



**7.750% Senior Notes due 2018**

**Term Sheet  
February 19, 2010**

<b>Issuer:</b>	TreeHouse Foods, Inc.								
<b>Principal Amount:</b>	\$400,000,000								
<b>Title of Securities:</b>	7.750% Senior Notes due 2018								
<b>Ratings:</b>	Moody's Investors Service, Inc.: Ba2 Standard & Poor's Ratings Services: BB-								
<b>Maturity:</b>	March 1, 2018								
<b>Offering Price:</b>	100.000%								
<b>Coupon:</b>	7.750%								
<b>Yield to Maturity:</b>	7.750%								
<b>Interest Payment Dates:</b>	Each March 1 and September 1, commencing September 1, 2010								
<b>Record Dates:</b>	February 15 and August 15								
<b>Optional Redemption:</b>	Make-whole call at T+50 until March 1, 2014.  On or after March 1, 2014, at the prices set forth below for the years beginning on the dates set forth below, plus accrued and unpaid interest: <table border="1"> <thead> <tr> <th>Year</th><th>Price</th></tr> </thead> <tbody> <tr> <td>2014</td><td>103.875%</td></tr> <tr> <td>2015</td><td>101.938%</td></tr> <tr> <td>2016 and thereafter</td><td>100.000%</td></tr> </tbody> </table>	Year	Price	2014	103.875%	2015	101.938%	2016 and thereafter	100.000%
Year	Price								
2014	103.875%								
2015	101.938%								
2016 and thereafter	100.000%								
<b>Equity Clawback:</b>	Up to 35% at 107.750% prior to March 1, 2013								
<b>Joint Book-Running Managers:</b>	Banc of America Securities LLC Wells Fargo Securities, LLC								
<b>Co-Lead Managers:</b>	BMO Capital Markets Corp Rabo Securities USA, Inc. SunTrust Robinson Humphrey, Inc.								
<b>Co-Managers:</b>	Barclays Capital Inc. KeyBanc Capital Markets Inc.								
<b>Trade Date:</b>	February 19, 2010								
<b>Settlement Date:</b>	March 2, 2010 (T+ 7)								
<b>Distribution:</b>	Registered Offering								
<b>Net Proceeds:</b>	We estimate that the net proceeds of this offering will be approximately								

\$389.8 million, after deducting commissions payable to the underwriters and estimated offering expenses payable by us.

**CUSIP Number:**

89469A AA2

**ISIN Number:**

US89469AAA25

The issuer has filed a registration statement (including a prospectus) with the Securities and Exchange Commission for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the preliminary prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting the Next-Generation EDGAR System on the SEC web site at *www.sec.gov*. Alternatively, the issuer or any underwriter will arrange to send you the prospectus if you request it by calling either of the Joint Book-running Managers at the numbers below:

**Banc of America Securities LLC**  
**Wells Fargo Securities, LLC**

**800-294-1322 (toll free)**  
**800-326-5897 (toll free)**

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