	\$15,527	2.4x	19.0x	22.9x	23.3x	46%	13%
International Flavors & Fragrances Inc.	\$8,978	\$9,901	3.2x	14.7x	16.4x	20.4x	45%	22%
Symrise AG	\$8,345	\$9,659	3.5x	16.4x	24.5x	27.1x	42%	21%
Barry Callebaut AG	\$5,731	\$7,441	1.2x	14.8x	18.4x	24.0x	14%	8%
Sensient Technologies Corporation	\$2,591	\$3,196	2.3x	12.2x	14.9x	17.2x	34%	19%
Frutarom Industries Ltd.	\$2,825	\$3,116	3.7x	20.3x	24.5x	21.9x	39%	18%
Takasago International Corporation	\$432	\$785	0.7x	9.4x	18.7x	12.2x	31%	7%
T. Hasegawa Co., Ltd.	\$520	\$347	0.9x	5.5x	9.5x	19.3x	37%	16%
<b>Food Ingredients Median</b>	<b>\$5,731</b>	<b>\$7,441</b>	<b>2.4x</b>	<b>14.8x</b>	<b>18.7x</b>	<b>21.9x</b>	<b>39%</b>	<b>18%</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>Beverage Production</b>								
Anheuser-Busch InBev SA/NV	\$196,887	\$244,316	5.6x	14.5x	17.7x	23.8x	60%	38%
The Coca-Cola Company	\$183,005	\$206,890	4.6x	15.9x	18.7x	21.2x	61%	27%
Pepsico, Inc.	\$140,324	\$161,811	2.5x	13.4x	16.5x	20.8x	54%	19%
SABMiller plc	\$96,888	\$108,785	7.4x	20.1x	24.8x	26.5x	70%	30%
Diageo plc	\$67,562	\$83,503	5.4x	16.5x	18.1x	20.9x	58%	31%
Constellation Brands Inc.	\$29,605	\$36,633	5.8x	17.9x	20.0x	25.0x	45%	32%
Monster Beverage Corporation	\$28,189	\$25,403	9.5x	26.5x	27.3x	37.3x	58%	36%
Brown-Forman Corporation	\$19,581	\$21,168	6.8x	19.2x	20.2x	26.1x	69%	36%
Dr Pepper Snapple Group, Inc.	\$17,269	\$19,701	3.2x	13.7x	16.0x	21.6x	59%	23%
Molson Coors Brewing Company	\$16,202	\$18,833	5.1x	15.3x	19.6x	22.7x	39%	18%
Coca-Cola Enterprises, Inc.	\$10,415	\$14,224	1.9x	11.6x	15.0x	17.9x	36%	17%
Keurig Green Mountain, Inc.	\$13,352	\$13,749	3.0x	12.9x	17.2x	26.8x	36%	24%
The WhiteWave Foods Company	\$6,620	\$8,823	2.4x	20.8x	28.6x	28.1x	34%	12%
Cott Corporation	\$1,113	\$2,657	1.0x	9.1	26.9	36.9x	27%	11%
Coca-Cola Bottling Co. Consolidated	\$1,583	\$2,238	1.1x	13.6x	23.1x	26.5x	39%	8%
Boston Beer Co. Inc.	\$2,189	\$2,055	2.1x	10.1x	12.7x	21.9x	52%	21%
National Beverage Corp.	\$1,901	\$1,820	2.7x	19.6x	22.3x	-	34%	14%
Farmer Brothers Co.	\$446	\$405	0.7x	10.3x	25.1x	31.7x	37%	7%
Lifeway Foods Inc.	\$200	\$201	1.7x	31.1x	58.9x	37.8x	28%	5%
Jones Soda Co.	\$18	\$17	1.3x	-	-	-	24%	-7%
<b>Beverage Production Median</b>	<b>\$14,777</b>	<b>\$16,528</b>	<b>2.9x</b>	<b>15.3x</b>	<b>20.0x</b>	<b>25.6x</b>	<b>42%</b>	<b>20%</b>



## Selected Public Trading Comparables (continued)

Selected Public Trading Comparables								
<i>(\$ in millions)</i>	Market Cap	Enterprise Value	Enterprise Value /			Forward P/E Ratio	Gross Margin %	EBITDA Margin %
Company Name			Revenue	EBITDA	EBIT			
<b>Food Retail</b>								
The Kroger Co.	\$35,850	\$46,809	0.4x	8.4x	13.3x	16.9x	23%	5%
Whole Foods Market, Inc.	\$9,549	\$9,222	0.6x	6.6x	9.6x	19.0x	35%	9%
SUPERVALU Inc.	\$1,104	\$3,692	0.2x	4.6x	7.0x	5.7x	15%	4%
Sprouts Farmers Market, Inc.	\$3,393	\$3,552	1.0x	12.6x	16.5x	23.5x	29%	8%
United Natural Foods, Inc.	\$1,811	\$2,298	0.3x	7.5x	9.6x	12.6x	15%	4%
Ingles Markets, Incorporated	\$733	\$1,621	0.4x	6.8x	11.8x	11.3x	24%	6%
Smart & Final Stores, Inc.	\$1,147	\$1,619	0.4x	9.9x	16.7x	19.1x	17%	4%
SpartanNash Company	\$719	\$1,258	0.2x	5.6x	9.2x	9.5x	15%	3%
Weis Markets, Inc.	\$1,057	\$954	0.3x	6.2x	11.1x	-	27%	5%
The Fresh Market, Inc.	\$882	\$877	0.5x	4.6x	7.0x	11.8x	34%	11%
Natural Grocers by Vitamin Cottage, Inc.	\$474	\$499	0.8x	10.0x	17.4x	26.1x	29%	8%
Village Super Market Inc.	\$364	\$354	0.2x	5.3x	8.1x	-	27%	4%
Fairway Group Holdings Corp.	\$21	\$248	0.3x	16.0x	-	-	32%	2%
<b>Food Retail Median</b>	<b>\$1,057</b>	<b>\$1,619</b>	<b>0.4x</b>	<b>6.8x</b>	<b>10.4x</b>	<b>14.8x</b>	<b>27%</b>	<b>5%</b>
<b>Food and Beverage Total Median</b>	<b>\$4,069</b>	<b>\$5,630</b>	<b>1.7x</b>	<b>12.9x</b>	<b>17.6x</b>	<b>21.2x</b>	<b>34%</b>	<b>13%</b>

# Selected Food and Beverage Industry Transactions

## Selected Food and Beverage Transactions

Date	Target/Issuer	Size (\$mm)	Buyers/Investors	EV / EBITDA	Transaction Comments
01/14/2016	Brown-Forman Corporation, Southern Comfort and Tuaca	\$544	Sazerac Company, Inc.	-	Sazerac Company, Inc. entered into an agreement to acquire Southern Comfort and Tuaca brands of Brown-Forman Corporation for approximately \$540 million on January 14, 2016.
01/12/2016	Grow Company, Inc.	\$20	Frutarom Industries Ltd. (TASE:FRUT)	-	Frutarom Industries Ltd. (TASE:FRUT) acquired Grow Company, Inc. for \$20 million on January 11, 2016.
12/21/2015	American Foods Group, Fully Cooked Facility located in Oklahoma City	\$11	OK Foods, Inc.	-	O.K. Foods, Inc. entered into an agreement to acquire a Fully Cooked facility located in Oklahoma City from American Foods Group, LLC for \$11 million on December 21, 2015. The transaction is expected to close in February, 2016.
12/07/2015	Keurig Green Mountain, Inc. (NasdaqGS:GMCR)	\$14,253	Acorn Holdings B.V.	13.3x	Acorn Holdings B.V. entered into a definitive merger agreement to acquire Keurig Green Mountain, Inc. (NasdaqGS:GMCR) from a group of investors for \$13.7 billion in cash on December 6, 2015. Under the terms of the agreement JAB Holdings will pay \$92 per share. 2 million stock options of Keurig Green with exercise price of \$44.83 will also be acquired in cash. At the close of the transaction, Keurig Green Mountain will be privately owned and will continue to be operated independently by the company's management team and employees. The transaction is expected to close during the first quarter of 2016.
11/26/2015	Schur International a/s, ISB Business	\$41	Reddy Ice Holdings, Inc. (OTCPK:RDDC)	-	Reddy Ice Holdings, Inc. (OTCPK:RDDC) acquired the assets of ISB business of Schur International a/s for \$41 million on October 13, 2015. Reddy Ice will continue the operations of the ISB's from Oceanside and retain key Schur employees going forward.
11/24/2015	Boulder Brands, Inc.	\$991	Pinnacle Foods Inc. (NYSE:PF)	22.1x	Pinnacle Foods Inc. (NYSE:PF) entered into a definitive agreement to acquire Boulder Brands, Inc. (NasdaqGS:BBDB) for approximately \$680 million on November 24, 2015. Under the terms of the agreement, Pinnacle Foods will pay \$11 per share. Pinnacle Foods will also pay a net debt of \$270 million. The transaction is expected to close in the first quarter of 2016. Pinnacle expects the transaction to be accretive to EPS beginning in 2016.
11/23/2015	Stauber Performance Ingredients, Inc.	\$157	Hawkins Inc. (NasdaqGS:HWKN)	-	Hawkins Inc. (NasdaqGS:HWKN) entered into a definitive agreement to acquire Stauber Performance Ingredients, Inc. from ICV Partners II, L.P. fund of ICV Partners, LLC and group of individuals for approximately \$160 million in cash on November 23, 2015.
11/20/2015	Liberator Medical Holdings, Inc.	\$183	CR Bard Inc. (NYSE:BCR)	13.3x	CR Bard, Inc. (NYSE:BCR) entered into a definitive agreement to acquire Liberator Medical Holdings, Inc. (AMEX:LBMH) from Millennium Partners, L.P. of Millennium Management LLC and other shareholders for approximately \$180 million in cash on November 19, 2015.
11/20/2015	Farmer Brothers Co., Spice Products Division	\$11	Harris Spice Company Inc.	-	Harris Spice Company Inc. entered into an asset purchase agreement to acquire Spice Products Division from Farmer Brothers Co. (NasdaqGS:FARM) for \$11 million on November 16, 2015.
11/19/2015	Suntree, LLC	\$20	Satori Capital, LLC	-	Satori Capital, LLC acquired unknown majority stake in Suntree, LLC for \$20 million on November 19, 2015.
11/16/2015	thinkThin LLC	\$217	Glanbia plc (ISE:GL9)	-	Glanbia plc (ISE:GL9) agreed to acquire thinkThin LLC from TSG Consumer Partners and others for approximately \$220 million in cash on November 16, 2015. As of September 30, 2015, thinkThin had a net sales of \$84 million.
11/13/2015	Haggen, Inc., 30 Stores	\$14	Albertsons, LLC (NYSE:ABS)	-	Albertsons, LLC (NYSE:ABS) signed an asset purchase agreement to acquire 30 stores from Haggen, Inc. for \$14.4 million on November 13, 2015.
11/11/2015	MillerCoors LLC	\$12,000	Molson Coors Brewing Company (NYSE:TAP)	12.5x	Molson Coors Brewing Company (NYSE:TAP) entered into a definitive agreement to acquire remaining 58% joint-venture interest in MillerCoors LLC from Miller Brewing Company, Inc. for \$12 billion in cash on November 11, 2015. Under the terms of the agreement, Molson Coors Brewing Company (NYSE:TAP), wholly owning Coors Brewing will also acquire full ownership of the Miller brand portfolio outside of the U.S. and retain the rights to all of the brands currently in the MillerCoors portfolio for the US market, including Redd's and import brands. If the EITDA of MillerCoors is more than \$70 million then Coors Brewing will pay an additional amount as consideration.
11/11/2015	Roundy's, Inc.	\$835	The Kroger Co. (NYSE:KR)	7.0x	The Kroger Co. (NYSE:KR) definitive merger agreement to acquire Roundy's, Inc. (NYSE:RNDY) from Roundy's, Inc. (NYSE:RNDY) from Willis, Stein & Partners III, LP. managed by Willis Stein & Partners, L.L.C., Willis Stein & Partners Dutch III-A, L.P. and others for approximately \$190 million in cash on November 11, 2015. Kroger will commence a tender offer for shares of Roundy's common stock at \$3.6 per share. Any shares not acquired in the tender offer will be acquired in a subsequent merger. Kroger plans to finance the transaction with debt, and refinance Roundy's existing debt of \$646 million based on market conditions.

# Selected Food and Beverage Industry Transactions (continued)

## Selected Food and Beverage Transactions

Date	Target/Issuer	Size (\$mm)	Buyers/Investors	EV / EBITDA	Transaction Comments
11/02/2015	Ralcorp Holdings Inc.	\$2,700	Treehouse Foods, Inc. (NYSE:THS)	-	TreeHouse Foods, Inc. (NYSE:THS) agreed to acquire Ralcorp Holdings Inc. from ConAgra Foods, Inc. for \$2.7 billion in cash on a cash-free, debt-free basis on November 1, 2015. The deal value is subject to working capital and other adjustments.
11/02/2015	Gray & Company, Inc.	\$37	Seneca Foods Corp. (NasdaqGS:SENE.A)	-	Seneca Foods Corp. (NasdaqGS:SENE.A) acquired Gray & Company, Inc. from James Reynolds for \$36.5 million on October 30, 2015. The consideration comprises \$24.5 million in cash and \$12.03 million for payment of certain liabilities.
10/28/2015	Diamond Foods, Inc. (NasdaqGS:DMND)	\$1,938	Snyder's-Lance, Inc. (NasdaqGS:LNCE)	17.9x	Snyder's-Lance, Inc. (NasdaqGS:LNCE) entered into a definitive agreement to acquire Diamond Foods, Inc. (NasdaqGS:DMND) from BlackRock Fund Advisors, Oaktree Capital Management, L.P. and others for \$1.3 billion in cash and stock on October 27, 2015.
10/27/2015	Rite Aid Corporation (NYSE:RAD)	\$17,200	Walgreens Boots Alliance, Inc. (NasdaqGS:WBA)	13.1x	Walgreens Boots Alliance, Inc. (NasdaqGS:WBA) signed a definitive agreement to acquire Rite Aid Corporation (NYSE: RAD) for \$9.5 billion on October 27, 2015.
10/19/2015	Bluegrass Farms of Ohio Inc.	\$15	Mitsui & Co. (U.S.A.), Inc.	-	Mitsui & Co. (U.S.A.), Inc. acquired 50% stake in Bluegrass Farms Of Ohio Inc. from David Martin for \$15 million on October 16, 2015. The consideration is inclusive of debt. David Martin now owns the remaining 50% stake.
10/13/2015	US And UK Wine Operations	\$600	Treasury Wine Estates Limited (ASX:TWE)	7.9x	Treasury Wine Estates Limited (ASX:TWE) agreed to acquire US and UK wine operations assets from Diageo plc (LSE:DGE) for \$600 million on October 13, 2015. Treasury Wine Estates has agreed to acquire US and UK wine operations from Diageo Plc for a cash payment of \$552 million and the assumption of capitalized leases of \$48 million.
10/09/2015	The Great Atlantic & Pacific Tea Company, Pathmark Store and Waldbaums Store	\$19	PSK Supermarkets, Inc.	-	PSK Supermarkets, Inc. made a stalking horse bid to acquire Pathmark Store and Waldbaums Store from The Great Atlantic & Pacific Tea Company, Inc. for \$22 million on September 30, 2015.
10/05/2015	28 Store Leases and Related Assets	\$56	Smart & Final Stores LLC	-	Smart & Final Stores LLC signed an asset purchase agreement to acquire 28 Store Leases and Related Assets from Haggen Opco South LLC and Haggen Operations Holdings, LLC for \$56 million in cash on October 2, 2015. T
10/05/2015	Haggen, Inc., Eight California Stores	\$36	Gelson's Markets, Inc.	-	Gelson's Markets, Inc. entered into a agreement to acquire eight California stores from Haggen, Inc. for \$36 million on October 2, 2015. Gelson's Markets, Inc. is acting as stalking horse bidder. Haggen is also selling 28 stores to Smart & Final. 10% of the purchase price is held in escrow.
10/02/2015	Island Walk Shopping Center	\$22	Phillips Edison - ARC Grocery Center REIT II, Inc.	-	Phillips Edison - ARC Grocery Center REIT II, Inc. acquired Island Walk Shopping Center from CF Properties Corp. for \$21.8 million on September 30, 2015.
09/25/2015	The Great Atlantic & Pacific Tea Company, Inc., 12 A&P and Pathmark Stores	\$40	Wakefern Food Corporation	-	Wakefern Food Corporation agreed to acquire 12 A&P and Pathmark Stores from The Great Atlantic & Pacific Tea Company, Inc. for \$40 million on September 24, 2015.
09/23/2015	Willamette Egg Farms, L.L.C.	\$90	M.G. Waldbaum Company	-	M.G. Waldbaum Company agreed to acquire Willamette Egg Farms, L.L.C from WEF, INC., Gregory D. Satrum, Daniel F. Cunningham, Karin M. Satrum, Joy L. Cunningham for \$90 million on September 22, 2015.
09/15/2015	State Fish Company Inc, HPP Business And Calpack Foods, LLC	\$13	ICPK Corporation	-	ICPK Corporation signed an asset purchase agreement to acquire HPP Business and Calpack Foods, LLC from State Fish Company Inc for \$12.7 million in cash on September 4, 2015. ICPK Corporation will pay a deposit of \$0.63 million on or before September 4, 2015. \
09/09/2015	Alpine Valley Bread Company	\$120	Flowers Bakeries, LLC	-	Flowers Bakeries, LLC signed a definitive agreement to acquire Alpine Valley Bread Company from The Wood Family for \$120 million in cash and stock on September 9, 2015.
09/08/2015	Bixby Commons	\$11	Ladder Capital Finance LLC	-	Ladder Capital Finance LLC signed an agreement to acquire Bixby Commons from Wheeler Real Estate Investment Trust, Inc. (NasdaqCM:WHLR) for approximately \$11 million in cash on September 2, 2015.
09/08/2015	WHLR-Jens, LLC	\$12	Ladder Capital Finance LLC	-	Ladder Capital Finance LLC signed an agreement to acquire WHLR-Jens, LLC from Wheeler Real Estate Investment Trust, L.P. for \$12.2 million in cash on September 2, 2015.

# Selected Food and Beverage Industry Transactions (continued)

## Selected Food and Beverage 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.
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.

# Peakstone Selected Food & Beverage Transactions



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