

# TREEHOUSE FOODS, INC.

## FORM RW

(Withdrawal of Registration Statement)

Filed 5/13/2005

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Fiscal Year	12/31

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May 13, 2005

**VIA EDGAR AND FACSIMILE**

Securities and Exchange Commission  
Division of Corporation Finance  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, D.C. 20549

Re: TreeHouse Foods, Inc.  
Registration Statement on Form 10  
Filed March 30, 2005  
File No. 000-51231

Ladies and Gentlemen:

TreeHouse Foods, Inc. (the “Registrant”) hereby respectfully requests the withdrawal of the above-referenced Registration Statement on Form 10 filed with the Securities and Exchange Commission on March 30, 2005 on EDGAR form type 10-12G (Accession No. 0000950133-05-001379) (the “Original Form 10”). As discussed with the Staff, the Registrant has today refiled its registration statement on Form 10 on EDGAR form type 10-12B (the “New Form 10”). The purpose of the withdrawal of the Original Form 10 and refiling of the New Form 10 is to effect a change of the registration from Section 12(g) to Section 12(b) of the Securities Exchange Act of 1934, as amended. The Company has been advised by the Staff that withdrawing the Original Form 10 and refiling the New Form 10 will not restart the Staff’s comment period; therefore, simultaneously with the New Form 10 filing, the Registrant submitted responses to the Staff’s comments contained in its letter dated April 29, 2005.

Please forward any questions regarding this application to Erika L. Robinson of Wilmer Cutler Pickering Hale and Dorr LLP at (202) 663-6402.

TreeHouse Foods, Inc.

By: /s/ Thomas E. O'Neill  
Thomas E. O'Neill  
Senior Vice President, General Counsel and  
Chief Administrative Officer

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**End of Filing**

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