

Edgar Filing: PROCTER & GAMBLE CO - Form 425

PROCTER & GAMBLE CO  
Form 425  
November 13, 2001

Filed by The J. M. Smucker Company  
Commission File No. 001-05111  
333-68416

Pursuant to Rule 425 under the Securities Act of 1933  
Subject Company: The Procter & Gamble Company  
Commission File No. 001-00434

This document is being filed pursuant to Rule 425 under the Securities Act of 1933 and is deemed filed pursuant to Rule 14a-12 under the Securities Exchange Act of 1934.

-----  
INVESTORS' BRIEF  
-----

[SMUCKER'S LOGO]

THE J. M. SMUCKER COMPANY

SJM  
LISTED  
NYSE

-----  
COMPANY PROFILE  
-----

NOVEMBER 2001  
-----

The J. M. Smucker Company, headquartered in Orrville, Ohio, is the leading marketer of jams, jellies, preserves and other fruit spreads in the U.S. It is also the leader in dessert toppings, natural peanut butter and health and natural foods juice products. The Smucker's brand is widely known and trusted for quality food products.

In addition to the Smucker's brand, Smucker markets products under numerous other brands including Dickinson's, Mary Ellen, Laura Scudder's, Adams, IXL (Australia), Double Fruit (Canada), The R. W. Knudsen Family, and Santa Cruz Organic. The Company distributes its consumer products through grocery and other retail outlets, foodservice establishments, specialty and gourmet shops, health and natural foods stores, and consumer direct vehicles such as the Internet and a showcase store in Orrville, Ohio.

Smucker also produces industrial ingredients such as fruit fillings and toppings for use by other food manufacturers in their products. The Company has international operations in Australia, Canada, Scotland, Mexico, and Brazil and exports product to numerous other areas, including the United Kingdom, Eastern Europe, South and Central America, and Asia. In October 2001, it announced that it reached a definitive agreement with Procter & Gamble to merge the Jif peanut butter and Crisco oils businesses into the Smucker Company in an all-stock transaction.

-----  
CORPORATE INFORMATION  
-----

ADDRESS:  
1 Strawberry Lane  
Orrville, OH 44667

TIMOTHY P. SMUCKER  
Chairman & Co-CEO

PHONE: (330) 682-3000

RICHARD K. SMUCKER  
President & Co-CEO

Edgar Filing: PROCTER & GAMBLE CO - Form 425

FAX: (330) 684-3370  
WEB: www.smuckers.com

VINCENT C. BYRD  
VP & General Manager,  
Consumer Market

INVESTOR RELATIONS CONTACT:  
Debra A. Marthey  
Assistant Treasurer  
Phone: (330) 684-3385

FRED A. DUNCAN  
VP & General Manager,  
Industrial Market

STEVEN J. ELLCESSOR  
VP-Finance & Administration,  
Secretary, & General Counsel

-----  
HIGHLIGHTS OF JIF AND CRISCO TRANSACTION  
-----

- Jif and Crisco brands and the associated assets will be spun off from the existing P&G Company and then immediately merged with The J.M. Smucker Company
- P&G shareholders will receive one share of new J.M. Smucker stock for every 50 shares they hold in Procter & Gamble
- Smucker sales are expected to approximately double, to \$1.3 billion, with the successful closing of the transaction
- Transaction uses a "Revised Morris Trust" structure
- Expanded Smucker Company will include the Jif and Crisco manufacturing plants in Lexington, KY, and Cincinnati, OH
- This transaction is expected to close during second quarter of calendar 2002, conditioned on the receipt of required shareholder and regulatory approvals
- Actual results may differ materially from expected results because of changes in market conditions, uncertainties relating to necessary approvals including IRS ruling, risks of integration, and other factors

-----  
HISTORY  
-----

In the early 19th century, John Chapman, or "Johnny Appleseed," wandered the Ohio countryside, sowing apple seeds and securing a place in American legend. It was from the fruit of Johnny Appleseed's trees that Orrville, Ohio, resident Jerome Monroe Smucker first pressed cider at a mill he opened in 1897. Later, he also prepared apple butter, which he sold from the back of a horse-drawn wagon. Each crock bore a hand-signed seal as his personal guarantee of quality.

Before long, J. M. Smucker's name became well known in its own right, as residents throughout the region - and eventually the nation - came to associate the Smucker's name with wholesome, high-quality fruit products. Much like Johnny Appleseed's trees, The J. M. Smucker Company has strong roots that have allowed it to grow and prosper over the last 100 years. Today, its products can be found in homes and restaurants throughout the world.

## Edgar Filing: PROCTER & GAMBLE CO - Form 425

### STRENGTHS/BENEFITS

---

- Natural, strategic fit with three #1 American icon brands
- Same distribution channels, similar customers, quality reputation, and sold in center of aisle within the retail store
- Highly accretive to earnings - expect to increase net income to \$95 - \$105 million in first full year and potential to grow EPS by 30% - 40%
- Provides substantial cash flow creating greater opportunities to acquire additional leading brands

---

### MARKET FACTS

---

(as of November 7, 2001)

Recent Price	\$33.39
52 Week High	\$36.10
52 Week Low	\$22.56
52 Week Return	44.0%
Market Capitalization	\$815.4 million
Shares Outstanding	24.4 million
Fiscal Year End	April 30

---

### STOCK PRICE

---

[LINE GRAPH]

---

### RESULTS OF OPERATIONS

---

(dollars in millions except per share amounts)

	THREE MONTHS		YEARS ENDED APRIL 30,		
	ENDED JULY 31, 2001	2000	2001	2000	1999
	----	----	----	----	----
Net Sales	\$169.8	\$166.3	\$ 651.2	\$ 641.9	\$ 612.7
EBITDA	\$ 22.4	\$ 22.4	\$ 83.7	\$ 81.9	\$ 82.4
EBITDA per share	\$ 0.92	\$ 0.79	\$ 3.30	\$ 2.86	\$ 2.83
Income before nonrecurring	\$ 13.7	\$ 15.7	\$32,972	\$35,983	\$37,763
Income per share before nonrecurring	\$ 0.35	\$ 0.34	\$ 1.30	\$ 1.26	\$ 1.30
Net Income	\$ 8.4	\$ 8.6	\$30,667	\$26,357	\$37,763

## Edgar Filing: PROCTER & GAMBLE CO - Form 425

EPS	\$ 0.35	\$ 0.30	\$ 1.21	\$ 0.92	\$ 1.30
Wtd. Average Shares (in millions)	24.3	28.2	25.4	28.7	29.1
Dividends	\$ 0.16	\$ 0.16	\$ 0.64	\$ 0.61	\$ 0.57

(Excludes nonrecurring and cumulative effect adjustment)

---

### THE SMUCKER ADVANTAGE

---

- Consistent management with fourth generation family members leading the business
- Commitment to continually enhancing shareholder value
- Strong cash flows; solid balance sheet; low debt; consistent dividend payout
- Key strategic partnering relationships
- Excellence in marketing and distribution
- Strong brands, number one position in fruit spreads, ice cream toppings, natural peanut butter and natural fruit juices categories
- New product expertise
- Steady sales growth
- Dedication to the highest standards of quality for consumers
- Company selected on Fortune magazine's list of "The 100 Best Companies To Work For" for four consecutive years
- History of maximizing potential of leading brands

---

### PRINCIPAL SUBSIDIARIES

---

- Smucker Quality Beverages, Inc.
  - Chico, CA
- Smucker Specialty Foods Company
  - Ripon, WI
- Henry Jones Foods Pty Ltd
  - Carlton, Victoria, Australia
- J.M. Smucker (Canada) Inc.
  - Toronto, Canada

---

### FINANCIAL SUMMARY

---

### NET SALES BY PRODUCT CATEGORY

---

Edgar Filing: PROCTER & GAMBLE CO - Form 425

-----  
FY2001  
\$651 Million  
-----

BEFORE TRANSACTION  
-----

[PIE CHART]

	East -----
Fruit Spreads	47%
Other	7%
Hand-Held	5%
Formulated	15%
Beverage	10%
Peanut Butter	7%
Toppings/Syrups	9%

AFTER TRANSACTION  
-----

[PIE CHART]

	East -----
Fruit Spreads	24%
Shortening/Oil	25%
Other	4%
Hand-Held	2%
Formulated	10%
Beverage	5%
Peanut Butter	26%
Toppings/Syrups	4%

NET SALES FOR PAST 10 YEARS  
-----

COMPOUNDED GROWTH RATES  
-----

5 YR. = 4.4%      10 YR. = 4.2%

[BAR CHART]

Edgar Filing: PROCTER & GAMBLE CO - Form 425

East  
 ----  
 \$ IN MILLIONS  
 -----

1991	431
1992	459
1993	465
1994	479
1995	512
1996	526
1997	535
1998	575
1999	613
2000	642
2001	651

EARNINGS & CASH FLOW PER SHARE  
 -----

(EXCLUDES NONRECURRING AND CUMULATIVE EFFECT ADJUSTMENT)

[BAR & LINE CHART]

\$ PER SHARE  
 -----

	CASH FLOW PER SHARE -----	EARNINGS PER SHARE -----
1991	1.47	1.07
1992	1.59	1.16
1993	1.71	1.27
1994	1.61	1.10
1995	1.67	1.12
1996	1.61	1.01
1997	1.81	1.06
1998	2.03	1.25
1999	2.10	1.30
2000	2.17	1.26
2001	2.36	1.30

The J. M. Smucker Company will file a proxy statement-prospectus and other relevant documents concerning the proposed merger transaction with the Commission. Investors are urged to read the proxy statement-prospectus when it becomes available and other relevant documents filed with the Commission because they will contain important information on the proposed transaction. You will be able to obtain the documents filed with the Commission free of charge at the website maintained by the Commission at [www.sec.gov](http://www.sec.gov). In addition, you may obtain documents filed with the Commission by The J. M. Smucker Company free of charge by requesting them in writing from The J. M. Smucker Company, Strawberry Lane, Orrville, Ohio 44667, Attention: Investor Relations, or by telephone at (330) 682-3000.

The J. M. Smucker Company and its directors and executive officers may be

## Edgar Filing: PROCTER & GAMBLE CO - Form 425

deemed to be participants in the solicitation of proxies from The J. M. Smucker Company's shareholders. A list of the names of those directors and executive officers and descriptions of their interests in The J. M. Smucker Company is contained in The J. M. Smucker Company's proxy statement dated July 10, 2001, which is filed with the Commission. Shareholders may obtain additional information about the interest of the directors and executive officers in this transaction by reading the proxy statement-prospectus when it becomes available.