

FLOWERS FOODS INC  
Form 10-K  
February 28, 2007

**Table of Contents**

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-K**

**(Mark One)**

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 30, 2006**
- OR**
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number 1-16247**

**FLOWERS FOODS, INC.**

(Exact name of registrant as specified in its charter)

**Georgia**  
*(State or other jurisdiction of  
incorporation or organization)*

**58-2582379**  
*(I.R.S. Employer  
Identification No.)*

**1919 Flowers Circle  
Thomasville, Georgia**  
(Address of principal executive offices)

**31757**  
(Zip Code)

**Registrant's telephone number, including area code:  
(229) 226-9110**

**Securities registered pursuant to Section 12(b) of the Act:**

**Title of Each Class**

**Name of Each Exchange  
on Which Registered**

Common Stock, \$0.01 per share, together with Preferred Share Purchase Rights      New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act:**

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated herein by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Based on the closing sales price on the New York Stock Exchange on July 14, 2006 the aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant was \$1,625,449,757.

On February 23, 2007, the number of shares outstanding of the registrant's Common Stock, \$0.01 par value, was 60,841,506.

**DOCUMENTS INCORPORATED BY REFERENCE:**

Portions of the registrant's Proxy Statement for the 2007 Annual Meeting of Shareholders to be held June 1, 2007, which will be filed with the Securities and Exchange Commission on or prior to April 27, 2007, have been incorporated by reference into Part III, Items 10, 11, 12, 13 and 14 of this Annual Report on Form 10-K.

---

**FORM 10-K REPORT**

**TABLE OF CONTENTS**

**Page**

**PART I**

<u>Item 1.</u>	<u>Business</u>	1
<u>Item 1A.</u>	<u>Risk Factors</u>	9
<u>Item 1B.</u>	<u>Unresolved Staff Comments</u>	13
<u>Item 2.</u>	<u>Properties</u>	14
<u>Item 3.</u>	<u>Legal Proceedings</u>	15
<u>Item 4.</u>	<u>Submission of Matters to a Vote of Security Holders</u>	15

**PART II**

<u>Item 5.</u>	<u>Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Repurchases of Equity Securities</u>	15
<u>Item 6.</u>	<u>Selected Financial Data</u>	18
<u>Item 7.</u>	<u>Management's Discussion and Analysis of Results of Operations and Financial Condition</u>	18
<u>Item 7A.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	36
<u>Item 8.</u>	<u>Financial Statements and Supplementary Data</u>	37
<u>Item 9.</u>	<u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	37
<u>Item 9A.</u>	<u>Controls and Procedures</u>	37
<u>Item 9B.</u>	<u>Other Information</u>	38

**PART III**

<u>Item 10.</u>	<u>Directors and Executive Officers of the Registrant</u>	38
<u>Item 11.</u>	<u>Executive Compensation</u>	38
<u>Item 12.</u>	<u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	38
<u>Item 13.</u>	<u>Certain Relationships and Related Transactions</u>	38
<u>Item 14.</u>	<u>Principal Accountant Fees and Services</u>	38

**PART IV**

<u>Item 15.</u>	<u>Exhibits and Financial Statement Schedule</u>	39
	<u>Signatures</u>	42

- EX-10.19 FIRST AMENDMENT TO 2001 EQUITY & PERFORMANCE INCENTIVE PLAN
- EX-10.20 SECOND AMENDMENT TO 2001 EQUITY & PERFORMANCE INCENTIVE PLAN
- EX-10.21 THIRD AMENDMENT TO 2001 EQUITY & PERFORMANCE INCENTIVE PLAN
- EX-21 SUBSIDIARIES OF FLOWERS FOODS
- EX-23 CONSENT OF PRICEWATERHOUSECOOPERS LLP
- EX-31.1 SECTION 302, CERTIFICATION OF THE CEO
- EX-31.2 SECTION 302, CERTIFICATION OF THE CFO
- EX-32 SECTION 906, CERTIFICATION OF THE CEO AND CFO

## **Table of Contents**

### **Forward Looking Statements**

Statements contained in this filing and certain other written or oral statements made from time to time by the company and its representatives that are not historical facts are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements relate to current expectations regarding our future financial condition and results of operations and are often identified by the use of words and phrases such as anticipate, believe, continue, could, estimate, expect, intend, may, plan, predict, project, show, to, is expected to or will continue, or the negative of these terms or other comparable terminology. These forward looking statements are based upon assumptions we believe are reasonable.

Forward-looking statements are based on current information and are subject to risks and uncertainties that could cause our actual results to differ materially from those projected. Certain factors that may cause actual results, performance, and achievements to differ materially from those projected are discussed in this report and may include, but are not limited to:

unexpected changes in any of the following: (i) general economic and business conditions; (ii) the competitive setting in which we operate, including changes in pricing, advertising or promotional strategies by us or our competitors, as well as changes in consumer demand; (iii) interest rates and other terms available to us on our borrowings; (iv) energy and raw materials costs and availability and hedging counter-party risks; (v) relationships with our employees, independent distributors and third party service providers; and (vi) laws and regulations (including health-related issues), accounting standards or tax rates in the markets in which we operate;

the loss or financial instability of any significant customer(s);

our ability to execute our business strategy, which may involve integration of recent acquisitions or the acquisition or disposition of assets at presently targeted values;

our ability to operate existing, and any new, manufacturing lines according to schedule;

the level of success we achieve in developing and introducing new products and entering new markets;

changes in consumer behavior, trends and preferences, including health and whole grain trends;

our ability to implement new technology as required;

the credit and business risks associated with our independent distributors and customers which operate in the highly competitive retail food and foodservice industries, including the amount of consolidation in these industries;

customer and consumer reaction to pricing actions;

any business disruptions due to political instability, armed hostilities, incidents of terrorism, natural disasters or the responses to or repercussions from any of these or similar events or conditions and our ability to insure such events.

The foregoing list of important factors does not include all such factors nor necessarily present them in order of importance. In addition, you should consult other disclosures made by the company (such as in our other filings with the Securities and Exchange Commission ( SEC ) or in company press releases) for other factors that may cause actual

results to differ materially from those projected by the company. Please refer to Part I, Item 1A., *Risk Factors*, of this Form 10-K for additional information regarding factors that could affect the company's results of operations, financial condition and liquidity.

We caution you not to place undue reliance on forward-looking statements, as they speak only as of the date made and are inherently uncertain. The company undertakes no obligation to publicly revise or update such statements, except as required by law. You are advised, however, to consult any further public disclosures by the company (such as in our filings with the SEC or in company press releases) on related subjects.

**Table of Contents****PART I****Item 1. Business****Corporate Information**

The company's predecessor was founded in 1919 when two brothers, William Howard and Joseph Hampton Flowers, opened Flowers Baking Company in Thomasville, Ga. In 1968, Flowers Baking Company went public, became Flowers Industries, and began trading over-the-counter stock. Less than a year later, Flowers listed on the American Stock Exchange. In 1982, the company listed on the New York Stock Exchange under the symbol FLO. In the mid-1990s, Flowers Industries transformed itself from a strong regional baker into a national baked foods company with the acquisition of Keebler Foods Company, one of the largest cookie and cracker companies in the United States, and Mrs. Smith's, one of the country's top-selling frozen pie brand. By 1999, Flowers Industries had become a \$4.2 billion national baked foods company with three business units—Flowers Bakeries, a super-regional fresh baked foods company; Mrs. Smith's Bakeries, a national frozen baked foods company; and Keebler. In March 2001, Flowers sold its investment in Keebler to the Kellogg Company, and the remaining business units—Flowers Bakeries and Mrs. Smith's—were spun off into a new company called Flowers Foods, which was incorporated in Georgia in 2000. In April 2003, Flowers sold the Mrs. Smith's frozen dessert business to The Schwan Food Company.

As used herein, references to we, our, us, the company or Flowers Foods include the historical operating results activities of the business operations that comprised Flowers Foods as of December 30, 2006.

**The Company**

Flowers Foods is one of the largest producers and marketers of bakery products in the United States. Flowers Foods consists of two business segments: Flowers Foods Bakeries Group (Flowers Bakeries) and Flowers Foods Specialty Group (Flowers Specialty).

We have a major presence in each of the product categories in which we compete. Flowers Bakeries brands have a leading share of fresh packaged branded sales measured in both dollars and units in the major southern metropolitan markets we serve. Our major branded products include, among others, the following:

<b>Flowers Bakeries</b>	<b>Flowers Bakeries</b>	<b>Flowers Specialty</b>
<i>Flowers</i>	<b>Regional Franchised Brands</b>	<i>Mrs. Freshley's</i>
<i>Nature's Own</i>	<i>Sunbeam</i>	<i>Snack Away</i>
<i>Whitewheat</i>	<i>Roman Meal</i>	<i>European Bakers</i>
<i>Cobblestone Mill</i>	<i>Bunny</i>	
<i>BlueBird</i>	<i>Holsum</i>	
<i>ButterKrust</i>		
<i>Mary Jane</i>		
<i>Dandee</i>		
<i>Evangeline Maid</i>		
<i>Ideal</i>		
<i>Captain John Derst</i>		
<i>Mi Casa</i>		

Our strategy is to be one of the nation's leading producers and marketers of bakery products, available to distributors and customers through multiple channels of distribution within the industry, including traditional supermarkets and their in-store deli/bakeries, foodservice distributors, convenience stores, mass merchandisers, club stores, wholesalers, restaurants, fast food outlets, schools, hospitals and vending machines. Our strategy focuses on developing products responsive to ever changing consumer needs and preferences through product innovation and leveraging our well established brands, listed above. To assist in accomplishing our strategy, we have invested capital to automate and expand our production and distribution capabilities as well as increase our efficiency. We believe these investments allow us to produce and distribute high quality products at the lowest cost.



## **Table of Contents**

Flowers Bakeries focuses on the production and marketing of bakery products in the southeastern, southwestern and mid-Atlantic regions of the United States. Flowers Bakeries markets a variety of breads and rolls under the brands outlined in the table above. Over time, through product innovation and product diversity, Flowers Bakeries has been able to strengthen and establish its brands in the markets it serves. We have devoted significant resources to automate our production facilities, improve our distribution capabilities and enhance our information technology. Historically, we have grown through acquisitions of bakery operations that are generally within or contiguous to our existing region and which can be served with our extensive direct-store-delivery ( DSD ) system. However, we also have grown by expanding our DSD service 100 to 150 miles into states that adjoin the current territories supplied by the company, and we intend to continue this growth initiative in the near future. The DSD system utilizes approximately 3,000 independent distributors who own the rights to sell certain brands of our bakery products within their respective territories. Our strategy is to continue enabling these independent distributors to better serve their customers, principally by using technology to enhance the productivity and efficiency of our production facilities and our DSD system.

Flowers Specialty produces snack cakes for sale to retail, vending, and co-pack customers as well as frozen bread, rolls and buns for sale to retail and foodservice customers. Flowers Specialty products are distributed nationally through mass merchandisers, brokers, as well as warehouse and vending distribution. Additionally, Flowers Specialty distributes to retail outlets in the southeastern, southwestern and mid-Atlantic regions of the United States through Flowers Bakeries' DSD system. Flowers Specialty's facilities have automated high-speed equipment that allows us to be very competitive in the marketplace.

## **Industry Overview**

The United States food industry is comprised of a number of distinct product lines and distribution channels for bakery products. Although supermarket bakery aisle purchases remain the largest channel for consumers' bakery foods purchases, non-supermarket channels, such as mass merchandisers, convenience stores, club stores, restaurants and other convenience channels also are outlets where consumers purchase bakery items. Non-supermarket channels of distribution are growing in importance throughout the food industry.

### *Fresh Bakery Products*

Retail sales of bakery products continue to move to a variety of premium and specialty breads. Sales of bakery products to mass merchandisers continue to grow at a faster rate than traditional retail supermarket sales. In addition to Flowers Foods, several large baking and diversified food companies market bakery products in the United States. Competitors in this category include Interstate Bakeries Corporation, Sara Lee Corporation, George Weston Limited, Grupo Bimbo S.A. de C.V., McKee Foods Corporation (Little Debbie) and Campbell Soup Company (Pepperidge Farm). There are also a number of smaller regional companies. Historically, the larger companies have enjoyed several competitive advantages over smaller operations due principally to greater brand awareness and economies of scale in areas such as purchasing, distribution, production, information technology, advertising and marketing. However, given that one of the company's largest competitors filed for bankruptcy during 2004, size alone is not sufficient to ensure success in our industry.

Consolidation has been a significant trend in the baking industry over the last several years. It continues to be driven by factors such as capital constraints on smaller companies that limit their ability to avoid technological obsolescence and to increase productivity or to develop new products, generational changes at family-owned businesses and the need to serve the consolidated retail customers and the foodservice channel. We believe that the consolidation trend in the baking, food retailing and foodservice industries will continue to present opportunities for strategic acquisitions that complement our existing businesses and extend our super-regional presence.

*Frozen Bakery Products*

Sales of frozen breads and rolls to foodservice institutions and other distribution channels, including restaurants and in-store bakeries, continue to grow at a faster rate than sales to retail channels. Primary competitors in the frozen breads and rolls market include Alpha Baking Co., Inc., Rotella's Italian Bakery, Ottenberg's Bakers, Inc. and All Round Foods, Inc. in the foodservice market.

## **Table of Contents**

According to the National Restaurant Association ( NRA ), restaurant industry sales are expected to reach \$537 billion in 2007, reflecting a growth rate of 5% over 2006. 2007 will mark the 16th consecutive year of sales growth in the restaurant industry. Full service restaurants sales are expected to grow 5.1% due to a rise in disposable income, an expanding economy and increased tourism. According to NRA data, sales at quick service restaurants, including fast-casual or quick casual, are projected to grow 5.0% due to consumers' continued demand for convenience and value and new menu offerings. The NRA predicts the number of restaurants in the United States will top approximately 1,000,000 by 2010. Restaurants' share of the food dollar is 47.9%, but it is expected to be 53% by 2010. In 1955, the share was 25%.

## **Strategy**

Our mission is to build value for our shareholders. We accomplish this by developing and implementing long-term strategies that help us maintain competitive advantages. Our strategies are based on the production, distribution and marketing requirements of the distribution channels we serve as one of the nation's leading producers and marketers of bakery products. Our operating strategies are:

*Grow sales both organically and through acquisition.* We have consistently pursued growth in sales, geographic markets and products through strategic acquisitions, having completed over 100 acquisitions since 1968. We intend to continue pursuing growth through strategic acquisitions that will complement and expand our existing markets, product lines, and product categories and that fit our organization both operationally and financially. We also have extended and intend to continue to extend our DSD service 100 to 150 miles into states that adjoin the current territories supplied by the company. A combination of traditional acquisitions and greenfield plant construction will allow the company to accomplish this goal.

*Develop bakery products to meet our customers' and our consumers' needs.* We maintain a broad line of fresh and frozen bakery products. We will continue to expand our product lines to address changing consumer needs and preferences, particularly health-conscious consumer preferences.

*Strong brand recognition.* We capitalize on the success of our well-recognized brand names, which communicate product consistency and quality, by extending those brand names to new products that meet our consumers' dietary needs. We also extend these brands to additional distribution channels. Our *Nature's Own* brand is the top-selling brand in the soft variety bread category. Many of our white bread brands are category leaders in the geographical areas where they are sold.

*Provide extraordinary service for our customers.* We continue to expand and refine our distribution and information systems to help us respond quickly and efficiently to changing customer service needs, consumer preferences, and seasonal demands in the channels we serve. We have distribution systems tailored to the nature of each of our food product categories and designed to provide the highest levels of service to our retail and foodservice customers.

*Operate the country's most efficient bakeries.* We maintain a level of capital improvements that will permit us to fulfill our commitment to remaining among the most efficient bakery producers in the United States.

*Innovate to improve our business.* We constantly work to improve our business processes to drive increased efficiencies and cost improvements.

*Offer a work environment that embraces diversity, fosters team spirit and encourages professional growth.* We build teams of individuals who understand the importance of working together to implement our strategies,

thereby increasing shareholder value over the long term. Our work environment encourages recognition and respect for team as well as for individual achievements.

*Conserve our natural resources and promote a clean healthy environment.* We recognize that without a healthy environment our company cannot be successful. We are committed to applying the principles of sustainability in all aspects of our business. The company encourages every employee and associate to accept responsibility for conserving our natural resources and for seeking ways to improve the company's use of those resources. Working together with our employees, business partners, suppliers and customers, we are striving to prevent waste of water, packaging, energy and other resources. Our commitment to

## **Table of Contents**

sustainability makes us an even better corporate citizen, and we believe these efforts will increase profitability and enhance shareholder value over the long term.

### **Products**

We produce fresh packaged and frozen bakery products.

#### *Flowers Bakeries*

We market our fresh packaged bakery products in the southeastern, southwestern and mid-Atlantic regions of the United States. Our soft variety and premium specialty breads are marketed throughout these regions under our *Nature's Own* and *Cobblestone Mill* brands. We have developed and introduced many new products over the last several years that appeal to health-conscious consumers. Examples of new products under our *Nature's Own* brand include:

All Natural 100% Whole Wheat with Organic Flour

All Natural Honey Wheat with Organic Flour

All Natural 12 Grain

All Natural 9 Grain

Double Fiber and Sugar Free and High Calcium breads

Additionally, in 2006 we introduced several new varieties under our *Cobblestone Mill* brand, including Multi-Grain Bagels, 12 Grain Sub Rolls and Cinnamon Swirl Bread.

We also market regional franchised brands such as *Sunbeam*, *Bunny* and *Holsum*, and regional brands we own such as *ButterKrust*, *Dandee*, *Mary Jane*, *Evangeline Maid*, *Ideal* and *Captain John Derst*. *Nature's Own* is the best selling brand by volume of soft variety bread in the United States, despite only being available to approximately 37% of the population. Flowers Bakeries' branded products account for approximately 59% of its sales.

In addition to our branded products, we also produce and distribute fresh packaged bakery products under private labels for retailers. While private label products carry lower margins than our branded products, we use our private label offerings to effectively utilize production and distribution capacity and to help the independent distributors in the DSD system expand total retail shelf space.

We also utilize our DSD system to supply bakery products to quick serve restaurants and other outlets, which account for 25% of Flowers Bakeries sales.

#### *Flowers Specialty*

Flowers Specialty produces and sells pastries, doughnuts and bakery snack products primarily under the *Mrs. Freshley's* brand to customers for re-sale through multiple channels of distribution, including mass merchandisers, vending and convenience stores. *Mrs. Freshley's* is a full line of bakery snacks positioned as a warehouse delivered alternative to DSD brands such as *Hostess*, *Dolly Madison* and *Little Debbie*. *Mrs. Freshley's* products are manufactured on a "bake to order" basis and are delivered throughout the United States. Flowers Specialty also produces pastries, doughnuts and bakery snack products for distribution by Flowers Bakeries' DSD system under the *BlueBird* brand and for sale to other food companies for re-sale under their brand names. We also contract

manufacture snack products under various private and branded labels for sale through the retail channel. Some of our contract manufacture customers are also our competitors. During the last half of fiscal 2005 and continuing in fiscal 2006, Flowers Specialty experienced a reduction in contract manufacturing volume. Over time, we expect to replace lower margin contract snack cake production with sales of higher margin branded products.

In fiscal 2006, Flowers Specialty introduced a variety of new products under the *Snack Away* brand, including Yogurt Filled Oatmeal Creme Pies, Creme Cakes, Chocolate Cupcakes and Peanut Butter Wafers. This line is marketed as a better-for-you snack alternative with a good source of fiber, no added sugar, and under 150 calories

## **Table of Contents**

per serving. Also, during fiscal 2006, Flowers Specialty introduced Jumbo Cake Donuts under its *Mrs. Freshley* brand.

Flowers Specialty also produces and distributes a variety of frozen bread, rolls and buns for sale to foodservice customers. In addition, our frozen bread and roll products under the *European Bakers* brand are distributed for retail sale in supermarket deli-bakeries. In fiscal 2006, Flowers Specialty introduced several new items in the foodservice segment, including a ciabatta bun for Wendy's, kaiser buns for Jack-In-The-Box, a corn-dusted bun for Applebee's and a variety of specialty breads for our foodservice distributor customers such as U.S. Foodservice and Sysco. Flowers Specialty has the ability to provide its customers with a variety of products using both conventional and hearth baking technologies.

## **Production and Distribution**

We design our production facilities and distribution systems to meet the marketing and production demands of our major product lines. Through a significant program of capital improvements and careful planning of plant locations, which, among other things, allows us to establish reciprocal baking or product transfer arrangements among our bakeries, we seek to remain a low cost producer and marketer of a full line of bakery products on a national and super-regional basis. In addition to the DSD system for our fresh baked products, we also use both owned and public warehouses and distribution centers in central locations for the distribution of certain of our Flowers Specialty products.

### *Extended Shelf Life*

Certain of our products provide for an extended shelf life (ESL). ESL products are formulated to enhance taste, quality and freshness while extending the length of time certain products remain on the retail customers' shelf and the sell by date. We continue to use ESL and expect to continue to do so in the foreseeable future. We experience financial benefits of ESL through reduced stale costs and reduced out-of-stock conditions. We have not, and do not intend to, reduce service days or the number of route territories used to service our customers as a result of ESL.

### *Flowers Bakeries*

We operate 27 fresh packaged bakery production facilities in ten states and one production facility that produces frozen bakery products. Throughout our history, we have devoted significant resources to automate our production facilities and improve our distribution capabilities. We believe that these investments have made us the most efficient major producer of packaged bakery products in the United States. We believe that our capital investment yields long-term benefits in the form of more consistent product quality, highly sanitary processes, and greater production volume at a lower cost per unit. We intend to continue investing in our production facilities and equipment to maintain high levels of efficiency.

In February 2006, the company acquired Derst Baking Company (Derst), a Savannah, Georgia-based bakery. Derst, with annual sales of approximately \$50 million, produces breads and rolls distributed to customers and consumers in South Carolina, eastern Georgia and north Florida.

In October 2005, the company purchased land and a building in Newton, North Carolina. This facility produces fresh breads and buns for distribution in the Piedmont and mid-Atlantic markets. Bun production in this facility began in May 2006, and bread production is expected to begin in the spring of 2007.

In September 2004, the company acquired the assets of a bread and bun bakery in Houston, Texas from Sara Lee Bakery Group. The transaction included a list of associated private label and foodservice customers that Sara Lee

Bakery Group previously served in selected Texas markets.

In October 2003, the company purchased land and a building in Denton, Texas and converted the building into a bakery facility that produces fresh baked foods primarily for the Dallas-Ft. Worth market. We began producing buns in this facility in the summer of 2004 and bread in the summer of 2005.



## **Table of Contents**

Distribution of fresh packaged bakery products through the company's DSD system, involves determining appropriate order levels, delivery of the product from the production facility to the independent distributor for direct store delivery to the customer, stocking the product on the shelves, visiting the customer daily to ensure that inventory levels remain adequate and removing stale goods. The company also uses scan-based trading, which allows us to track and monitor sales and inventories more effectively. Food retailers, including supermarkets and mass merchandisers use scan-based trading to provide information that allows the company to produce and distribute products efficiently.

We utilize a network of approximately 3,000 independent distributors who own the rights to distribute certain brands of our fresh packaged bakery products in their geographic territories. The company has sold the majority of its territories to independent distributors under long-term financing arrangements, which are managed and serviced by the company. The system is designed to provide retail and foodservice customers with superior service because independent distributors, highly motivated by financial incentives from their route ownership, strive to increase sales by maximizing service. In turn, independent distributors have the opportunity to benefit directly from the enhanced value of their routes resulting from higher branded sales volume.

The company leases hand-held computer hardware, which contains our proprietary software, and charges independent distributors an administrative fee for its use. This fee reduces the company's selling, marketing and administrative expenses and amounted to \$2.4 million, \$1.6 million and \$1.3 million for fiscal 2006, fiscal 2005 and fiscal 2004, respectively. Our proprietary software permits distributors to track and communicate inventory data to the production facilities and to calculate recommended order levels based on historical sales data and recent trends. These orders are electronically transmitted to the appropriate production facility on a nightly basis. This system is designed to ensure that the distributor has an adequate supply of product and the right mix of products available to meet the retail and foodservice customers' immediate needs. We believe our system minimizes returns of unsold goods. In addition to the hand-held computers, we use a software system that allows us to accurately track sales, product returns and profitability by selling location, plant, day and other bases. The system provides real-time, on-line access to sales and gross margin reports on a daily basis, allowing us to make prompt operational adjustments when appropriate. During fiscal 2004, the company began upgrading the hand-held computer system in order to stay abreast of the latest technological advances in this area. This upgrade improved our ability to forecast sales and more fully leverage our sales data warehouse to improve our in-store product ordering by customer. This upgrade was completed in early 2006. The cost of this upgrade did not have a material effect on our results of operations, financial condition or cash flows.

### *Flowers Specialty*

We operate five production facilities that produce packaged bakery snack products, two production facilities that produce frozen bread and rolls and one facility that produces fresh packaged bread and rolls. We distribute a majority of our packaged bakery snack products from a centralized distribution facility located near our Crossville, Tennessee production facility, which allows us to achieve both production and distribution efficiencies. The production facilities are able to operate longer, more efficient production runs of a single product, a majority of which are then shipped to the centralized distribution facility. Products coming from different production facilities are then cross-docked and shipped directly to customer warehouses. Our frozen bread and rolls products are shipped to various outside freezer facilities for distribution to our customers.

On September 1, 2005, the company acquired substantially all the assets of Royal Cake Company, Inc. ( Royal ), a Winston-Salem, North Carolina based bakery. Royal produces cookies, cereal bars and creme-filled cakes.

## **Customers**

Our top 10 customers in fiscal 2006 accounted for 42.0% of sales. During fiscal 2006, our largest customer, Wal-Mart/Sam's Club, represented 18.9% of the company's sales. Retail consolidation has increased the importance of our significant customers. The loss of Wal-Mart/Sam's Club as a customer or a material negative change in our relationship with this customer could have a material adverse effect on our business. No other customer

## **Table of Contents**

accounted for 10% of our sales. The loss or financial instability of a major customer could have a material adverse effect on our business.

### *Flowers Bakeries*

Our fresh baked foods customer base includes mass merchandisers, supermarkets and other grocery retailers, restaurants, fast-food chains, food wholesalers, institutions and vending companies. We also sell returned and surplus product through a system of thrift outlets. We supply numerous restaurants, institutions and foodservice companies with bakery products, including buns for restaurants such as Burger King, Wendy's, Krystal, Hardees, Whataburger and Outback Steakhouse. We also sell packaged bakery products to wholesale distributors for ultimate sale to a wide variety of food outlets.

### *Flowers Specialty*

Our packaged bakery snack products under the *Mrs. Freshley's* brand is sold primarily to customers who distribute the product nationwide through multiple channels of distribution, including mass merchandisers, supermarkets, vending outlets and convenience stores. We also produce packaged bakery snack products for Flowers Bakeries' DSD system under our *BlueBird* brand. In certain circumstances, we enter into co-packing arrangements with other food companies, some of which are competitors. Our frozen bakery products are sold to foodservice distributors, institutions, retail in-store bakeries and restaurants under our *European Bakers* brand and under private labels.

## **Marketing**

Our marketing and advertising campaigns are conducted through targeted television and radio advertising and printed media coupons. We also incorporate promotional tie-ins with other sponsors, on-package promotional offers and sweepstakes into our marketing efforts. Additionally, we focus our marketing and advertising campaigns on specific products throughout the year, such as hamburger and hotdog buns for Memorial Day, Independence Day and Labor Day.

## **Competition**

### *Flowers Bakeries*

The United States packaged bakery category is intensely competitive and is comprised of large food companies, large independent bakeries with national distribution and smaller regional and local bakeries. Primary national competitors include Interstate Bakeries Corporation, Sara Lee Corporation, George Weston Limited, Grupo Bimbo S.A. de C.V., McKee Foods Corporation (Little Debbie) and Campbell Soup Company (Pepperidge Farm). We also face competition from private label brands produced by us and our competitors. Competition is based on product availability, product quality, brand loyalty, price, effective promotions and the ability to target changing consumer preferences. Customer service, including frequent delivery and well-stocked shelves through the efforts of the independent distributors, is an increasingly important competitive factor. While we experience price pressure from time to time, primarily as a result of competitors' promotional efforts, we believe that our distributor and customer relationships, which are enhanced by our information technology and the consumers' brand loyalty, as well as our diversity within our region in terms of geographic markets, products and sales channels, limit the effects of such competition. We believe we have significant competitive advantages over smaller regional bakeries due to greater brand awareness and economies of scale in areas such as purchasing, distribution, production, information technology, advertising and marketing.

### *Flowers Specialty*

Competitors for fresh packaged bakery snack products produced by Flowers Specialty include Interstate Bakeries Corporation (Hostess and Dolly Madison), McKee Foods Corporation (Little Debbie) and many regional companies who produce both branded and private label product. For the fresh bakery snack products produced by Flowers Specialty, competition is based upon the ability to meet production and distribution demands of retail and vending customers at a competitive price.

## **Table of Contents**

Competitors of Flowers Specialty for frozen bakery products include Alpha Baking Co., Inc., Rotella's Italian Bakery, Ottenberg's Bakers, Inc. and All Round Foods, Inc. in the foodservice market. Competition for frozen bakery products is based primarily on product quality and consistency, product variety and the ability to consistently meet production and distribution demands at a competitive price.

## **Intellectual Property**

We own a number of trademarks and trade names, as well as certain licenses. The company also sells its products under a number of regional franchised and licensed trademarks and trade names that it does not own. These trademarks and trade names are considered to be important to our business since they have the effect of developing brand awareness and maintaining consumer loyalty. We are not aware of any fact that would negatively impact the continued use of any of our trademarks, trade names or licenses to any material extent.

## **Raw Materials**

Our primary baking ingredients are flour, sweeteners and shortening. We also use paper products, such as corrugated cardboard and films and plastics to package our baked foods. In addition, we are dependent upon natural gas and propane as fuel for firing ovens. The independent distributors and third party shipping companies are dependent upon gasoline and diesel as fuel for distribution vehicles. In general, we maintain diversified sources for all of our baking ingredients and packaging products.

Commodities, such as our baking ingredients, periodically experience price fluctuations, and, for that reason, we continually monitor the market for these commodities. Recently, the commodities market has become extremely volatile due to concerns over grain-based fuel sources. We enter into forward purchase agreements and derivative financial instruments to reduce the impact of such volatility in raw materials prices. Any decrease in the availability of these agreements and instruments could increase the price of these raw materials and significantly affect our earnings.

## **Research and Development**

We engage in research and development activities that principally involve developing new products, improving the quality of existing products and improving and automating production processes. We also develop and evaluate new processing techniques for both current and proposed product lines.

## **Regulation**

As a producer and marketer of food items, our operations are subject to regulation by various federal governmental agencies, including the Food and Drug Administration, the Department of Agriculture, the Federal Trade Commission, the Environmental Protection Agency and the Department of Commerce, as well as various state agencies, with respect to production processes, product quality, packaging, labeling, storage and distribution. Under various statutes and regulations, these agencies prescribe requirements and establish standards for quality, purity and labeling. Failure to comply with one or more regulatory requirements can result in a variety of sanctions, including monetary fines or compulsory withdrawal of products from store shelves.

In addition, advertising of our businesses is subject to regulation by the Federal Trade Commission, and we are subject to certain health and safety regulations, including those issued under the Occupational Safety and Health Act.

Our operations, like those of similar businesses, are subject to various federal, state and local laws and regulations with respect to environmental matters, including air and water quality and underground fuel storage tanks, as well as

other regulations intended to protect public health and the environment. The company is not a party to any material proceedings arising under these regulations. The company believes that compliance with existing environmental laws and regulations will not materially affect the consolidated financial condition or the competitive position of the company. The company is currently in substantial compliance with all material environmental regulations affecting the company and its properties. The events of September 11, 2001 reinforced the need to enhance the security of the United States. Congress responded by passing the Public Health Security and Bioterrorism Preparedness and Protection Act of 2002 (the Act ), which President Bush signed into law on

## **Table of Contents**

June 12, 2002. The Act includes a large number of provisions to help ensure the safety of the United States from bioterrorism, including new authority for the Secretary of Health and Human Services ( HHS ) to take action to protect the nation's food supply against the threat of intentional contamination. The Food and Drug Administration, as the food regulatory arm of HHS, is responsible for developing and implementing these food safety measures and for carrying out certain provisions of the Act, particularly Title III, Subtitle A (Protection and Food Supply) and Subtitle B (Protection of Drug Supply). The applicable provisions of the Act under Subtitle A which affect the company include Section 303: Administrative Detention; Section 305: Registration of Food and Animal Feed Facilities; Section 306: Establishment and Maintenance of Records; and Section 307: Prior Notice of Imported Food Shipments.

The company is aware of the requirements under Title III, Subtitle A of the Act and has taken the necessary steps to comply with these regulations. The Company has internally reviewed and updated its policies and procedures regarding food safety and has increased security procedures as appropriate. Our suppliers and vendors have been contacted to make sure they are aware of and compliant with these regulations as well. The company continues to monitor risks in this area and is evaluating the impact of these regulations on an ongoing basis.

The cost of compliance with such laws and regulations has not had a material adverse effect on the company's business. Our operations and products also are subject to state and local regulation through such measures as licensing of plants, enforcement by state health agencies of various state standards and inspection of facilities. We believe that we are currently in material compliance with applicable federal, state and local laws and regulations.

## **Employees**

We employ approximately 7,800 persons, approximately 570 of whom are covered by collective bargaining agreements. We believe that we have good relations with our employees.

## **Other Available Information**

The company makes available free of charge through its Internet website (<http://www.flowersfoods.com>) under the heading "Investor Center" the company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and, if applicable, amendments to those reports filed or furnished pursuant to the Securities Exchange Act of 1934 as soon as reasonably practicable after the company electronically files such material with, or furnishes it to, the SEC.

The following corporate governance documents may be obtained free of charge through our website in the "Corporate Governance" section of the "Investor Center" tab or by sending a written request to Flowers Foods, Inc., 1919 Flowers Circle, Thomasville, GA 31757, Attention: Investor Relations.

Audit Committee Charter

Nominating/Corporate Governance Committee Charter

Compensation Committee Charter

Finance Committee Charter

Corporate Governance Guidelines

Code of Business Conduct and Ethics for Officers and Members of the Board of Directors

Flowers Foods Employee Code of Conduct

Disclosure Policy

**Item 1A. *Risk Factors***

You should carefully consider the risks described below, together with all of the other information included in this report, in considering our business and prospects. The risks and uncertainties described below are not the only ones facing us. Additional risks and uncertainties not presently known to us or that we currently deem insignificant



**Table of Contents**

may also impair our business operations. The occurrence of any of the following risks could harm our business, financial condition or results of operations.

*Competition could adversely impact revenues and profitability.*

The United States bakery industry is highly competitive. Competition is based on product availability, product quality, price, effective promotions and the ability to target changing consumer preferences. We experience price pressure from time to time as a result of our competitors' promotional efforts. Increased competition could result in reduced sales, margins, profits and market share.

*Our ability to execute our business strategy could affect our business.*

We employ various operating strategies to be one of the nation's leading producers and marketers of bakery products available to customers through multiple channels of distribution. If we are unsuccessful in implementing or executing one or more of these strategies, our business could be adversely affected.

*We rely on a few large customers for a significant portion of our sales and the loss of one of our large customers could adversely affect our financial condition and results of operations.*

We have several large customers that account for a significant portion of our sales. Our top ten customers accounted for 42.0% of our sales during fiscal 2006. Our largest customer, Wal-Mart/Sam's Club, accounted for 18.9% of our sales during this period. The loss of one of our large customers could adversely affect our results of operations. These customers do not typically enter into long-term contracts and make purchase decisions based on a combination of price, product quality, consumer demand and customer service performance. They may in the future use more of their shelf space, including space currently used for our products, for private label products. If our sales to one or more of these customers are reduced, this reduction may adversely affect our business.

*Consolidation in the retail and foodservice industries could affect our sales and profitability.*

As the consolidation trend among our customers continues and our customers, including mass merchandisers, grow larger and become more sophisticated, they may demand lower pricing, increased promotional programs or special packaging from product suppliers. Meeting these demands may adversely affect our margins. If we are not selected by our customers for most of our products or if we fail to effectively respond to their demands, our sales and profitability could be adversely affected.

*Our large customers may impose requirements on us that may adversely affect our results of operations.*

From time to time, our large customers, including Wal-Mart/Sam's Club, may re-evaluate or refine their business practices and impose new or revised requirements upon their suppliers, including us. These business demands may relate to inventory practices, logistics or other aspects of the customer-supplier relationship. Compliance with requirements imposed by significant customers may be costly and may have an adverse effect on our results of operations. However, if we fail to meet a significant customer's demands, we could lose that customer's business, which could adversely affect our results of operations.

*Increases in costs and/or shortages of raw materials, fuels and utilities could cause costs to increase.*

Commodities, such as flour, sweeteners, cocoa and eggs, which are used in our bakery products, are subject to price fluctuations. Any substantial increase in the prices of raw materials may have an adverse impact on our profitability. Recent concerns over grain-based fuel sources have caused the commodity markets to become extremely volatile. In

addition, we are dependent upon natural gas and propane for firing ovens. The independent distributors and third party shipping companies we use are dependent upon gasoline and diesel as fuel for distribution vehicles. Substantial future increases in prices for, or shortages of, these fuels could have a material adverse effect on our operations and financial results. The company cannot guarantee that it can cover these cost increases through future pricing actions. Additionally, as a result of these pricing actions consumers could move from the purchase of high margin branded products to lower margin store brands.

**Table of Contents**

*Increases in employee and employee-related costs could have adverse effects on our profitability.*

Pension, health care and workers' compensation costs have been increasing and will likely continue to increase. Any substantial increase in pension, health care or workers' compensation costs may have an adverse impact on our profitability. The company records pension costs and the liabilities related to its benefit plans based on actuarial valuations, which include key assumptions determined by management. Material changes in pension costs may occur in the future due to changes in these assumptions. Future annual amounts could be impacted by various factors, such as changes in the number of plan participants, changes in the discount rate, changes in the expected long-term rate of return, changes in the level of contributions to the plan and other factors. There have been no new participants in the company's defined benefit plan since December 31, 1998. Effective December 31, 2005, the company froze benefits in its primary defined benefit pension plan.

*We have risks related to our pension plans, which could impact the company's liquidity.*

The company has trustee, noncontributory defined pension plans covering certain employees maintained under the U.S. Employee Retirement Income Security Act of 1974 (ERISA). The funding obligations for our pension plans are impacted by the performance of the financial markets, including the performance of our common stock, which comprises approximately 11.7% of the assets (as of December 31, 2006) of our pension plans.

If the financial markets do not provide the long-term returns that are expected, the likelihood of our being required to make contributions will increase. The equity markets can be, and recently have been, very volatile, and therefore our estimate of future contribution requirements can change dramatically in relatively short periods of time. Similarly, changes in interest rates can impact our contribution requirements. In a low-interest-rate environment, the likelihood of required contributions in the future increases.

*A disruption in the operation of our direct store distribution system could negatively affect our results of operations and financial condition.*

We believe that our DSD distribution system is a significant competitive advantage for us. A material negative change in our relations with the independent distributors, an adverse ruling by regulatory or governmental bodies regarding our independent distributorship program or an adverse judgment against the company for actions taken by the independent distributors could materially affect our results of operation and financial condition.

*Compensation costs associated with our stock appreciation rights plan could have adverse effects on our results of operations.*

The company has previously awarded stock appreciation rights to key employees and non-employee directors throughout the company. Generally accepted accounting principles require the company to record compensation expense for these rights based on changes in the company's stock price between the grant date and an estimated fair value of the rights at the balance sheet date that is presented using an option pricing model. The company uses the *Black-Scholes* option pricing model. If the price of our common stock increases more than we project during the measurement period, the company may have to recognize greater than expected compensation expense, which could negatively affect our results of operations.

*We rely on the value of our brands, and the costs of maintaining and enhancing the awareness of our brands are increasing, which could have an adverse impact on our revenues and profitability.*

We rely on the success of our well-recognized brand names. We intend to maintain our strong brand recognition by continuing to devote resources to advertising, marketing and other brand building efforts. If we are not able to successfully maintain our brand recognition, our revenues and profitability could be adversely affected.

**Table of Contents**

*Inability to anticipate changes in consumer preferences may result in decreased demand for products, which could have an adverse impact on our future growth and operating results.*

Our success depends in part on our ability to respond to current market trends and to anticipate the tastes and dietary habits of consumers. Consumer preferences change, and our failure to anticipate, identify or react to these changes could result in reduced demand for our products, which could in turn cause our operating results to suffer.

*Future product recalls or safety concerns could adversely impact our results of operations.*

We may be required to recall certain of our products should they be mislabeled, contaminated or damaged. We also may become involved in lawsuits and legal proceedings if it is alleged that the consumption of any of our products causes injury, illness or death. A product recall or an adverse result in any such litigation could have a material adverse effect on our operating and financial results. We also could be adversely affected if consumers in our principal markets lose confidence in the safety and quality of our products.

*Government regulation could adversely impact our results of operations and financial condition.*

As a producer and marketer of food items, we are subject to regulation by various federal, state and local government entities and agencies with respect to production processes, product quality, packaging, labeling, storage and distribution. Failure to comply with, or violations of, the regulatory requirements of one or more of these agencies can result in a variety of sanctions, including monetary fines or compulsory withdrawal of products from store shelves. In addition, future regulation by these agencies, the military action in Iraq and the continuing threat of terrorist attacks, could increase our commodity and service costs and have material adverse effect on our results of operations and financial condition.

*Any business disruption due to political instability, armed hostilities, incidents of terrorism or natural disasters could adversely impact our financial performance.*

If terrorist activity, armed conflict, political instability or natural disasters occur in the U.S. or other locations, such events may disrupt manufacturing, labor and other aspects of our business. In the event of such incidents, our business and financial performance could be adversely affected.

*Our articles of incorporation, bylaws, and shareholder rights plan and Georgia law may inhibit a change in control that you may favor.*

Our articles of incorporation and bylaws, shareholder rights plan and Georgia law contain provisions that may delay, deter or inhibit a future acquisition of us not approved by our board of directors. This could occur even if our shareholders are offered an attractive value for their shares or if a substantial number or even a majority of our shareholders believe the takeover is in their best interest. These provisions are intended to encourage any person interested in acquiring us to negotiate with and obtain the approval of our board of directors in connection with the transaction. Provisions in our organizational documents that could delay, deter or inhibit a future acquisition include the following:

a classified board of directors;

the requirement that our shareholders may only remove directors for cause;

specified requirements for calling special meetings of shareholders; and

the ability of the board of directors to consider the interests of various constituencies, including our employees, clients and creditors and the local community.

Our articles of incorporation also permit the board of directors to issue shares of preferred stock with such designations, powers, preferences and rights as it determines, without any further vote or action by our shareholders. In addition, we have in place a shareholders' rights plan that will trigger a dilutive issuance of common stock upon substantial purchases of our common stock by a third party that are not approved by the board of directors.

**Table of Contents**

**Item 1B. *Unresolved Staff Comments.***

None

**Executive Offices**

The address and telephone number of our principal executive offices are 1919 Flowers Circle, Thomasville, Georgia 31757, (229) 226-9110.

**Executive Officers of Flowers Foods**

The following table sets forth certain information regarding the persons who currently serve as the executive officers of Flowers Foods. Our Board of Directors elects all executive officers for one-year terms with the exception of the positions of President and Chief Operating Officer Flowers Foods Bakeries Group and President and Chief Operating Officer Flowers Foods Specialty Group, which are appointed by the Chairman of the Board, President and Chief Executive Officer to hold office until they resign or are removed.

**EXECUTIVE OFFICERS**

**Name, Age and Office**

**Business Experience**

George E. Deese  
Age 61  
Chairman of the Board,  
President and Chief Executive  
Officer

Mr. Deese has been Chairman of the Board, President and Chief Executive Officer of Flowers Foods since January 2006. Mr. Deese previously served as President and Chief Executive Officer of Flowers Foods from January 2004 to January 2006. Prior to that he served as President and Chief Operating Officer of Flowers Foods from May 2002 until January 2004. Mr. Deese also served as President and Chief Operating Officer of Flowers Bakeries from January 1997 until May 2002, President and Chief Operating Officer, Baked Products Group of Flowers Industries from 1983 to January 1997, Regional Vice President, Baked Products Group of Flowers Industries from 1981 to 1983 and President of Atlanta Baking Company from 1980 to 1981.

Jimmy M. Woodward  
Age 46  
Senior Vice President and  
Chief Financial Officer

Mr. Woodward has been Senior Vice President and Chief Financial Officer of Flowers Foods since September 2002. Mr. Woodward previously served as Vice President and Chief Financial Officer from November 2000 until September 2002. Prior to that, he served as Vice President and Chief Financial Officer at Flowers Industries from March 2000 to March 2001. Mr. Woodward also served as Treasurer and Chief Accounting Officer of Flowers Industries from October 1997 to March 2000 and Assistant Treasurer of Flowers Industries for more than five years prior to that time.

Gene D. Lord  
Age 59  
President and Chief Operating  
Officer Flowers Foods  
Bakeries Group

Mr. Lord has been President and Chief Operating Officer of Flowers Foods Bakeries Group since July 2002. Mr. Lord previously served as a Regional Vice President of Flowers Bakeries from January 1997 until July 2002. Prior to that, he served as Regional Vice President, Baked Products Group of Flowers Industries from May 1987 until January 1997 and as President of Atlanta Baking Company from February 1981 until May 1987. Prior to that time, Mr. Lord

served in various sales positions at Flowers Bakeries.

Allen L. Shiver  
Age 51  
President and Chief Operating  
Officer Flowers Foods  
Specialty Group

Mr. Shiver has been President and Chief Operating Officer of Flowers Foods Specialty Group since April 2003. Mr. Shiver previously served as President and Chief Operating Officer of Flowers Snack from July 2002 until April 2003. Prior to that Mr. Shiver served as Executive Vice President of Flowers Bakeries from 1998 until 2002, as a Regional Vice President of Flowers Bakeries in 1998 and as President of Flowers Baking Company of Villa Rica from 1995 until 1998. Prior to that time, Mr. Shiver served in various sales and marketing positions at Flowers Bakeries.



**Table of Contents**

Stephen R. Avera  
Age 50  
Senior Vice President, Secretary  
and General Counsel

Mr. Avera has been Senior Vice President, Secretary and General Counsel of Flowers Foods since September 2004. Mr. Avera previously served as Secretary and General Counsel from February 2002 until September 2004. He also served as Vice President and General Counsel of Flowers Bakeries from July 1998 to February 2002. Mr. Avera also previously served as an associate and assistant general counsel of Flowers Industries from February 1986 to July 1998.

Michael A. Beaty  
Age 56  
Senior Vice President-Supply  
Chain

Mr. Beaty has been Senior Vice President-Supply Chain of Flowers Foods since September 2002. Mr. Beaty previously served as Senior Vice President of Bakery Operations of Flowers Bakeries from September 1994 until September 2002. He also served as Vice President of Manufacturing of Flowers Bakeries from February 1987 until September 1994. Prior to that time, Mr. Beaty served in management positions at various Flowers Bakeries operations, including Vice President of Manufacturing, Executive Vice President and President of various Flowers operations from 1974 until 1987.

Marta Jones Turner  
Age 53  
Senior Vice President of  
Corporate Relations

Ms. Turner has been Senior Vice President of Corporate Relations of Flowers Foods since July 2004. Ms. Turner previously served as Vice President of Communications and Investor Relations from November 2000 until July 2004. She also served as Vice President of Communications and Investor Relations at Flowers Industries from January 2000 to March 2001. She also served as Vice President of Public Affairs of Flowers Industries from September 1997 until January 2000 and Director of Public Relations of Flowers Industries from 1985 until 1997.

**Item 2. *Properties***

The company currently operates 36 production facilities, of which 34 are owned and two are leased, as indicated below. We consider that our properties are in good condition, well maintained and sufficient for our present operations. During fiscal 2006, Flowers Bakeries' production facilities taken as a whole, operated moderately above capacity and Flowers Specialty's production facilities operated moderately below capacity. Our production plant locations are:

**Flowers Bakeries**

Birmingham, Alabama  
Opelika, Alabama  
Tuscaloosa, Alabama  
Batesville, Arkansas  
Bradenton, Florida  
Jacksonville, Florida  
Miami, Florida  
Atlanta, Georgia  
Savannah, Georgia  
Thomasville, Georgia  
Tucker, Georgia (Leased)  
Villa Rica, Georgia  
Baton Rouge, Louisiana

New Orleans, Louisiana  
Goldsboro, North Carolina  
Jamestown, North Carolina  
Newton, North Carolina  
Morristown, Tennessee  
Denton, Texas  
El Paso, Texas  
Houston, Texas(2)  
San Antonio, Texas  
Tyler, Texas  
Lynchburg, Virginia  
Norfolk, Virginia  
Bluefield, West Virginia

Lafayette, Louisiana

**Flowers Specialty**

Montgomery, Alabama

Texarkana, Arkansas

Atlanta, Georgia

Suwanee, Georgia (Leased)

London, Kentucky

Winston-Salem, North Carolina

Cleveland, Tennessee

Crossville, Tennessee

**Table of Contents**

The company leases properties that house its shared services center and its information technology group, and owns its corporate headquarters facility, all of which are located in Thomasville, Georgia.

**Item 3. *Legal Proceedings***

The company and its subsidiaries from time to time are parties to, or targets of, lawsuits, claims, investigations and proceedings, which are being handled and defended in the ordinary course of business. While the company is unable to predict the outcome of these matters, it believes, based upon currently available facts, that it is remote that the ultimate resolution of any such pending matters will have a material adverse effect on its overall financial condition, results of operations or cash flows in the future. However, adverse developments could negatively impact earnings in a particular future fiscal period.

On September 9, 2004, the company announced an agreement to settle a class action lawsuit related to pie shells produced by a former operating facility. The costs of this settlement, \$1.8 million, net of income tax benefit, were previously recorded by the company in the first quarter of fiscal 2004 as part of discontinued operations. Additional costs of \$0.2 million, net of income tax benefit, were recorded as part of discontinued operations during the third quarter of fiscal 2005 relating to this settlement. During the first quarter of fiscal 2006, the company received an insurance recovery of \$2.0 million (\$1.2 million, net of income tax) relating to this settlement. This recovery is recorded in discontinued operations in the consolidated statement of income for the fifty-two weeks ended December 30, 2006.

The company's facilities are subject to various federal, state and local laws and regulations regarding the discharge of material into the environment and the protection of the environment in other ways. The company is not a party to any material proceedings arising under these regulations. The company believes that compliance with existing environmental laws and regulations will not materially affect the consolidated financial condition or the competitive position of the company. The company is currently in substantial compliance with all material environmental regulations affecting the company and its properties.

**Item 4. *Submission of Matters to a Vote of Security Holders***

No matters were submitted for a vote of the security holders in the fourth quarter of fiscal 2006.

**PART II****Item 5. *Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Repurchases of Equity Securities***

Shares of Flowers Foods common stock have been quoted on the New York Stock Exchange under the symbol FLO since March 28, 2001. The following table sets forth quarterly dividend information and the high and low closing sale prices of the company's common stock on the New York Stock Exchange as reported in published sources.

Quarter	FY 2006			FY 2005		
	Market Price High	Market Price Low	Dividend	Market Price High	Market Price Low	Dividend
First	\$ 30.37	\$ 26.15	\$ 0.100	\$ 21.12	\$ 18.09	\$ 0.083
Second	\$ 31.26	\$ 26.45	\$ 0.125	\$ 25.34	\$ 18.62	\$ 0.100
Third	\$ 29.06	\$ 25.83	\$ 0.125	\$ 28.47	\$ 24.15	\$ 0.100



**Table of Contents**

contractual, legal and regulatory restrictions regarding dividend payments and any other factors the Board may consider relevant. The company amended and restated its \$150.0 million unsecured credit agreement increasing it to \$250.0 million in June 2006, and, under the terms of the credit agreement, the company has no direct restrictions on dividends.

**Securities Authorized for Issuance Under Compensation Plans**

The following chart sets forth the amounts of securities authorized for issuance under the company's compensation plans.

Plan Category	Number of Securities to	Weighted Average	Number of Securities
	be Issued Upon		Remaining
	Exercise of	Exercise Price of	Available for Future Issuance
	Outstanding	Outstanding	Under
	Options,	Options,	Equity Compensation Plans
	Warrants and	Warrants and	(Excluding Securities Reflected
	Rights	Rights	in
	(a)	(b)	Column(a))
	(Amounts in thousands, except per share data)		
Equity compensation plans approved by security holders	2,732	\$ 15.56	3,243
Equity compensation plans not approved by security holders			
Total	2,732	\$ 15.56	3,243

Under the company's compensation plans, the board of directors is authorized to grant a variety of stock-based awards, including stock options, restricted stock awards and deferred stock, to its directors and certain of its employees. The number of securities set forth in column (c) above includes shares of restricted stock and deferred stock, available for future issuance under the company's compensation plans. See Note 15 of Notes to Consolidated Financial Statements for further information.

**Issuer Purchases of Equity Securities**

On December 19, 2002 our Board of Directors approved a plan that authorized stock repurchases of up to 11.3 million shares of the company's common stock. On November 18, 2005, the Board of Directors increased the number of authorized shares to 15.3 million shares. Under the plan, the company may repurchase its common stock in open market or privately negotiated transactions at such times and at such prices as determined to be in the company's best interest. These purchases may be commenced or suspended without prior notice depending on then-existing business or market conditions and other factors. The following chart sets forth the amounts of our common stock purchased by the company during the fourth quarter of fiscal 2006 under the stock repurchase plan.

<b>Period</b>	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plan or Programs</b>	<b>Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs</b>
October 8, 2006-November 4, 2006		\$		3,887
November 5, 2006-December 2, 2006	63	\$ 26.33	63	3,824
December 3, 2006-December 30, 2006	331	\$ 26.58	331	3,493
<b>Total</b>	<b>394</b>	<b>\$ 26.54</b>	<b>394</b>	

(Amounts in thousands, except price data)

**Table of Contents****Stock Performance Graph**

The chart below is a comparison of the cumulative total return (assuming the reinvestment of all dividends paid) among Flowers Foods common stock, Standard & Poor's 500 Index, Standard & Poor's SmallCap 600 Index and Standard & Poor's 500 Packaged Foods and Meat Index for the period December 28, 2001 through December 29, 2006, the last trading day of our 2006 fiscal year.

**TOTAL SHAREHOLDER RETURNS**

	<b>December 28, 2001</b>	<b>December 27, 2002</b>	<b>January 2, 2004</b>	<b>December 31, 2004</b>	<b>December 30, 2005</b>	<b>December 29, 2006</b>
FLOWERS FOODS INC	100.00	72.55	148.76	185.26	246.16	245.28
S&P 500 INDEX	100.00	76.65	98.83	109.92	115.32	133.53
S&P 500 PACKAGED FOODS & MEAT INDEX	100.00	101.84	109.68	132.02	121.47	141.51
S&P SMALLCAP 600 INDEX	100.00	84.55	117.69	144.11	155.18	178.64

Companies in the S&P 500 Index, the S&P Small Cap 600 Index and the S&P 500 Packaged Foods and Meat Index are weighted by market capitalization and indexed to \$100 at December 28, 2001. Flowers Foods' share price is also indexed to \$100 at December 28, 2001.

**Table of Contents****Item 6. Selected Financial Data**

The selected consolidated historical financial data presented below as of and for the fiscal years 2006, 2005, 2004, 2003 and 2002 have been derived from the audited consolidated financial statements of the company. The results of operations presented below are not necessarily indicative of results that may be expected for any future period and should be read in conjunction with *Management's Discussion and Analysis of Results of Operations and Financial Condition*, and our Consolidated Financial Statements and the accompanying Notes to Consolidated Financial Statements in this Form 10-K.

	For the 52 Weeks Ended			For the 53 Weeks Ended	For the 52 Weeks Ended
	December 30, 2006	December 31, 2005	January 1, 2005	January 3, 2004	December 28, 2002
	(Amounts in thousands, except per share data)				
<b>Statement of Income Data:</b>					
Sales	\$ 1,888,654	\$ 1,715,869	\$ 1,551,308	\$ 1,452,995	\$ 1,328,607
Income from continuing operations before minority interest and cumulative effect of a change in accounting principle	78,135	65,762	56,029	52,804	43,485
Minority interest in variable interest entity	(3,255)	(2,904)	(1,769)		
Income (loss) from discontinued operations, net of income tax	6,731	(1,627)	(3,486)	(38,146)	(37,362)
Cumulative effect of a change in accounting principle, net of income tax benefit	(568)(1)				(23,078)(2)
Net income (loss)	\$ 81,043	\$ 61,231	\$ 50,774	\$ 14,658	\$ (16,955)
Income from continuing operations before cumulative effect of a change in accounting principle per diluted common share	\$ 1.21	\$ 0.99	\$ 0.80	\$ 0.77	\$ 0.63
Cash dividends per common share	\$ 0.48	\$ 0.38	\$ 0.32	\$ 0.22	\$ 0.02



**Balance Sheet Data:**

Total assets(3)	\$	906,590	\$	851,069	\$	875,648	\$	847,239	\$	1,102,502
Long-term debt	\$	79,126	\$	74,403	\$	22,578	\$	9,866	\$	223,133

- (1) Relates to the adoption on January 1, 2006 of SFAS 123(R).
- (2) Goodwill impairment charge resulting from adoption of SFAS 142.
- (3) Includes assets of discontinued operations relating to Mrs. Smith's Bakeries' frozen dessert business of \$243.1 million at December 28, 2002. Assets sold during the year ended January 3, 2004 relating to Mrs. Smith's Bakeries' frozen dessert business were \$243.4 million.

**Item 7. Management's Discussion and Analysis of Results of Operations and Financial Condition**

The following discussion should be read in conjunction with Selected Financial Data included herein and our Consolidated Financial Statements and the accompanying Notes to Consolidated Financial Statements included in this Form 10-K. The following information contains forward-looking statements which involve certain risks and uncertainties. See Forward-Looking Statements.

**Overview**

Flowers Foods is one of the nation's leading producers and marketers of packaged bakery foods for retail and foodservice customers. The company produces breads, buns, rolls, snack cakes and pastries that are distributed fresh in the Southeast, Southwest and Mid-Atlantic regions and frozen to customers nationwide. Our businesses are organized into two reportable segments: Flowers Bakeries produces fresh and frozen packaged bread and rolls and Flowers Specialty produces frozen bread and rolls, as well as fresh snack products. This organizational structure is the basis of the operating segment data presented in this report.

We aim to achieve consistent and sustainable growth in sales and earnings by focusing on improvement in the operating results of our existing businesses and, after detailed analysis acquiring businesses that add value to the company. We believe this consistent and sustainable growth will build value for our shareholders. As discussed in

## **Table of Contents**

Note 9 of Notes to Consolidated Financial Statements of this Form 10-K, during February 2006, the company acquired Derst Baking Company in Savannah, Georgia, adding markets in South Carolina, eastern Georgia and north Florida. In October 2005, the company purchased land and a building in Newton, North Carolina and converted the building into a bakery facility. This facility began producing buns in May 2006 and expects to begin producing bread in the spring of 2007.

Sales are principally affected by pricing, quality, brand recognition, new product introductions and product line extensions, marketing and service. The company manages these factors to achieve a sales mix favoring its higher-margin branded products, while using private label products to absorb overhead costs and maximize use of production capacity. Sales for fiscal 2006 increased 10.1% from fiscal 2005. Contributing to this increase were changes in the competitive landscape of the baked foods industry, the company's growth into new markets, acquisitions and increased pricing. The change in the competitive landscape was primarily due to the exit of some of the company's competitors from certain markets served by the company; therefore allowing the company to gain share in these markets. While the company expects sales to continue to grow, it cannot guarantee the level of growth achieved in fiscal 2006 to continue, as some of the factors involved in the sales growth, such as the exiting of markets by competitors, are not in control of the company.

For fiscal 2006, the company reported diluted income from continuing operations before cumulative effect of a change in accounting principle of \$1.21, a 22.2% increase over the \$0.99 reported for fiscal 2005. Income from continuing operations before cumulative effect of a change in accounting principle was \$74.9 million for fiscal 2006, an increase of 19.1% as compared to \$62.9 million for fiscal 2005. Diluted net income per share for fiscal 2006 was \$1.31 as compared to \$0.96 per share for fiscal 2005, a 36.5% increase. For fiscal 2006, net income was \$81.0 million, a 32.4% increase over \$61.2 million reported for fiscal 2005.

## **Critical Accounting Estimates**

Note 2 to the consolidated financial statements includes a summary of the significant accounting policies and methods used in the preparation of the company's consolidated financial statements.

The company's discussion and analysis of its results of operations and financial condition are based upon the Consolidated Financial Statements of the company, which have been prepared in accordance with generally accepted accounting principles in the United States (GAAP). The preparation of these financial statements requires the company to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of the revenues and expenses during the reporting period. On an ongoing basis, the company evaluates its estimates, including those related to customer programs and incentives, bad debts, raw materials, inventories, long-lived assets, intangible assets, income taxes, restructuring, pensions and other post-retirement benefits and contingencies and litigation. The company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

The selection and disclosure of the company's critical accounting estimates have been discussed with the company's audit committee. The following is a review of the critical assumptions and estimates, and the accounting policies and methods listed below used in the preparation of its Consolidated Financial Statements:

revenue recognition;

derivative instruments;

valuation of long-lived assets, goodwill and other intangibles;

self-insurance reserves;

income tax expense and accruals; and

pension obligations.

*Revenue Recognition.* The company recognizes revenue from the sale of its products at the time of delivery when title and risk of loss pass to the customer. The company records estimated reductions to revenue for customer programs and incentive offerings, including special pricing agreements, price protection, promotions and other volume-based incentives, at the time the incentive is offered or at the time of revenue recognition for the underlying

**Table of Contents**

transaction that results in progress by the customer towards earning the incentive. If market conditions were to decline, the company may take actions to increase incentive offerings, possibly resulting in an incremental reduction of revenue. Independent distributors receive a discount equal to a percentage of the wholesale price of product sold to retailers and other customers. The company records such amounts as selling, marketing and administrative expenses. If market conditions were to decline, the company may take actions to increase distributor discounts, possibly resulting in an incremental increase in selling, marketing and administrative expenses at the time the discount is offered.

The consumer packaged goods industry has used scan-based trading technology over several years to share information between the supplier and retailer. An extension of this technology allows the retailer to pay the supplier when the consumer purchases the goods rather than at the time they are delivered to the retailer. Consequently, revenue is not recognized until the product is purchased by the consumer. This technology is referred to as pay-by-scan ( PBS ). During 2001, there was a sharp increase in the use of scan-based trading. In response to this demand, the company began a pilot program in fiscal 2001, working with certain retailers to develop the technology to execute PBS. The company believes it is a baked foods industry leader in PBS and is aggressively working with its larger customers, such as Wal-Mart, Winn-Dixie, Kroger and Food Lion, to expand the use of PBS. In fiscal 2006, the company recorded approximately \$477.3 million in sales through PBS. The company estimates that by the end of fiscal 2007, it will have approximately \$525.0 million in PBS sales. See Note 2 of Notes to Consolidated Financial Statements of this Form 10-K for additional information.

*Derivative Instruments.* The company's cost of primary raw materials is highly correlated to the commodities markets. Commodities, such as our baking ingredients, experience price fluctuations. From time to time, we enter into forward purchase agreements and derivative financial instruments to reduce the impact of volatility in raw material prices. If actual market conditions become significantly different than those anticipated, raw material prices could increase significantly, adversely affecting our results of operations.

*Valuation of Long-Lived Assets, Goodwill and Other Intangibles.* The company records an impairment charge to property, plant and equipment, goodwill and intangible assets in accordance with applicable accounting standards when, based on certain indicators of impairment, it believes such assets have experienced a decline in value that is other than temporary. Future adverse changes in market conditions or poor operating results of these underlying assets could result in losses or an inability to recover the carrying value of the asset that may not be reflected in the asset's current carrying value, thereby possibly requiring impairment charges in the future.

The company evaluates the recoverability of the carrying value of its goodwill on an annual basis or at a time when events occur that indicate the carrying value of the goodwill may be impaired using a two step process. The first step of this evaluation is performed by calculating the fair value of the business segment, or reporting unit, with which the goodwill is associated. This fair value is calculated as the average of projected EBITDA (defined as earnings before interest, taxes, depreciation and amortization) using a reasonable multiplier, projected revenue using a reasonable multiplier and a discounted cash flow model using a reasonable discount rate. This fair value is compared to the net assets of the reporting unit, and if less than the net assets, the goodwill is measured for potential impairment under step two. Under step two of this calculation, goodwill is measured for potential impairment by comparing the implied fair value of the reporting unit, determined in the same manner as a business combination, with the carrying amount of the goodwill. Based on management's evaluation, no impairment charges relating to goodwill were necessary for the fiscal years ended December 30, 2006, December 31, 2005 or January 1, 2005.

The company has intangible assets subject to amortization related to trademarks, customer lists and non-compete agreements acquired in acquisitions in prior years. The company evaluates the recoverability of the carrying value of these intangible assets on an annual basis or at a time when events occur that indicate the carrying value may be impaired. This evaluation is performed by calculating the fair value of the individual intangible assets. The fair value

is calculated as the sum of the present value of a hypothetical royalty rate multiplied by projected operating income (defined as earnings before interest and taxes) and the present value of the terminal value based on the Gordon growth model. This fair value is compared to the carrying value of the intangible asset, and if less than the carrying value, the intangible asset is written down to fair value. Based on management's evaluation, no impairment charges relating to intangible assets were necessary for the fiscal years ended December 30, 2006, December 31, 2005 or January 1, 2005.

**Table of Contents**

See Note 5 of Notes to Consolidated Financial Statements of this Form 10-K for further information relating to the company's goodwill and other intangible assets.

*Self-Insurance Reserves.* We are self-insured for various levels of general liability, auto liability, workers compensation and employee medical and dental coverage. Insurance reserves are calculated on an undiscounted basis based on actual claim data and estimates of incurred but not reported claims developed utilizing historical claim trends. Projected settlements and incurred but not reported claims are estimated based on pending claims, historical trends and data. Though the company does not expect them to do so, actual settlements and claims could differ materially from those estimated. Material differences in actual settlements and claims could have an adverse effect on our results of operations and financial condition.

*Income Tax Expense and Accruals.* The annual tax rate is based on our income, statutory tax rates and tax planning opportunities available to us in the various jurisdictions in which we operate. Changes in statutory rates and tax laws in jurisdictions in which we operate may have a material effect on the annual tax rate. The effect of these changes, if any, would be recognized when the change takes place.

Deferred tax assets and liabilities reflect our assessment of future taxes to be paid in the jurisdictions in which we operate. These assessments relate to both permanent and temporary differences in the treatment of items for tax and accounting purposes, as well as estimates of our current tax exposures. The company records a valuation allowance to reduce its deferred tax assets if it is more likely than not that some or all of the deferred assets will not be realized. While the company has considered future taxable income and ongoing prudent and feasible tax strategies in assessing the need for the valuation allowance, if these estimates and assumptions change in the future, the company may be required to adjust its valuation allowance, which could result in a charge to, or an increase in, income in the period such determination is made.

Periodically we face audits from federal and state tax authorities, which can result in challenges regarding the timing and amount of deductions. We provide reserves for potential exposures when we consider it probable that a taxing authority may take a sustainable position on a matter contrary to our position. We evaluate these reserves on a quarterly basis to insure that they have been appropriately adjusted for events, including audit settlements, that may impact our ultimate payment of such exposures. While the ultimate outcome of audits cannot be predicted with certainty, we do not currently believe that future audits will have a material adverse effect on our consolidated financial condition or results of operations. See Note 19 of Notes to Consolidated Financial Statements of this Form 10-K for more information on income taxes.

*Pension Obligations.* The company records pension costs and benefit obligations related to its defined benefit plan based on actuarial valuations. These valuations include key assumptions determined by management, including the discount rate and expected long-term rate of return on plan assets. The expected long-term rate of return assumption considers the asset mix of the plan portfolio, past performance of these assets and other factors. Material changes in pension costs and in benefit obligations may occur in the future due to changes in these assumptions. Future annual amounts could be impacted by changes in the number of plan participants, changes in the discount rate, changes in the expected long-term rate of return, changes in the level of contributions to the plan and other factors. Effective January 1, 2006, the company curtailed its defined benefit plan that covers the majority of its workforce. Benefits under this plan were frozen, and no future benefits will accrue under this plan. The company continues to maintain a plan that covers a small number of certain union employees. The company recorded pension income of \$3.2 million for fiscal 2006. A quarter percentage point decrease in the discount rate would impact the company's fiscal 2006 pension income by approximately \$0.2 million on a pre-tax basis. A quarter percentage point increase in the discount rate would have no material impact on the company's 2006 pension income. A quarter percentage point change in the long-term expected rate of return would impact the company's fiscal 2006 pension income by approximately

\$0.6 million on a pre-tax basis. A quarter percentage point decrease in the discount rate would increase the company's fiscal year-end 2006 pension obligations by approximately \$9.7 million. A quarter percentage point increase in the discount rate would decrease the company's fiscal year-end 2006 pension obligations by approximately \$9.2 million. The company expects pension income of approximately \$5.7 million for fiscal 2007.

The discount rate used by the company reflects rates at which pension benefits could be effectively settled. As permitted under Statement of Financial Accounting Standards No. 87, *Employers' Accounting for Pensions*, the

**Table of Contents**

company has historically used rates of return on high-quality fixed income investments, such as those included in the Moody's Aa Bond Index, to determine its discount rate. The historical reference to the Moody's yield is characterized as a proxy for the discount rate that would have been generated through a more rigorous cash flow matching technique. During fiscal 2005, the company determined it appropriate to refine the prior estimation approach to use a more rigorous cash flow matching technique to select the discount rate, as the use of the Moody's index as a proxy has declined. Given the current market dynamics, the company believes the cash flow matching technique provides a better estimate of the discount rate than the Moody's index.

In developing the expected long-term rate of return on plan assets at each measurement date, the company evaluates input from its investment advisors and actuaries in light of the plan assets' historical actual returns and current economic conditions. The average annual return on the plan assets for the last 15 years is approximately 11.1% (net of investment expenses). Based on this historical annual return on plan assets, the company believes a long-term rate of return assumption of 8.0% for fiscal 2007 is reasonable. The expected long-term rate of return assumption is based on a target asset allocation of 40-60% equity securities, 10-40% debt securities, 0-40% other diversifying strategies (including, but not limited to, absolute return funds), 0-25% real estate and 0-25% cash. The company regularly reviews such allocations and periodically rebalances the plan assets to the targeted allocation when considered appropriate. Pension costs do not include an explicit investment management expense assumption and the return on asset rate reflects long-term expected returns net of investment expenses.

The company determines the fair value of substantially all its plan assets utilizing market quotes rather than developing smoothed values, market related values or other modeling techniques. Plan asset gains or losses in a given year are included with other actuarial gains and losses due to remeasurement of the plans' projected benefit obligations (PBO). If the total unrecognized gain or loss exceeds 10% of the larger of (i) the PBO or (ii) the market value of plan assets, the excess of the total unrecognized gain or loss is amortized over the estimated average future lifetime of participants in the frozen pension plan. The total unrealized loss as of the fiscal 2006 measurement date of September 30, 2005 for all of the pension plans the company sponsors was \$23.7 million. Amortization of an immaterial amount of unrealized losses was required during fiscal 2006. The total unrecognized loss as of the fiscal 2007 measurement date of September 30, 2006 for the pension plans the company sponsors was \$14.5 million. No amortization of these unrecognized amounts are anticipated during fiscal 2007. To the extent that this unrecognized loss is subsequently recognized, then this loss will increase the company's pension costs in the future.

On September 29, 2006, the Financial Accounting Standards Board issued Statement of Financial Accounting Standard No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans, an Amendment of FASB Statements No. 87, 88, 106 and 132(R)* (SFAS 158). SFAS 158 was effective for public companies for fiscal years ending after December 15, 2006. The company adopted the balance sheet recognition provisions of SFAS 158 at December 30, 2006, the end of its fiscal year 2006. See Note 18 of Notes to Consolidated Financial Statements of this Form 10-K for information regarding the incremental effect of adopting SFAS 158.

During fiscal 2006, fiscal 2005 and fiscal 2004, the company contributed \$14.0 million, \$25.0 million and \$17.0 million, respectively, to the defined benefit plans. Future pension contributions will depend on market conditions. In fiscal 2007, there are no required pension contributions under the minimum funding requirements of ERISA. The company continues to review various contribution scenarios and it has not made a determination whether it will make any pension contributions during fiscal 2007. The company has evaluated the potential impact of the Pension Protection Act (the Act), which was passed into law on August 17, 2006, on future pension plan funding requirements based on current market conditions. The Act is not anticipated to have a material effect on the level of future funding requirements or on the company's liquidity and capital resources. In assessing different scenarios, the company believes its strong cash flow and balance sheet will allow it to fund future pension needs without affecting the business strategy of the company.



**Matters Affecting Analysis**

*Reporting Periods.* The company operates on a 52-53 week fiscal year ending the Saturday nearest December 31. Fiscal 2006, fiscal 2005 and fiscal 2004 consisted of 52 weeks.

**Table of Contents**

*Hurricane Katrina.* On August 29, 2005, Hurricane Katrina struck the gulf coast of the United States and caused catastrophic damage to the area, particularly New Orleans, Louisiana. The company operates a bakery in New Orleans, which was affected by the hurricane. The New Orleans bakery was out of operation until December 8, 2005 due to the many problems in the New Orleans area that were not within the company's control. Following are details relating to the estimated costs associated with the hurricane incurred by us during fiscal 2005 (amounts in thousands):

Damaged inventory, uncollectible receivables, payroll costs and bakery clean-up	\$ 2,178
Write-off of distributors' notes receivable and settlement of routes	1,186
Estimated business interruption	1,301
Sugar contract replacement	780
Start-up costs associated with temporarily opened facility	744
Estimated incremental energy costs	845
<b>Total</b>	<b>\$ 7,034</b>

For the fifty-two weeks ended December 31, 2005, excluding the \$1.3 million of estimated business interruption, \$3.2 million of the costs are reflected in materials, supplies, labor and other production costs and \$2.5 million of the costs are reflected in selling, marketing and administrative costs. Due to a supply disruption caused by hurricane damage to a Louisiana sugar refinery with which the company had contracted to purchase sugar, the company was forced to purchase sugar from another supplier at a higher price. The company temporarily opened, until December 31, 2005, a manufacturing facility in Houston, Texas in order to fill its capacity short-fall due to the temporary idling of its New Orleans facility. As discussed below, in April 2006, this facility was permanently opened. During fiscal 2005, the company received preliminary insurance payments of \$5.5 million relating to claims filed as a result of Hurricane Katrina. Of the proceeds received, \$3.2 million and \$2.3 million were allocated to materials, supplies, labor and other production costs and to selling, marketing and administrative expenses, respectively.

During fiscal 2006, the company received insurance proceeds of \$4.5 million relating to Hurricane Katrina. These proceeds consisted of business interruption incurred during the first two quarters of fiscal 2006 of \$1.7 million, reimbursement for property damage of \$2.4 million and \$0.4 million for incremental transportation expense. Of the proceeds received, \$1.0 million, \$1.1 million and \$2.4 million were allocated to materials, supplies, labor and other production costs, to selling, marketing and administrative expenses and to gain on insurance recovery, respectively. All claims relating to Hurricane Katrina have been closed and no further claims will be filed by the company relating to the hurricane.

*Sale of Mrs. Smith's Bakeries' Frozen Dessert Business in Fiscal 2003.* On April 24, 2003, the company completed the sale of substantially all the assets of its Mrs. Smith's Bakeries frozen dessert business to Schwan. The company retained the frozen bread and roll portion of the Mrs. Smith's Bakeries business. As a result, the frozen bread and roll business as well as the Birmingham, Alabama production facility, formerly a part of Flowers Bakeries, became a part of our Flowers Snack segment, with Flowers Snack being renamed Flowers Specialty. During the fourth quarter of fiscal 2004, the Birmingham, Alabama production facility was transferred to Flowers Bakeries from Flowers Specialty. For purposes of this Form 10-K, the discussion relates to our Flowers Bakeries and Flowers Specialty business units as these businesses are currently operated. The frozen dessert business of Mrs. Smith's Bakeries sold is reported as a discontinued operation.

*Acquisitions.* On February 18, 2006, the company acquired Derst Baking Company (Derst), a Savannah, Georgia-based bakery. Derst, with annual sales of approximately \$50.0 million, produces breads and rolls distributed

to customers and consumers in South Carolina, eastern Georgia and north Florida.

On September 1, 2005, the company acquired substantially all the assets of Royal Cake Company, Inc. ( Royal ), a Winston-Salem, North Carolina-based bakery. Royal, with annual sales of approximately \$24.0 million, produces cookies, cereal bars and creme-filled cakes.

On September 27, 2004, the company acquired the assets of a closed bread and bun bakery in Houston, Texas for cash from Sara Lee Bakery Group. The transaction included a list of associated private label and foodservice

**Table of Contents**

customers that Sara Lee Bakery Group previously served in selected Texas markets. The company temporarily opened the bakery from September 10, 2005 until December 31, 2005 in order to fill its capacity short-fall due to the temporary idling of the company's New Orleans bakery as a result of Hurricane Katrina as discussed above. In April 2006, the bakery was opened on a permanent basis producing buns.

**Results of Operations**

The company's results of operations, expressed as a percentage of sales, are set forth below:

	<b>For the 52 Weeks Ended December 30, 2006</b>	<b>For the 52 Weeks Ended December 31, 2005</b>	<b>For the 52 Weeks Ended January 1, 2005</b>
Sales	100.00%	100.00%	100.00%
Gross margin	49.72	49.79	49.76
Selling, marketing, and administrative expenses	40.21	40.54	40.80
Depreciation and amortization	3.40	3.46	3.66
Gain on insurance recovery	(0.16)		
Net interest income	(0.26)	(0.37)	(0.57)
Income from continuing operations before income taxes, minority interest and cumulative effect of a change in accounting principle	6.53	6.16	5.87
Income tax expense	2.40	2.32	2.26
Minority interest in variable interest entity	(0.17)	(0.18)	(0.12)
Income (loss) from discontinued operations	0.36	(0.09)	(0.22)
Cumulative effect of a change in accounting principle	(0.03)		
Net income	4.29%	3.57%	3.27%

**Fifty-Two Weeks Ended December 30, 2006 Compared to Fifty-Two Weeks Ended December 31, 2005**

*Consolidated Sales.*

	<b>For the 52 Weeks Ended December 30, 2006</b>		<b>For the 52 Weeks Ended December 31, 2005</b>		<b>% Increase</b>
	<b>\$</b>	<b>%</b>	<b>\$</b>	<b>%</b>	
	<b>(Amounts in thousands)</b>		<b>(Amounts in thousands)</b>		
Branded Retail	\$ 983,332	52.1%	\$ 880,322	51.3%	11.7%
Store Branded Retail	242,309	12.8	214,783	12.5	12.8%
Foodservice and Other	663,013	35.1	620,764	36.2	6.8%

Total	\$ 1,888,654	100.0%	\$ 1,715,869	100.0%	10.1%
-------	--------------	--------	--------------	--------	-------

The 10.1% increase in sales was attributable to price increases of 6.5%, favorable product mix shifts and increased volume of 3.6%. The 3.6% increase in mix and volume resulted from the expansion of the company's DSD system into new markets and new products, which contributed 0.6%, the February 2006 acquisition of Derst Baking Company, which contributed 2.5%, and the September 2005 acquisition of Royal Cake Company, which contributed 0.5%. The increase in branded retail sales was due primarily to the acquisitions and increases in pricing and volume. The company's branded white bread labels, including *Whitewheat* and its *Nature's Own* products were the key components of these sales increases. The increase in store branded retail sales was due to price and volume increases. The increase in foodservice and other sales was primarily due to price increases and favorable product mix shifts, partially offset by a decrease in volume, primarily in contract production.

**Table of Contents***Flowers Bakeries Sales.*

	For the 52 Weeks Ended December 30, 2006		For the 52 Weeks Ended December 31, 2005		% Increase
	\$ (Amounts in thousands)	%	\$ (Amounts in thousands)	%	
Branded Retail	\$ 887,832	58.7%	\$ 790,426	58.4%	12.3%
Store Branded Retail	197,138	13.0	169,343	12.5	16.4%
Foodservice and Other	427,919	28.3	393,849	29.1	8.7%
Total	\$ 1,512,889	100.0%	\$ 1,353,618	100.0%	11.8%

The 11.8% increase in sales was attributable to volume increases and favorable product mix shifts of 6.2%, while price increases contributed 5.6%. The February 2006 acquisition of Derst Baking Company accounted for 3.3% of the total sales increase. The increase in branded retail sales was due to the Derst acquisition as well as price and volume increases. Flowers Bakeries' branded white bread labels, including *Whitewheat* and its *Nature's Own* products were the key components of these sales increases. The increase in store branded retail sales was primarily due to favorable pricing and increased volume. The increase in foodservice and other sales was primarily due to price increases and increased volume.

*Flowers Specialty Sales.*

	For the 52 Weeks Ended December 30, 2006		For the 52 Weeks Ended December 31, 2005		% Increase (Decrease)
	\$ (Amounts in thousands)	%	\$ (Amounts in thousands)	%	
Branded Retail	\$ 95,500	25.4%	\$ 89,896	24.8%	6.2%
Store Branded Retail	45,171	12.0	45,440	12.5	(0.6)%
Foodservice and Other	235,094	62.6	226,915	62.7	3.6%
Total	\$ 375,765	100.0%	\$ 362,251	100.0%	3.7%

The 3.7% increase in sales was attributable to price increases of 8.2%, partially offset by volume declines, net of favorable product mix shifts, of 4.5%. The acquisition of Royal Cake Company accounted for 1.3% of the total sales increase. The increase in branded retail sales was primarily the result of favorable pricing and positive mix shifts, partially offset by volume declines. The decrease in store branded retail sales was due to decreased volume, partially offset by increased pricing. The increase in foodservice and other sales, which include contract production and vending, was due to favorable pricing and product mix shifts, partially offset by volume declines. The decrease in volume was due to Flowers Specialty experiencing a decline in contract snack cake sales, as expected. The company does not expect further declines in contract snack cake sales during fiscal 2007. During the first quarter of fiscal 2005, Flowers Specialty began producing a new product for a foodservice customer. Sales of this product decreased approximately \$1.7 million year over year due to strong sales promotion by the foodservice customer during the initial product introduction in 2005. However, sales of this product escalated during the fourth quarter of fiscal 2006 increasing \$1.1 million as compared to the fourth quarter of fiscal 2005. The company can not guarantee that sales of this product during fiscal 2007 will continue at levels achieved during the fourth quarter of fiscal 2006.

*Gross Margin (defined as sales less materials, supplies, labor and other production costs, excluding depreciation, amortization and distributor discounts).* Gross margin for the fiscal year ended December 30, 2006 was \$939.0 million, or 9.9% higher than gross margin reported for the prior fiscal year of \$854.3 million. As a percent of sales, gross margin was 49.7%, as compared to 49.8% in the prior year. Price increases and hurricane-related costs incurred during fiscal 2005 not incurred during fiscal 2006 were offset by higher energy and ingredient costs and costs related to the start-up of two new production lines. The increase in ingredient costs were due primarily to increases in flour costs. Increases in both oven fuel and utilities costs resulted in the increased energy costs.

**Table of Contents**

Flowers Bakeries' gross margin decreased to 54.7% of sales for the fiscal year ended December 30, 2006, compared to 55.2% of sales for the prior year. This decrease as a percent of sales was due to start-up costs associated with two new production lines and increased ingredient and energy costs. These negative items were partially offset by the implementation of price increases and costs incurred during fiscal 2005 related to the hurricane not incurred during fiscal 2006.

Flowers Specialty's gross margin increased slightly to 29.6% of sales for fiscal 2006, compared to 29.5% of sales for fiscal 2005. This increase was primarily the result of less outsourcing of production, partially offset by higher ingredient and utilities costs, as well as, start-up costs associated with the introduction of a new product for a foodservice customer and the decline in contract snack cake production.

*Selling, Marketing and Administrative Expenses.* For fiscal 2006, selling, marketing and administrative expenses were \$759.4 million, or 40.2% of sales as compared to \$695.7 million, or 40.5% of sales reported for fiscal 2005. This decrease as a percent of sales was due to increased sales and lower advertising and pension costs. These positive items were partially offset by income of \$1.4 million received during fiscal 2005 as a result of a settlement of a class action lawsuit against several of the company's high fructose corn syrup suppliers as a result of pricing irregularities and higher stock-based compensation costs. Stock-based compensation costs increased \$4.4 million, or \$0.04 per share, year over year, primarily as a result of the adoption of SFAS 123R. See Note 15 of Notes to Consolidated Financial Statements of this Form 10-K for information regarding the company's stock-based compensation.

Flowers Bakeries' selling, marketing and administrative expenses include discounts paid to the independent distributors utilized in our DSD system. Flowers Bakeries' selling, marketing and administrative expenses were \$652.8 million, or 43.2% of sales during fiscal 2006, as compared to \$593.0 million, or 43.8% of sales during fiscal 2005. The decrease as a percent of sales was primarily due to increased sales and lower distribution, advertising and pension costs. These positive items were partially offset by increased stock-based compensation costs of \$1.5 million discussed above and the income during fiscal 2005 relating to the settlement of the class action lawsuit discussed above.

Flowers Specialty's selling, marketing and administrative expenses were \$80.1 million, or 21.3% of sales during fiscal 2006, as compared to \$73.4 million, or 20.3% of sales during fiscal 2005. This increase as a percent of sales was primarily attributable to higher distribution, labor and freezer storage costs. The higher distribution costs were due primarily to costs associated with the transition to a new centralized distribution center, increased fuel costs and the continued shift of business from contract to mass merchandisers and convenience stores. Contract customers normally pick up the product sold, whereas the company delivers product to mass merchandisers and convenience store customers.

*Depreciation and Amortization.* Depreciation and amortization expense was \$64.3 million for fiscal 2006, an increase of 8.3% from fiscal 2005, which was \$59.3 million.

Flowers Bakeries' depreciation and amortization expense increased to \$51.3 million for fiscal 2006 from \$47.8 million in fiscal 2005. This increase was primarily the result of increased depreciation expense due to capital expenditures placed in service during fiscal 2006 and the amortization of a trademark and customer relationships associated with the acquisition in February 2006 of Derst Baking Company. See Note 5 of Notes to Consolidated Financial Statements of this Form 10-K for further information regarding these intangibles.

Flowers Specialty's depreciation and amortization expense increased to \$13.1 million for fiscal 2006 as compared to \$11.6 million for fiscal 2005. This increase was primarily the result of increased depreciation expense due to capital expenditures placed in service during fiscal 2006.



*Gain on Insurance Recovery.* As discussed above, during fiscal 2006, the company received insurance proceeds of \$4.5 million relating to damage incurred as a result of Hurricane Katrina during the third quarter of fiscal 2005. Included in this reimbursement were proceeds of \$2.4 million in excess of net book value of property damaged during the hurricane. During the first quarter of fiscal 2006, certain equipment was destroyed by fire at the company's Montgomery, Alabama production facility (a part of Flowers Specialty). Property damage insurance proceeds of \$1.1 million were received during the first quarter of fiscal 2006 under the company's insurance policy.

**Table of Contents**

The net book value of the equipment at the time of the fire was \$0.4 million, resulting in a gain of \$0.7 million. This equipment was replaced during the first quarter and is fully operational.

*Net Interest Income.* For fiscal 2006, net interest income was \$4.9 million, a decrease of \$1.4 million from fiscal 2005, which was \$6.3 million. The decrease was primarily related to an increase in interest expense of \$1.3 million as a result of a higher average amount of debt outstanding under the company's credit facility.

*Income From Continuing Operations Before Income Taxes, Minority Interest and Cumulative Effect of a Change in Accounting Principle.* Income from continuing operations before income taxes, minority interest and a change in accounting principle for fiscal 2006 was \$123.4 million, an increase of \$17.8 million from the \$105.6 million reported for fiscal 2005.

The improvement was primarily the result of improvements in the operating results of Flowers Bakeries of \$19.3 million and a decrease in unallocated corporate expenses of \$3.1 million, partially offset by a decrease in the operating results of Flowers Specialty of \$3.2 million and a decrease in net interest income of \$1.4 million. The increase at Flowers Bakeries was primarily attributable to higher sales, lower advertising and distribution costs and the gain on the insurance recovery related to Hurricane Katrina discussed above, as well as, losses incurred during fiscal 2005 as a result of the hurricane that were not incurred in fiscal 2006. Partially offsetting these positive items were higher stock-based compensation costs, start-up costs associated with two new production lines and the income in fiscal 2005 from proceeds received from the settlement of the class action lawsuit discussed herein. The decrease at Flowers Specialty was primarily a result of higher labor, ingredient, in-bound freight and freezer storage costs, as well as costs associated with the transition to a new centralized distribution center and the shift of business from contract to mass merchandisers and convenience stores as discussed above. Start-up costs associated with the introduction of a new product for a foodservice customer also contributed to the decrease. These negative items were partially offset by decreased packaging costs, less outsourcing of production and the gain on the insurance recovery discussed above. The decrease in unallocated corporate expenses was primarily due to lower pension costs, partially offset by higher stock-based compensation expense. See *Net Interest Income* above for a discussion of the decrease in this area.

*Income Taxes.* The effective tax rate for fiscal 2006 was 36.7% compared to 37.7% for fiscal 2005. This decrease is primarily due to an increase in the Section 199 qualifying production activities deduction and a deferred tax benefit of approximately \$0.3 million related to a change in Texas state tax law, which was signed into effect in May 2006. The effective rate for fiscal 2005 was also impacted by an accrual of state income tax of \$0.6 million, net of the federal benefit of \$0.3 million, based on the outcome of a state tax audit that was settled in the first quarter of fiscal 2005. The difference in the effective rate and the statutory rate is primarily due to state income taxes, the non-taxable earnings of the consolidated variable interest entity and the Section 199 qualifying production activities deduction.

*Minority Interest.* Minority interest represents all the earnings of the company's variable interest entity ( VIE ) under the consolidation provisions of Financial Accounting Standards Board Interpretation No. 46 ( FIN 46 ), *Consolidation of Variable Interest Entities*. All the earnings of the VIE are eliminated through minority interest due to the company not having any equity ownership in the VIE. The company is required to consolidate this VIE due to the VIE being capitalized with a less than substantive amount of legal form capital investment and the company accounting for a significant portion of the VIE's revenues. See Note 12 of Notes to Consolidated Financial Statements of this Form 10-K for further information regarding the company's VIE.

*Discontinued Operations.* During fiscal 2004, the company announced an agreement to settle a class action lawsuit related to pie shells produced by a former operating facility. The costs of this settlement, \$1.8 million, net of income tax benefit were recorded by the company as part of discontinued operations. During the first quarter of fiscal 2006, the company received an insurance recovery of \$2.0 million (\$1.2 million, net of income tax) relating to this settlement.

During the third quarter of fiscal 2006, the IRS finalized its audit of the company's tax years 2000 and 2001. Based upon the results of this audit, the company reversed previously established tax reserves in the amount of \$6.0 million related to the deductibility of certain transaction costs incurred in connection with the divestiture of the

**Table of Contents**

company's Keebler investment in 2001. A deduction was allowed for a majority of these costs; therefore, the reserve was reversed through discontinued operations in the third quarter of fiscal 2006.

The IRS also finalized the results of its audit of the company's fiscal 2003 income tax return during the third quarter of fiscal 2006. Based on the results of this audit, the company accrued \$0.5 million of income tax expense related to Mrs. Smith's, which was sold in 2003. This adjustment is also recorded in discontinued operations in the consolidated statement of income.

*Cumulative Effect of a Change in Accounting Principle.* As a result of the adoption of SFAS 123R on January 1, 2006, the company recorded as an expense a cumulative effect of a change in accounting principle of \$0.9 million (\$0.6 million, net of income tax benefit) relating to its stock appreciation rights. This was a result of the liability as of January 1, 2006 (the day of adoption of SFAS 123R) as computed using the *Black-Scholes* pricing model being greater than the recorded liability on that day. Prior to the adoption of SFAS 123R, the company computed expense on the vested portion of the rights as the difference between the grant date market value of its stock and the market value of its stock at the end of the respective reporting period.

**Fifty-Two Weeks Ended December 31, 2005 Compared to Fifty-Two Weeks Ended January 1, 2005***Consolidated Sales.*

	For the 52 Weeks Ended December 31, 2005		For the 52 Weeks Ended January 1, 2005		% Increase
	\$ (Amounts in thousands)	%	\$ (Amounts in thousands)	%	
Branded Retail	\$ 880,322	51.3%	\$ 799,342	51.5%	10.1%
Store Branded Retail	214,783	12.5	196,146	12.6	9.5%
Foodservice and Other	620,764	36.2	555,820	35.9	11.7%
Total	\$ 1,715,869	100.0%	\$ 1,551,308	100.0%	10.6%

The 10.6% increase in sales was attributable to favorable product mix shifts and increased volume of 6.6%, while price increases contributed 4.0%. The 6.6% increase in mix and volume resulted from growth in the company's core business of 4.1%, the expansion of the company's DSD system into new markets and new products, which contributed 0.9%, the September 2004 acquisition in Texas, which contributed 1.2% and the September 2005 acquisition of Royal Cake Company, which contributed 0.4%. The increase in branded retail sales was due primarily to increases in volume. The company's branded white bread labels and its *Nature's Own* products are the key components of these sales. The increase in store branded retail sales was due to volume and price increases. The increase in foodservice and other sales was primarily due to price increases and favorable product mix shifts, partially offset by a decrease in volume.

*Flowers Bakeries Sales.*

	For the 52 Weeks Ended December 31, 2005		For the 52 Weeks Ended January 1, 2005		% Increase
	\$ (Amounts in thousands)	%	\$ (Amounts in thousands)	%	
Branded Retail	\$ 790,426	58.4%	\$ 722,511	59.3%	9.4%
Store Branded Retail	169,343	12.5	149,011	12.2	13.6%
Foodservice and Other	393,849	29.1	347,134	28.5	13.5%
Total	\$ 1,353,618	100.0%	\$ 1,218,656	100.0%	11.1%

The 11.1% increase in sales was attributable to volume increases and favorable product mix shifts of 8.0%, while price increases contributed 3.1%. 1.6% of the mix and volume increase is related to the September 2004 acquisition in Texas. The increase in branded retail sales was due primarily to increases in volume. Flowers

**Table of Contents**

Bakeries branded white bread labels and its *Nature's Own* products are the key components of these sales. The increase in store branded retail sales was primarily due to increased volume. The increase in foodservice and other sales was primarily due to volume increases and favorable product mix shifts.

*Flowers Specialty Sales.*

	For the 52 Weeks Ended		For the 52 Weeks Ended		% Increase (Decrease)
	December 31, 2005		January 1, 2005		
	\$	%	\$	%	
	(Amounts in thousands)		(Amounts in thousands)		
Branded Retail	\$ 89,896	24.8%	\$ 76,831	23.1%	17.0%
Store Branded Retail	45,440	12.5	47,135	14.2	(3.6)%
Foodservice and Other	226,915	62.7	208,686	62.7	8.7%
Total	\$ 362,251	100.0%	\$ 332,652	100.0%	8.9%

The 8.9% increase in sales was attributable to favorable product mix shifts, net of volume declines, of 2.5%, while price increases contributed 6.4%. 2.0% of the 2.5% mix and volume increase is related to the acquisition of Royal Cake Company. The increase in branded retail sales was the result of favorable pricing, positive mix shifts and increased volume. The decrease in store branded retail sales was due to decreased volume, partially offset by price increases. The increase in foodservice and other sales, which include contract production and vending, was due to favorable product mix shifts and pricing, partially offset by decreased volume. The decrease in volume was due to Flowers Specialty experiencing a decline in contract snack cake sales, which more than offset volume gained in frozen bread and rolls within the foodservice channel. The company is replacing its lower margin contract snack cake production with sales of higher margin branded products. Flowers Specialty recorded sales of approximately \$15.0 million in fiscal 2005 relating to the introduction of a new product in the first quarter of fiscal 2005 by a foodservice customer.

*Gross Margin (defined as sales less materials, supplies, labor and other production costs, excluding depreciation, amortization and distributor discounts).* Gross margin for the fiscal year ended December 31, 2005 was \$854.3 million, or 10.7% higher than gross margin reported for the prior fiscal year of \$771.9 million. As a percent of sales, gross margin remained unchanged at 49.8% as compared to the prior year. Costs associated with the hurricane discussed above and higher labor, energy and packaging costs were offset by increased sales and lower ingredient costs. The decrease in ingredient costs was primarily attributable to lower prices for eggs, sweetener and cocoa.

Flowers Bakeries gross margin decreased to 55.2% of sales for the fiscal year ended December 31, 2005, compared to 55.9% of sales for the prior year. This decrease was primarily the result of costs associated with the hurricane and increases in ingredient, labor, packaging and energy costs. These negative items were partially offset by increased sales and insurance proceeds received related to the hurricane discussed above. Historically, the company has included the difference between actual and budgeted flour cost at the corporate level, but effective the first quarter of fiscal 2005, the company recorded this difference in the results of each of its operating segments. The impact of this change

for fiscal 2005 was to reduce gross margin at Flowers Bakeries 0.4%.

Flowers Specialty's gross margin increased to 29.5% of sales for fiscal 2005, compared to 28.6% of sales for fiscal 2004. This increase was primarily a result of higher sales and lower ingredient costs. The lower ingredient costs were primarily attributable to decreases in the costs of mixes, eggs and cocoa, partially offset by higher dry sugar and flour costs. These positive items were partially offset by increased utility and repairs and maintenance costs and outside purchases resulting from capacity shortages.

*Selling, Marketing and Administrative Expenses.* For fiscal 2005, selling, marketing and administrative expenses were \$695.7 million, or 40.5% of sales as compared to \$632.9 million, or 40.8% of sales reported for fiscal 2004.

Flowers Bakeries' selling, marketing and administrative expenses include discounts paid to the independent distributors utilized in our DSD system. Flowers Bakeries' selling, marketing and administrative expenses were \$593.0 million, or 43.8% of sales during fiscal 2005, as compared to \$537.4 million, or 44.1% of sales during fiscal

**Table of Contents**

2004. The decrease as a percent of sales was primarily due to increased sales, lower compensation and advertising costs and a \$1.4 million settlement received as part of a class action lawsuit against several of the company's high fructose corn syrup suppliers as a result of pricing irregularities. Partially offsetting these positive items were costs related to the hurricane and increased distribution costs associated with geographic expansion of the company's DSD system.

Flowers Specialty's selling, marketing and administrative expenses were \$73.4 million, or 20.3% of sales during fiscal 2005, as compared to \$63.7 million, or 19.2% of sales during fiscal 2004. The increase as a percent of sales was primarily attributable to higher distribution expenses, partially offset by increased sales and lower labor costs.

*Depreciation and Amortization.* Depreciation and amortization expense was \$59.3 million for fiscal 2005, an increase of 4.7% from fiscal 2004, which was \$56.7 million.

Flowers Bakeries' depreciation and amortization expense increased to \$47.8 million for fiscal 2005 from \$45.7 million in fiscal 2004. This increase was primarily the result of increased depreciation expense of \$2.0 million due to recent capital expenditures.

Flowers Specialty's depreciation and amortization expense of \$11.6 million for fiscal 2005 remained relatively unchanged as compared to \$11.5 million for fiscal 2004.

*Net Interest Income.* For fiscal 2005, net interest income was \$6.3 million, a decrease of \$2.5 million for fiscal 2004, which was \$8.8 million. The decrease was primarily related to an increase in interest expense of \$2.9 million primarily as a result of borrowings under the company's credit facility to fund two large stock repurchases.

*Income From Continuing Operations Before Income Taxes and Minority Interest.* Income from continuing operations before income taxes and minority interest for fiscal 2005 was \$105.6 million, an increase of \$14.5 million from the \$91.1 million reported for fiscal 2004.

The improvement was primarily the result of improvements in the operating results of Flowers Bakeries of \$9.1 million, Flowers Specialty of \$1.7 million and a decrease of \$6.2 million in unallocated corporate expenses. Partially offsetting these positive items was a decrease in net interest income of \$2.5 million. The increase at Flowers Bakeries was primarily attributable to higher sales and lower advertising and stock compensation costs and the class action lawsuit settlement discussed above. These positive items were partially offset by costs associated with the hurricane, increased labor and utility costs and the change in the first quarter of fiscal 2005 in allocating the difference in actual and budgeted flour costs discussed above. The improvement at Flowers Specialty was primarily a result of higher sales and lower ingredient and labor costs. The decrease in unallocated corporate expenses was primarily due to the change in the first quarter of fiscal 2005 in allocating the difference in actual and budgeted flour costs as discussed above and lower pension costs. See *Net Interest Income* above for a discussion of the decrease in this area.

*Income Taxes.* The effective tax rate for fiscal 2005 was 37.7% compared to 38.5% for fiscal 2004. This decrease is primarily the result of an increase in the non-taxable earnings of a consolidated variable interest entity and a \$0.4 million tax benefit associated with deductions under the American Jobs Creation Act of 2004. These items were partially offset by \$0.6 million, net of the federal benefit of \$0.3 million, of state tax expense accrued in the first quarter of fiscal 2005 based on the outcome of a state tax audit that began in the first quarter. The difference in the effective rate and the statutory rate is primarily due to state income taxes and the non-taxable earnings of the consolidated variable interest entity.

*Minority Interest.* Minority interest represents all the earnings of the company's VIE under the consolidation provisions of FIN 46. All the earnings of the VIE are eliminated through minority interest due to the company not



having any equity ownership in the VIE. The company is required to consolidate this VIE due to the VIE being capitalized with a less than substantive amount of legal form capital investment and the company accounting for a significant portion of the VIE's revenues. See Note 12 of Notes to Consolidated Financial Statements of this Form 10-K for further information regarding the company's VIE.

## **Table of Contents**

*Discontinued Operations.* On September 22, 2005, the company and Schwan reached a final settlement regarding all claims in connection with the sale in April 2003 of the company's Mrs. Smith's Bakeries frozen dessert business to Schwan. This settlement included a payment of \$2.0 million. This payment, \$1.2 million, net of tax benefit, along with other charges related to the Mrs. Smith's business of \$0.4 million, net of tax benefits, are included in discontinued operations for fiscal 2005. The other charges include an adjustment of \$0.2 million, net of tax benefit, relating to costs to settle a class action lawsuit related to pie shells produced by a former operating facility as discussed in Item 3. *Legal Proceedings* of this Form 10-K.

Subsequent to the sale of the Mrs. Smith's Bakeries frozen dessert business to Schwan, the company paid various other expenses related to its operation of the Mrs. Smith's Bakeries business, no single one of which was material to the results of operations or financial condition of the company. During the first quarter of fiscal 2004, the company established a reserve of \$5.1 million (\$3.1 million, net of income tax) as an estimate of future expenses likely to be incurred by the company in connection with its prior ownership of the Mrs. Smith's Bakeries business.

## **Liquidity and Capital Resources**

Liquidity represents our ability to generate sufficient cash flows from operating activities to meet our obligations and commitments as well as our ability to obtain appropriate financing and convert into cash those assets that are no longer required to meet existing strategic and financing objectives. Therefore, liquidity cannot be considered separately from capital resources that consist primarily of current and potentially available funds for use in achieving long-range business objectives. Currently, the company's liquidity needs arise primarily from working capital requirements and capital expenditures. The company's strategy for use of its cash flow includes paying dividends to shareholders, making acquisitions, growing internally and repurchasing shares of its common stock, when appropriate.

The company leases certain property and equipment under various operating and capital lease arrangements. Most of the operating leases provide the company with the option, after the initial lease term, either to purchase the property at the then fair value or renew its lease at the then fair value. The capital leases provide the company with the option to purchase the property at a fixed price at the end of the lease term. The company believes the use of leases as a financing alternative places the company in a more favorable position to fulfill its long-term strategy for the use of its cash flow. See Note 11 of Notes to Consolidated Financial Statements of this Form 10-K for detailed financial information regarding the company's lease arrangements.

Flowers Foods' cash and cash equivalents increased to \$13.9 million at December 30, 2006 from \$11.0 million at December 31, 2005. The increase of \$2.9 million resulted from the net of \$151.3 million provided by operating activities, \$71.7 million disbursed for investing activities and \$76.7 million disbursed for financing activities. Included in cash and cash equivalents at December 30, 2006 is \$5.4 million related to the company's VIE, none of which is available for use by the company.

*Cash Flows Provided by Operating Activities.* Net cash of \$151.3 million provided by operating activities consisted primarily of \$81.0 million in net income adjusted for certain non-cash items of \$61.0 million. Cash received for working capital and other activities was \$9.3 million.

During the first quarter of fiscal 2007, the company estimates payments totaling \$20.4 million relating to its bonus program. On July 16, 2007, the company's outstanding employee stock appreciation rights granted in 2003 will vest. At that time, cash will be paid to grantees on the rights outstanding in the amount of the difference between the grant price of \$14.01 and the company's stock price on the vesting date plus dividends accrued during the vesting period. Currently there are 465,450 rights outstanding under this grant. The company believes it will have sufficient internally generated cash or amounts available under its credit facility to meet these cash needs.

During fiscal 2006, the company made a voluntary cash contribution of \$14.0 million to its defined benefit plan. This contribution was funded from the company's internally generated funds and was tax deductible. Although this contribution was not required to be made by the minimum funding requirements of ERISA, the company believes that, due to its strong cash flow and balance sheet, this was an appropriate time to make the contribution in order to reduce the impact of future contributions. The value of the company's plan assets remained below the ABO at its most recent plan measurement date. In fiscal 2007, there are no required pension contributions

**Table of Contents**

under the minimum funding requirements of ERISA. The company continues to review various contribution scenarios and it has not made a determination whether it will make any pension contributions during fiscal 2007. In assessing these different scenarios, the company believes its strong cash flow and balance sheet will allow it to fund future pension needs without adversely affecting the business strategy of the company.

*Cash Flows Disbursed for Investing Activities.* Net cash disbursed for investing activities for fiscal 2006 of \$71.7 million included capital expenditures of \$61.8 million. Capital expenditures at Flowers Bakeries and Flowers Specialty were \$43.9 million and \$12.9 million, respectively. The company estimates capital expenditures of approximately \$63.0 million to \$64.0 million during fiscal 2007. The company also leases certain production machinery and equipment through various operating leases.

*Cash Flows Disbursed for Financing Activities.* Net cash of \$76.7 million disbursed for financing activities consisted primarily of stock repurchases and dividends paid of \$63.6 million and \$29.0 million, respectively. These items were offset by borrowings of \$347.4 million under the company's credit facility and proceeds of \$6.4 million from the exercise of stock options. During fiscal 2006, \$345.6 million of the borrowings under the company's credit facility were repaid. In accordance with SFAS 123R, cash income tax windfall benefits of \$8.6 million related to stock award activity during fiscal 2006 are classified as cash inflows from financing activities. Because the company applied the modified prospective transition method in adopting SFAS 123R, prior period cash flow statements are not restated. Therefore, cash income tax windfall benefits of \$11.2 million and \$2.0 million related to stock award activity during fiscal 2005 and fiscal 2004 are classified as cash inflows from operating activities.

*Credit Facility.* On June 6, 2006, the company further amended and restated its credit facility (the new credit facility), which was previously amended and restated on October 29, 2004 (the former credit facility). The new credit facility is a five-year, \$250.0 million unsecured revolving loan facility that expires June 6, 2011 and provides for lower rates on future borrowings than the company's former credit facility. The company may request to increase its borrowings under the new credit facility up to an aggregate of \$350.0 million upon the satisfaction of certain conditions. Proceeds from the new credit facility may be used for working capital and general corporate purposes, including acquisition financing, refinancing of indebtedness and share repurchases. The new credit facility includes certain customary restrictions, which, among other things, require maintenance of financial covenants and limit encumbrance of assets and creation of indebtedness. Restrictive financial covenants include such ratios as a minimum interest coverage ratio and a maximum leverage ratio. The company believes that, given its current cash position, its cash flow from operating activities and its available credit capacity, it can comply with the current terms of the new credit facility and can meet presently foreseeable financial requirements. As of December 30, 2006, the company was in compliance with all restrictive financial covenants under its credit facility.

Interest is due quarterly in arrears on any outstanding borrowings at a customary Eurodollar rate or the base rate plus the applicable margin. The underlying rate is defined as either rates offered in the interbank Eurodollar market or the higher of the prime lending rate or federal funds rate plus 0.5%. The applicable margin ranges from 0.00% to 0.20% for base rate loans and from 0.40% to 1.075% for Eurodollar loans. In addition, a facility fee ranging from 0.10% to 0.30% is due quarterly on all commitments under the new credit facility. Both the interest margin and the facility fee are based on the company's leverage ratio. Outstanding borrowings under the new credit facility were \$51.8 million at December 30, 2006. Subsequent to the end of fiscal 2006, the company repaid \$23.8 million of these borrowings. As excess funds become available, the company may, from time to time during fiscal 2007 repay a portion or all of these borrowings.

The company paid financing costs of \$0.4 million in connection with its new credit facility. These costs were deferred and, along with unamortized costs of \$0.5 million relating to the company's former credit facility are being amortized over the term of the new credit facility.

*Credit Rating.* Currently, the company's credit ratings by Standard and Poor's, Moody's Investor Service and Fitch Ratings are BBB-, Baa3, and BBB, respectively. Changes in the company's credit ratings do not trigger a change in the company's available borrowings or costs under the new credit facility, but could affect future credit availability.

*Stock Repurchase Plan.* On December 19, 2002, the Board of Directors approved a plan that authorized stock repurchases of up to 11.3 million shares of the company's common stock. On November 18, 2005, the Board of

**Table of Contents**

Directors increased the number of authorized shares to 15.3 million shares. Under the plan, the company may repurchase its common stock in open market or privately negotiated transactions at such times and at such prices as determined to be in the company's best interest. The company repurchases its common stock primarily for issuance under the company's stock compensation plans and to fund possible future acquisitions. These purchases may be commenced or suspended without prior notice depending on then-existing business or market conditions and other factors. As of December 30, 2006, 11.8 million shares at a cost of \$247.1 million have been purchased under this plan. Included in these amounts are 2.3 million shares at a cost of \$63.6 million purchased during fiscal 2006.

*Income Taxes.* The company experienced minimal federal cash tax payments from 1999 to 2004 due primarily to net operating loss carryovers. Beginning in fiscal 2005, the company began making estimated federal tax payments because the federal net operating loss carryovers had been fully utilized. The federal payments totaled \$39.0 million and \$20.5 million during fiscal 2006 and fiscal 2005, respectively, and were funded with cash flows from operations. During fiscal 2006, the company received a \$10.5 million federal income tax refund.

*Distributor Arrangements.* The company offers long-term financing to independent distributors for the purchase of their territories, and substantially all of the independent distributors elect to use this financing alternative. The distributor notes have a ten-year term, and the distributors pay principal and interest weekly. Each independent distributor has the right to require the company to repurchase the territories and truck, if applicable, at the original price paid by the distributor on the long-term financing arrangement in the six-month period following the sale of a territory to the independent distributor. Prior to July of 2006, the company was required to repurchase the territory at the original purchase price plus interest paid by the distributor in the six-month period following the sale of a territory to the independent distributor. If the truck is leased, the company will assume the lease payment if the territory is repurchased during the first six-month period. If the company had been required to repurchase these territories, the company would have been obligated to pay \$0.6 million and \$0.7 million as of December 30, 2006 and December 31, 2005, respectively. After the six-month period expires, the company retains a right of first refusal to repurchase these territories. Additionally, in the event the company exits a territory or ceases to utilize the independent distribution form of doing business, the company is contractually required to purchase the territory from the independent distributor for ten times average weekly branded sales. If the company acquires a territory from an independent distributor, company employees operate the territory until it can be resold. The company held an aggregate of \$84.3 million and \$79.3 million as of December 30, 2006 and December 31, 2005, respectively, of distributor notes. The company does not view this aggregate amount as a concentrated credit risk, as each note relates to an individual distributor. The company has approximately \$22.9 million and \$16.4 million as of December 30, 2006 and December 31, 2005, respectively, of territories held for sale.

A majority of the independent distributors lease trucks through a third-party. Though it is generally the company's policy not to provide third party guarantees, the company has guaranteed in prior periods, through their respective terms, approximately \$0.4 million in leases at December 30, 2006 that certain independent distributors have entered into with third party financial institutions. No liability is recorded in the consolidated financial statements with respect to such guarantees. When an independent distributor terminates its relationship with the company, the company, although not legally obligated, generally purchases and operates that territory utilizing the truck of the former distributor. To accomplish this, the company subleases the truck from the distributor, who generally remains solely liable under the original truck lease to the third party lessor, and continues the payments on behalf of the former distributor. Once the territory is resold to an independent distributor, the truck lease is assumed by the new independent distributor. At December 30, 2006 and December 31, 2005, the company operated 390 and 366 such territories, respectively. Assuming the company does not resell these territories to new independent distributors, at December 30, 2006 and December 31, 2005, the maximum obligation associated with these truck leases was approximately \$12.2 million and \$10.1 million, respectively. There is no liability recorded in the consolidated financial statements with respect to such leases, as the obligation for each lease generally remains with the former distributor until the territory is sold to a new distributor. The company does not anticipate operating these territories

over the life of the lease as it intends to resell these territories to new independent distributors.

*Special Purpose Entities.* At December 30, 2006 and December 31, 2005, the company did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which are established to facilitate off-balance sheet arrangements or other contractually narrow or limited purposes.

**Table of Contents**

*Contractual Obligations and Commitments.* The following table summarizes the company's contractual obligations and commitments at December 30, 2006 and the effect such obligations are expected to have on its liquidity and cash flow in the indicated future periods:

	<b>Payments Due by Fiscal Year</b> (Amounts in thousands)				
	<b>2007</b>	<b>2008</b>	<b>2009</b>	<b>2010</b>	<b>2011 and Thereafter</b>
<b>Contractual Obligations:</b>					
Long-term debt(1)	\$ 1,811	\$ 1,718	\$ 619	\$ 620	\$ 53,656
Capital leases	5,595	5,096	5,070	5,328	7,019
Interest on capital leases	1,699	1,310	992	628	614
Non-cancelable operating lease obligations(2)	32,392	29,287	27,289	23,482	79,296
Purchase obligations(3)	68,925				
<b>Total contractual cash obligations</b>	<b>\$ 110,422</b>	<b>\$ 37,411</b>	<b>\$ 33,970</b>	<b>\$ 30,058</b>	<b>\$ 140,585</b>

	<b>Amounts Expiring by Fiscal Year</b> (Amounts in thousands)				
	<b>2007</b>	<b>2008</b>	<b>2009</b>	<b>2010</b>	<b>2011 and Thereafter</b>
<b>Commitments:</b>					
Standby letters of credit(4)		\$ 4,249	\$	\$	\$
Truck lease guarantees		255		115	
<b>Total commitments</b>		<b>\$ 4,504</b>	<b>\$</b>	<b>\$ 115</b>	<b>\$</b>

- (1) Interest rates are variable, therefore, expected interest payments are not included in the above information.
- (2) Does not include lease payments expected to be incurred in fiscal year 2007 related to distributor vehicles and other short-term or cancelable operating leases.
- (3) Represents the company's various ingredient and packaging purchasing agreements, which meet the normal purchases exception under SFAS 133.
- (4) These letters of credit are for the benefit of certain insurance companies related to workers' compensation liabilities recorded by the Company as of December 30, 2006.

*Guarantees and Indemnification Obligations.* Our company has provided various representations, warranties and other standard indemnifications in various agreements with customers, suppliers and other parties, as well as in



agreements to sell business assets or lease facilities. In general, these provisions indemnify the counterparty for matters such as breaches of representations and warranties, certain environmental conditions and tax matters, and, in the context of sales of business assets, any liabilities arising prior to the closing of the transactions. Non-performance under a contract could trigger an obligation of the company. The ultimate effect on future financial results is not subject to reasonable estimation because considerable uncertainty exists as to the final outcome of any potential claims. We do not believe that any of these commitments will have a material effect on our results of operations or financial condition.

On April 24, 2003, in connection with the sale of the Mrs. Smith's Bakeries frozen dessert business to Schwan, the company agreed to provide customary indemnifications to Schwan for matters such as breaches of representations and warranties, certain tax matters and liabilities arising prior to the consummation of the transaction. The company purchased an insurance policy to cover certain product liability claims that may arise under the indemnification. Certain non-product liability claims were asserted by Schwan. These claims were not covered by the insurance policy and were the company's responsibility. On September 22, 2005, the company and Schwan reached a final settlement regarding all claims in connection with the sale. The terms of the settlement consisted of a payment by the company to Schwan of \$2.0 million, which is recorded in discontinued operations for the 52 weeks

**Table of Contents**

ended December 31, 2005. Except as described above, no other significant guarantees or indemnifications have been entered into by the company through December 30, 2006.

**New Accounting Pronouncements**

*Inventory Costs.* In November 2004, the Financial Accounting Standards Board ( FASB ) issued Statement of Financial Accounting Standards ( SFAS ) No. 151, *Inventory Costs – an Amendment of ARB No. 43, Chapter 4* ( SFAS 151 ). SFAS 151 clarified the accounting for abnormal amounts of idle facility expense, freight, handling costs and wasted material (spoilage). SFAS 151 was effective for fiscal years beginning after June 15, 2005, the company's fiscal 2006, which began January 1, 2006. This pronouncement did not have a material effect on the company's results of operations or financial condition.

*Stock Based Compensation.* In December 2004, the FASB issued SFAS No. 123R, *Share-Based Payment* ( SFAS 123R ), which requires the value of stock options and similar awards be expensed. The company adopted SFAS 123R on January 1, 2006, and applied the modified prospective transition method. This method requires the company to expense the remaining unrecognized portion of unvested awards outstanding at the effective date and any awards granted or modified after the effective date but does not require restatement of prior periods. See Note 15 of Notes to Consolidated Financial Statements of this Form 10-K for information relating to the company's stock-based compensation.

*Accounting Changes and Error Corrections.* In May 2005, the FASB issued SFAS No. 154, *Accounting Changes and Error Corrections* ( SFAS 154 ). SFAS 154 requires that, when a company changes its accounting policies, it must apply the change retrospectively to all prior periods presented instead of a cumulative effect adjustment in the period of the change. SFAS 154 may also apply when the FASB issues new rules requiring changes in accounting. However if the new rule allows cumulative effect treatment, it would take precedence over SFAS 154. This statement was effective for accounting changes and error corrections for the company's fiscal year 2006 which began on January 1, 2006.

*Accounting for Uncertainty in Income Taxes.* In June 2006, the FASB issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes – an Interpretation of FASB Statement No. 109* ( FIN 48 ). FIN 48 clarifies the accounting for uncertainty in income taxes in an enterprise's financial statements in accordance with FASB Statement No. 109, *Accounting for Income Taxes*. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006, which will be the company's fiscal 2007 beginning December 31, 2006. The impact of the cumulative effect adjustment will be recorded in retained earnings as of December 31, 2006. The company continues to assess the impact of FIN 48 on its financial statements; however, the company believes the adoption of FIN 48 will have an immaterial effect.

*Financial Statement Misstatements.* In September 2006 the SEC released Staff Accounting Bulletin No. 108, *Financial Statement Misstatements* ( SAB 108 ). SAB 108 expresses the SEC staff's views regarding the process of quantifying financial statement misstatements. The interpretations in SAB 108 are being issued to address diversity in practice in quantifying financial statement misstatements and the potential under current practice for the build up of improper amounts on the balance sheet. SAB 108 was effective for annual financial statements covering the first fiscal year ending after November 15, 2006, which was the company's fiscal 2006. SAB 108 did not have an effect on the company's financial statements.

*Fair Value Measurements.* In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* ( SFAS 157 ). SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted

accounting principles, and expands disclosures about fair value measurements. SFAS 157 applies under other accounting pronouncements that require or permit fair value measurements, the FASB having previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. Accordingly, SFAS 157 does not require any new fair value measurements. However, for some entities, the application of SFAS 157 will change current practice. SFAS 157 is effective for fiscal years beginning after November 15, 2007 (the company s

**Table of Contents**

fiscal year 2008), and interim periods within those fiscal years. The company will assess the effect of this pronouncement on its financial statements, but at this time, no material effect is expected.

*Employers Accounting for Defined Benefit Pension and other Postretirement Plans.* In September 2006, the FASB issued SFAS No. 158, *Employers Accounting for Defined Benefit Pension and other Postretirement Plans, an amendment of FASB Statements No. 87, 88, 106 and 132(R)* ( SFAS 158 ). SFAS 158 requires recognition of the overfunded or underfunded status of pension and other postretirement benefit plans on the balance sheet. Under SFAS 158, gains and losses, prior service costs and credits, and any remaining transition amounts under FASB Statement No. 87, *Employers Accounting for Pensions* ( SFAS 87 ) and FASB Statement No. 106, *Employers Accounting for Postretirement Benefits Other Than Pensions* ( SFAS 106 ) that have not yet been recognized through net periodic benefit costs will be recognized in accumulated other comprehensive income, net of tax benefits, until they are amortized as a component of net periodic cost. SFAS 158 does not change how pensions and other postretirement benefits are accounted for and reported in the income statement. Companies will continue to follow the existing guidance in SFAS 87, FASB Statement No. 88, *Employers Accounting for Settlements and Curtailments of Defined Benefit Pension Plans and for Termination Benefits* and SFAS 106. SFAS 158 was effective for public companies for fiscal years ending after December 15, 2006. The company adopted the balance sheet recognition provisions of SFAS 158 at December 30, 2006. See Note 18 of Notes to Consolidated Financial Statements of this Form 10-K for information relating to the company's pension and other postretirement plans. SFAS 158 also requires that employers measure the benefit obligation and plan assets as of the fiscal year end for fiscal years ending after December 15, 2008 (the company's fiscal 2008). The company currently uses a September 30 measurement date for its postretirement benefit plans. The company intends to eliminate the early measurement date in 2007 and this is expected to have an immaterial effect on its financial statements.

**Information Regarding Non-GAAP Financial Measures**

The company prepares its consolidated financial statements in accordance with GAAP. However, from time to time, the company may present in its public statements, press releases and SEC filings, EBITDA, a non-GAAP financial measure, to measure the performance of the company and its operating divisions. EBITDA is used as the primary performance measure in the company's Annual Executive Bonus Plan. The company defines EBITDA as earnings from continuing operations before interest, income taxes, depreciation, amortization and minority interest. The company believes that EBITDA is a useful tool for managing the operations of its business and is an indicator of the company's ability to incur and service indebtedness and generate free cash flow. Furthermore, pursuant to the terms of our credit facility, EBITDA is used to determine the company's compliance with certain financial covenants. The company also believes that EBITDA measures are commonly reported and widely used by investors and other interested parties as measures of a company's operating performance and debt servicing ability because they assist in comparing performance on a consistent basis without regard to depreciation or amortization, which can vary significantly depending upon accounting methods and non-operating factors (such as historical cost). EBITDA is also a widely-accepted financial indicator of a company's ability to incur and service indebtedness.

EBITDA should not be considered an alternative to (a) income from operations or net income (loss) as a measure of operating performance; (b) cash flows provided by operating, investing and financing activities (as determined in accordance with GAAP) as a measure of the company's ability to meet its cash needs; or (c) any other indicator of performance or liquidity that has been determined in accordance with GAAP. Our method of calculating EBITDA may differ from the methods used by other companies, and, accordingly, our measure of EBITDA may not be comparable to similarly titled measures used by other companies.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

The company uses derivative financial instruments as part of an overall strategy to manage market risk. The company uses forward, futures, swap and option contracts to hedge existing or future exposure to changes in interest rates and commodity prices. The company does not enter into these derivative financial instruments for trading or speculative purposes. If actual market conditions are less favorable than those anticipated, raw material prices could increase significantly, adversely affecting the margins from the sale of our products.

**Table of Contents**

The company enters into commodity forward, futures and option contracts and swap agreements for wheat and, to a lesser extent, other commodities in an effort to provide a predictable and consistent commodity price and thereby reduce the impact of volatility in its raw material and packaging prices. At December 30, 2006, the fair market value of the company's commodity derivative portfolio was \$2.5 million. Of this fair value, \$1.4 million is based on quoted market prices and \$1.1 million is based on models and other valuation methods. \$2.6 million, \$(0.1) million and an immaterial amount of this fair value relates to instruments that will be utilized in fiscal 2007, fiscal 2008 and fiscal 2009, respectively. A sensitivity analysis has been prepared to estimate the company's exposure to commodity price risk. Based on the company's derivative portfolio as of December 30, 2006, a hypothetical ten percent increase in commodity prices under normal market conditions could potentially have a \$5.2 million effect on the fair value of the derivative portfolio. The analysis disregards changes in the exposures inherent in the underlying hedged item; however, the company expects that any gain in fair value of the portfolio would be substantially offset by increases in raw material and packaging prices.

The cash effects of the company's commodity derivatives are included in the Consolidated Statement of Cash Flows as cash flow from operating activities.

**Item 8. *Financial Statements and Supplementary Data***

Refer to the Index to Consolidated Financial Statements and the Financial Statement Schedule for the required information.

**Item 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

None.

**Item 9A. *Controls and Procedures***

**Management's Evaluation of Disclosure Controls and Procedures:**

We have established and maintain a system of disclosure controls and procedures that are designed to ensure that material information relating to the company, which is required to be timely disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934 (the Exchange Act), is accumulated and communicated to management in a timely fashion and is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms. An evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) was performed as of the end of the period covered by this annual report. This evaluation was performed under the supervision and with the participation of management, including our Chief Executive Officer (CEO) and Chief Financial Officer (CFO).

Based upon that evaluation, our CEO and CFO have concluded that these disclosure controls and procedures were effective as of the end of the period covered by this annual report.

**Management's Report on Internal Control Over Financial Reporting:**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of our management, including our CEO and CFO, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in Internal

Control Integrated Framework, our management concluded that our internal control over financial reporting was effective as of December 30, 2006.

Our management's assessment of the effectiveness of our internal control over financial reporting as of December 30, 2006 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included herein.

**Table of Contents**

**Changes in Internal Control Over Financial Reporting:**

There were no changes in our internal control over financial reporting that occurred during our last fiscal quarter that have materially affected or are reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. *Other Information***

None.

**PART III**

**Item 10. *Directors and Executive Officers of the Registrant***

The information required by this item with respect to directors of the company is incorporated herein by reference to the information set forth under the captions "Election of Directors" and "Section 16(a) Beneficial Ownership Reporting Compliance" in the company's definitive proxy statement for the 2007 Annual Meeting of Shareholders expected to be filed with the SEC on or prior to April 27, 2007 (the "proxy"). The information required by this item with respect to executive officers of the company is set forth in Part I of this Form 10-K.

We have adopted the Flowers Foods, Inc. Code of Business Conduct and Ethics for Officers and Members of the Board of Directors, which applies to all of our directors and executive officers. The Code of Business Conduct and Ethics is publicly available on our website at <http://www.flowersfoods.com> in the "Corporate Governance" section of the "Investor Center" tab. If we make any substantive amendments to our Code of Business Conduct and Ethics or we grant any waiver, including any implicit waiver, from a provision of the Code of Business Conduct and Ethics, that applies to any of our directors or executive officers, including our principal executive officer, principal financial officer, principal accounting officer or controller, we intend to disclose the nature of the amendment or waiver on our website at the same location. Alternatively, we may elect to disclose the amendment or waiver in a report on Form 8-K filed with the SEC.

Our Chairman of the Board, President and Chief Executive Officer certified to the New York Stock Exchange ( "NYSE" ) on June 7, 2006 pursuant to Section 303A.12 of the NYSE's listing standards, that he was not aware of any violation by Flowers Foods of the NYSE's corporate governance listing standards as of that date.

**Item 11. *Executive Compensation***

The information required by this item is incorporated herein by reference to the information set forth under the caption "Executive Compensation" in the proxy.

**Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

See Item 5 of this Form 10-K for information regarding Securities Authorized for Issuance under Equity Compensation Plans. The remaining information required by this item is incorporated herein by reference to the information set forth under the caption "Security Ownership of Certain Beneficial Owners and Management" in the proxy.

**Item 13. *Certain Relationships and Related Transactions***



The information required by this item is incorporated herein by reference to the information set forth under the caption Transactions with Management and Others in the proxy.

**Item 14. *Principal Accountant Fees and Services***

The information required by this item is incorporated herein by reference to the information set forth under the caption Principal Accountant Fees and Services in the proxy.

**Ta**

Ta