

The Payne Firm, Inc. was the Environmental Consultant assisting Catterton Partners and Farley's & Sathers. Below is the press release issued by Farley's & Sathers.

***Barry Callebaut completes strategic review of U.S. subsidiary:
Brach's Candy to be sold to Farley's & Sathers Candy
Company Inc.***

- Barry Callebaut AG decides to divest its U.S. sugar-candy subsidiary Brach's in order to focus exclusively on the chocolate business
- New owner, Farley's & Sathers, is a leading non-chocolate candy maker

Zurich, Switzerland / Round Lake, Minnesota, U.S.A., September 17, 2007 – Barry Callebaut AG, the world's leading manufacturer of high-quality cocoa and chocolate products, today announced its intention to sell its U.S. consumer confectionery business Brach's to Farley's & Sathers Candy Company Inc. The sale will include all of the business and all assets of Brach's and its affiliates, including three factories in Chattanooga (Tennessee, U.S.A.), Winona (Minnesota, U.S.A.) and Vernell (Mexico). The two parties expect the transaction to close latest by end of November 2007. They agreed not to disclose any financial details of the transaction.

Brach's, headquartered in Dallas (Texas, U.S.A.), has annual gross sales of about USD 270 million, with sugar candy accounting for around 75% and chocolate products making up around 25%. In Barry Callebaut's annual report for fiscal year 2006/07, which closed on August 31, 2007, Brach's will be classified as discontinued business. The Group's figures for fiscal year 2006/07 will be restated accordingly.

Farley's & Sathers manufactures and distributes quality confections and snacks to all classes of trade in the United States. As a portfolio company of Catterton Partners, Farley's & Sathers has developed its business both through internal growth and through the acquisition of confectionery brands, including the Heide business from Hershey and the Trolli business from Wrigley. Farley's & Sathers is headquartered in Round Lake (Minnesota, U.S.A.). The company's success in the industry, experience with acquisitions and significant capital resources have established Farley's & Sathers as a leading non-chocolate candy business.

Patrick De Maeseneire, CEO of Barry Callebaut, said: "We are very pleased that we have found an optimal new owner for Brach's in Farley's & Sathers that, based on its industrial expertise, will be able to further develop the Brach's brand and to secure a great future for the Brach's people. We acquired Brach's because we wanted to get access to the large U.S. retailers and manufacture private label chocolate for the U.S. market. However the market for private label products in the U.S. has not developed in the same way as in Europe. Therefore we decided we should concentrate on other priorities like outsourcing and geographical expansion."

"We are very pleased to be adding Brach's to Farley's & Sathers Candy Company," said Dennis Nemeth, President of Farley's & Sathers Candy Company, Inc. "Brach's is a well established brand and its products are highly regarded. This addition clearly marks our continued commitment to the candy business, and gives us additional brands with long traditions of quality that perfectly fit our long-term strategy. In addition to broadening our current portfolio of brands, this acquisition will allow opportunities to increase manufacturing capacity."

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