

J&J SNACK FOODS CORP  
Form 10-Q  
May 02, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the period ended March 30, 2019

or

☐ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File Number: 0-14616

J & J SNACK FOODS CORP.

(Exact name of registrant as specified in its charter)

New Jersey 22-1935537  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

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6000 Central Highway, Pennsauken, NJ 08109

(Address of principal executive offices)

Telephone (856) 665-9533

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

| <u>Title of Each Class</u> | <u>Trading Symbol(s)</u> | <u>Name of Each Exchange on Which Registered</u> |
|----------------------------|--------------------------|--------------------------------------------------|
| Common Stock, no par value | JJSF                     | The NASDAQ Global Select Market                  |

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.

X Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

X Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definition of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 152-2 of the Exchange Act.

Large Accelerated filer (X) Accelerated filer ( )

Non-accelerated filer ( )

Smaller reporting company ( )

Emerging growth company ( )

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the

Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 10b-2 of the Exchange Act).

Yes

☒ X

No

As April 25, 2019, there were 18,817,451 shares of the Registrant's Common Stock outstanding.

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**J & J SNACK FOODS CORP. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands, except share amounts)

|                                                | <b>March 30,<br/>2019<br/>(unaudited)</b> | <b>September<br/>29,<br/>2018</b> |
|------------------------------------------------|-------------------------------------------|-----------------------------------|
| <b>Assets</b>                                  |                                           |                                   |
| Current assets                                 |                                           |                                   |
| Cash and cash equivalents                      | \$ 126,655                                | \$ 111,479                        |
| Marketable securities held to maturity         | 22,228                                    | 21,048                            |
| Accounts receivable, net                       | 130,204                                   | 132,342                           |
| Inventories                                    | 123,104                                   | 112,884                           |
| Prepaid expenses and other                     | 4,904                                     | 5,044                             |
| Total current assets                           | 407,095                                   | 382,797                           |
| Property, plant and equipment, at cost         |                                           |                                   |
| Land                                           | 2,494                                     | 2,494                             |
| Buildings                                      | 26,582                                    | 26,582                            |
| Plant machinery and equipment                  | 303,096                                   | 290,396                           |
| Marketing equipment                            | 299,923                                   | 290,955                           |
| Transportation equipment                       | 9,058                                     | 8,929                             |
| Office equipment                               | 30,803                                    | 30,752                            |
| Improvements                                   | 39,573                                    | 38,941                            |
| Construction in progress                       | 9,847                                     | 8,468                             |
| Total Property, plant and equipment, at cost   | 721,376                                   | 697,517                           |
| Less accumulated depreciation and amortization | 475,207                                   | 454,844                           |
| Property, plant and equipment, net             | 246,169                                   | 242,673                           |
| Other assets                                   |                                           |                                   |
| Goodwill                                       | 102,511                                   | 102,511                           |
| Other intangible assets, net                   | 56,077                                    | 57,762                            |
| Marketable securities held to maturity         | 116,893                                   | 118,765                           |
| Marketable securities available for sale       | 21,151                                    | 24,743                            |
| Other                                          | 2,816                                     | 2,762                             |
| Total other assets                             | 299,448                                   | 306,543                           |
| <b>Total Assets</b>                            | <b>\$ 952,712</b>                         | <b>\$ 932,013</b>                 |
| <b>Liabilities and Stockholders' Equity</b>    |                                           |                                   |
| Current Liabilities                            |                                           |                                   |
| Current obligations under capital leases       | \$ 299                                    | \$ 324                            |
| Accounts payable                               | 68,348                                    | 69,592                            |
| Accrued insurance liability                    | 9,963                                     | 11,217                            |
| Accrued liabilities                            | 8,284                                     | 8,031                             |
| Accrued compensation expense                   | 15,904                                    | 20,297                            |

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|                                                                                                                          |                   |                   |
|--------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------|
| Dividends payable                                                                                                        | 9,405             | 8,438             |
| Total current liabilities                                                                                                | 112,203           | 117,899           |
| Long-term obligations under capital leases                                                                               | 611               | 753               |
| Deferred income taxes                                                                                                    | 52,932            | 52,322            |
| Other long-term liabilities                                                                                              | 1,851             | 1,948             |
| <b>Stockholders' Equity</b>                                                                                              |                   |                   |
| Preferred stock, \$1 par value; authorized 10,000,000 shares; none issued                                                | -                 | -                 |
| Common stock, no par value; authorized, 50,000,000 shares; issued and outstanding 18,815,000 and 18,754,000 respectively | 35,243            | 27,340            |
| Accumulated other comprehensive loss                                                                                     | (13,044 )         | (11,994 )         |
| Retained Earnings                                                                                                        | 762,916           | 743,745           |
| Total stockholders' equity                                                                                               | 785,115           | 759,091           |
| <b>Total Liabilities and Stockholders' Equity</b>                                                                        | <b>\$ 952,712</b> | <b>\$ 932,013</b> |

The accompanying notes are an integral part of these statements.

J & J SNACK  
FOODS CORP.  
AND  
SUBSIDIARIES  
CONSOLIDATED  
STATEMENTS  
OF EARNINGS  
(Unaudited)  
(in thousands,  
except per share  
amounts)

|                                           | <b>Three months ended</b> |                       | <b>Six months ended</b> |                       |
|-------------------------------------------|---------------------------|-----------------------|-------------------------|-----------------------|
|                                           | <b>March 30, 2019</b>     | <b>March 31, 2018</b> | <b>March 30, 2019</b>   | <b>March 31, 2018</b> |
| Net Sales                                 | \$276,302                 | \$266,101             | \$547,914               | \$531,311             |
| Cost of goods sold <sup>(1)</sup>         | 197,054                   | 188,823               | 391,803                 | 380,754               |
| Gross Profit                              | 79,248                    | 77,278                | 156,111                 | 150,557               |
| Operating expenses                        |                           |                       |                         |                       |
| Marketing <sup>(2)</sup>                  | 21,952                    | 22,507                | 43,394                  | 44,083                |
| Distribution <sup>(3)</sup>               | 22,122                    | 22,417                | 46,074                  | 43,576                |
| Administrative <sup>(4)</sup>             | 9,998                     | 9,004                 | 19,241                  | 18,360                |
| Other general expense(income)             | 405                       | (191 )                | 549                     | (231 )                |
| Total Operating Expenses                  | 54,477                    | 53,737                | 109,258                 | 105,788               |
| Operating Income                          | 24,771                    | 23,541                | 46,853                  | 44,769                |
| Other income (expense)                    |                           |                       |                         |                       |
| Investment income                         | 2,782                     | 1,493                 | 3,822                   | 2,982                 |
| Interest expense & other                  | (25 )                     | (33 )                 | (52 )                   | 476                   |
| Earnings before income taxes              | 27,528                    | 25,001                | 50,623                  | 48,227                |
| Income taxes                              | 7,174                     | 7,168                 | 12,743                  | (5,855 )              |
| NET EARNINGS                              | \$20,354                  | \$17,833              | \$37,880                | \$54,082              |
| Earnings per diluted share                | \$1.08                    | \$0.95                | \$2.00                  | \$2.88                |
| Weighted average number of diluted shares | 18,891                    | 18,803                | 18,894                  | 18,790                |

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|                                         |         |        |        |        |
|-----------------------------------------|---------|--------|--------|--------|
| Earnings per basic share                | \$ 1.08 | \$0.95 | \$2.02 | \$2.90 |
| Weighted average number of basic shares | 18,795  | 18,685 | 18,780 | 18,675 |

- (1) Includes share-based compensation expense of \$225 and \$464 for the three months and six months ended March 30, 2019, respectively and \$199 and \$417 for the three months and six months ended March 31, 2018, respectively.
- (2) Includes share-based compensation expense of \$325 and \$670 for the three months and six months ended March 30, 2019, respectively and \$309 and \$648 for the three months and six months ended March 31, 2018, respectively.
- (3) Includes share-based compensation expense of \$20 and \$41 for the three months and six months ended March 30, 2019, respectively and \$17 and \$37 for the three months and six months ended March 31, 2018, respectively.
- (4) Includes share-based compensation expense of \$390 and \$756 for the three months and six months ended March 30, 2019, respectively and \$389 and \$766 for the three months and six months ended March 31, 2018, respectively.

The accompanying notes are an integral part of these statements.



**J&J SNACK FOODS CORP. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(Unaudited)**  
**(in thousands)**

|                                                     | <b>Three months ended</b> |                       | <b>Six months ended</b> |                       |
|-----------------------------------------------------|---------------------------|-----------------------|-------------------------|-----------------------|
|                                                     | <b>March 30, 2019</b>     | <b>March 31, 2018</b> | <b>March 30, 2019</b>   | <b>March 31, 2018</b> |
| Net Earnings                                        | \$20,354                  | \$17,833              | \$37,880                | \$54,082              |
| Foreign currency translation adjustments            | 394                       | 1,898                 | (965 )                  | (1,989 )              |
| Unrealized holding loss on marketable securities    | -                         | (184 )                | -                       | (294 )                |
| Total Other Comprehensive Income (loss), net of tax | 394                       | 1,714                 | (965 )                  | (2,283 )              |
| Comprehensive Income                                | \$20,748                  | \$19,547              | \$36,915                | \$51,799              |

The accompanying notes are an integral part of these statements.

**J & J SNACK FOODS CORP. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
**(in thousands)**

|                                                           | Common Stock |          | Accumulated<br>Other<br>Comprehensive | Retained  | Total     |
|-----------------------------------------------------------|--------------|----------|---------------------------------------|-----------|-----------|
|                                                           | Shares       | Amount   | Loss                                  | Earnings  |           |
| Balance at September 29, 2018                             | 18,754       | \$27,340 | \$ (11,994 )                          | \$743,745 | \$759,091 |
| Issuance of common stock upon exercise of stock options   | 20           | 1,704    | -                                     | -         | 1,704     |
| Foreign currency translation adjustment                   | -            | -        | (1,359 )                              | -         | (1,359 )  |
| Reclass from accumulated other comprehensive gain         | -            | -        | (85 )                                 | 85        | -         |
| Dividends declared                                        | -            | -        | -                                     | (9,389 )  | (9,389 )  |
| Share-based compensation                                  | -            | 972      | -                                     | -         | 972       |
| Repurchase of common stock                                | -            | -        | -                                     | -         | -         |
| Net earnings                                              | -            | -        | -                                     | 17,526    | 17,526    |
| Balance at December 29, 2018                              | 18,774       | \$30,016 | \$ (13,438 )                          | \$751,967 | \$768,545 |
| Issuance of common stock upon exercise of stock options   | 34           | 3,451    | -                                     | -         | 3,451     |
| Issuance of common stock for employee stock purchase plan | 6            | 772      | -                                     | -         | 772       |
| Foreign currency translation adjustment                   | -            | -        | 394                                   | -         | 394       |
| Issuance of common stock under deferred stock plan        | 1            | 90       | -                                     | -         | 90        |
| Dividends declared                                        | -            | -        | -                                     | (9,405 )  | (9,405 )  |
| Share-based compensation                                  | -            | 914      | -                                     | -         | 914       |
| Repurchase of common stock                                | -            | -        | -                                     | -         | -         |
| Net earnings                                              | -            | -        | -                                     | 20,354    | 20,354    |
| Balance at March 30, 2019                                 | 18,815       | \$35,243 | \$ (13,044 )                          | \$762,916 | \$785,115 |

**J & J SNACK FOODS CORP. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
(in thousands)

|                                                           | Common Stock |           | Accumulated<br>Other<br>Comprehensive Loss | Retained<br>Earnings | Total      |
|-----------------------------------------------------------|--------------|-----------|--------------------------------------------|----------------------|------------|
|                                                           | Shares       | Amount    |                                            |                      |            |
| Balance at September 30, 2017                             | 18,663       | \$ 17,382 | \$ (8,875 )                                | \$ 673,815           | \$ 682,322 |
| Issuance of common stock upon exercise of stock options   | 5            | 253       | -                                          | -                    | 253        |
| Foreign currency translation adjustment                   | -            | -         | (3,887 )                                   | -                    | (3,887 )   |
| Unrealized holding gain on marketable securities          | -            | -         | (110 )                                     | -                    | (110 )     |
| Issuance of common stock under deferred stock plan        | -            | 2         | -                                          | -                    | 2          |
| Dividends declared                                        | -            | -         | -                                          | (8,400 )             | (8,400 )   |
| Share-based compensation                                  | -            | 952       | -                                          | -                    | 952        |
| Repurchase of common stock                                | -            | -         | -                                          | -                    | -          |
| Net earnings                                              | -            | -         | -                                          | 36,249               | 36,249     |
| Balance at December 30, 2017                              | 18,668       | \$ 18,589 | \$ (12,872 )                               | \$ 701,664           | \$ 707,381 |
| Issuance of common stock upon exercise of stock options   | 21           | 1,951     | -                                          | -                    | 1,951      |
| Issuance of common stock for employee stock purchase plan | 7            | 756       | -                                          | -                    | 756        |
| Foreign currency translation adjustment                   | -            | -         | 1,898                                      | -                    | 1,898      |
| Unrealized holding gain on marketable securities          | -            | -         | (184 )                                     | -                    | (184 )     |
| Issuance of common stock under deferred stock plan        | 1            | 92        | -                                          | -                    | 92         |
| Dividends declared                                        | -            | -         | -                                          | (8,413 )             | (8,413 )   |
| Share-based compensation                                  | -            | 868       | -                                          | -                    | 868        |
| Repurchase of common stock                                | -            | -         | -                                          | -                    | -          |
| Net earnings                                              | -            | -         | -                                          | 17,833               | 17,833     |
| Balance at March 31, 2018                                 | 18,697       | \$ 22,256 | \$ (11,158 )                               | \$ 711,084           | \$ 722,182 |

**J & J SNACK FOODS CORP. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited) (in thousands)**

|                                                                                     | <b>Six Months Ended</b>       |                               |
|-------------------------------------------------------------------------------------|-------------------------------|-------------------------------|
|                                                                                     | <b>March<br/>30,<br/>2019</b> | <b>March<br/>31,<br/>2018</b> |
| Operating activities:                                                               |                               |                               |
| Net earnings                                                                        | \$37,880                      | \$54,082                      |
| Adjustments to reconcile net earnings to net cash provided by operating activities: |                               |                               |
| Depreciation of fixed assets                                                        | 21,890                        | 21,360                        |
| Amortization of intangibles and deferred costs                                      | 1,747                         | 1,779                         |
| Share-based compensation                                                            | 1,931                         | 1,914                         |
| Deferred income taxes                                                               | 615                           | (15,360)                      |
| Gain on redemption and sales of marketable securities                               | 284                           | (3 )                          |
| Other                                                                               | 268                           | (150 )                        |
| Changes in assets and liabilities net of effects from purchase of companies         |                               |                               |
| Decrease (increase) in accounts receivable                                          | 2,003                         | (1,821 )                      |
| Increase in inventories                                                             | (10,186 )                     | (12,789)                      |
| Decrease (increase) in prepaid expenses                                             | 172                           | (2,560 )                      |
| Decrease in accounts payable and accrued liabilities                                | (6,345 )                      | (4,555 )                      |
| Net cash provided by operating activities                                           | 50,259                        | 41,897                        |
| Investing activities:                                                               |                               |                               |
| Purchases of property, plant and equipment                                          | (26,351 )                     | (26,281)                      |
| Purchases of marketable securities                                                  | (19,531 )                     | (47,172)                      |
| Proceeds from redemption and sales of marketable securities                         | 23,137                        | 29,453                        |
| Proceeds from disposal of property and equipment                                    | 878                           | 1,492                         |
| Other                                                                               | (207 )                        | 86                            |
| Net cash used in investing activities                                               | (22,074 )                     | (42,422)                      |
| Financing activities:                                                               |                               |                               |
| Proceeds from issuance of stock                                                     | 5,926                         | 2,960                         |
| Payments on capitalized lease obligations                                           | (167 )                        | (188 )                        |
| Payment of cash dividend                                                            | (17,825 )                     | (16,239)                      |
| Net cash used in financing activities                                               | (12,066 )                     | (13,467)                      |
| Effect of exchange rate on cash and cash equivalents                                | (943 )                        | (1,765 )                      |
| Net increase (decrease) in cash and cash equivalents                                | 15,176                        | (15,757)                      |
| Cash and cash equivalents at beginning of period                                    | 111,479                       | 90,962                        |
| Cash and cash equivalents at end of period                                          | \$126,655                     | \$75,205                      |

The accompanying notes are an integral part of these statements.



J & J SNACK FOODS CORP. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

Note 1  
The accompanying unaudited Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. They do not include all information and notes required by generally accepted accounting principles for complete financial statements. However, except as disclosed herein, there has been no material change in the information disclosed in the Notes to Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended September 29, 2018.

In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments (consisting of only normal recurring adjustments) necessary to present fairly the financial position and the results of operations and cash flows.

The results of operations for the six months ended March 30, 2019 and March 31, 2018 are not necessarily indicative of results for the full year. Sales of our frozen beverages and frozen juice bars and ices are generally higher in the third and fourth quarters due to warmer weather.

Certain prior year financial statement amounts have been reclassified to be consistent with the presentation for the current year.

While we believe that the disclosures presented are adequate to make the information not misleading, it is suggested that these consolidated financial statements be read in conjunction with the consolidated financial statements and the notes included in the Company's Annual Report on Form 10-K for the fiscal year ended September 29, 2018.

Note 2

**Revenue Recognition**

We adopted the new revenue recognition guidance on the first day of our fiscal 2019 year using a modified retrospective approach; however, we did not record a cumulative-effect adjustment from initially applying the standard as the adoption did not have a material impact on our financial position or results of operations. We completed a review of customer contracts and evaluated the impact of the new standard on certain common practices currently employed by us. We also finalized our assessment of the impact on our accounting policies, processes, system requirements, internal controls and disclosures.



### **When Performance Obligations Are Satisfied**

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is the unit of account for revenue recognition. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied.

The singular performance obligation of our customer contracts for product and machine sales is determined by each individual purchase order and the respective products ordered, with revenue being recognized at a point-in-time when the obligation under the terms of the agreement is satisfied and product control is transferred to our customer. Specifically, control transfers to our customers when the product is delivered to, installed or picked up by our customers based upon applicable shipping terms, as our customers can direct the use and obtain substantially all of the remaining benefits from the product at this point in time. The performance obligations in our customer contracts for product are generally satisfied within 30 days.

The singular performance obligation of our customer contracts for time and material repair and maintenance equipment service is the performance of the repair and maintenance with revenue being recognized at a point-in-time when the repair and maintenance is completed.

The singular performance obligation of our customer repair and maintenance equipment service contracts is the performance of the repair and maintenance with revenue being recognized over the time the service is expected to be performed. Our customers are billed for service contracts in advance of performance and therefore we have contract liability on our balance sheet.

### **Significant Payment Terms**

In general, within our customer contracts, the purchase order identifies the product, quantity, price, pick-up allowances, payment terms and final delivery terms. Although some payment terms may be more extended, presently the majority of our payment terms are 30 days. As a result, we have used the available practical expedient and, consequently, do not adjust our revenues for the effects of a significant financing component.

### **Shipping**

All amounts billed to customers related to shipping and handling are classified as revenues; therefore, we recognize revenue for shipping and handling fees at the time the products are shipped or when services are performed. The cost of shipping products to the customer is recognized at the time the products are shipped to the customer and our policy is to classify them as Distribution expenses.





## Variable Consideration

In addition to fixed contract consideration, our contracts include some form of variable consideration, including sales discounts, trade promotions and certain other sales and consumer incentives, including rebates and coupon redemptions. In general, variable consideration is treated as a reduction in revenue when the related revenue is recognized. Depending on the specific type of variable consideration, we use the most likely amount method to determine the variable consideration. We believe there will be no significant changes to our estimates of variable consideration when any related uncertainties are resolved with our customers. We review and update our estimates and related accruals of variable consideration each period based on historical experience.

## Warranties & Returns

We provide all customers with a standard or assurance type warranty. Either stated or implied, we provide assurance the related products will comply with all agreed-upon specifications and other warranties provided under the law. No services beyond an assurance warranty are provided to our customers.

We do not grant a general right of return. However, customers may return defective or non-conforming products. Customer remedies may include either a cash refund or an exchange of the product. We do not estimate a right of return and related refund liability as returns of our products are rare.

## Contract Balances

Our customers are billed for service contracts in advance of performance and therefore we have contract liability on our balance sheet as follows:

|                                 | <b>Three<br/>Months<br/>Ended<br/>March 30,<br/>2019<br/>(unaudited)<br/>(in<br/>thousands)</b> | <b>Six Months<br/>Ended<br/>March 30,<br/>2019<br/>(unaudited)<br/>(in<br/>thousands)</b> |
|---------------------------------|-------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| Beginning Balance               | \$ 1,923                                                                                        | \$ 1,865                                                                                  |
| Additions to contract liability | 1,337                                                                                           | 3,028                                                                                     |
| Amounts recognized as revenue   | (1,605)                                                                                         | ) (3,238 )                                                                                |
| Ending Balance                  | \$ 1,655                                                                                        | \$ 1,655                                                                                  |



## Disaggregation of Revenue

See Note 9 for disaggregation of our net sales by class of similar product and type of customer.

## Allowance for Doubtful Receivables

We provide an allowance for doubtful receivables after taking into consideration historical experience and other factors. The allowance for doubtful receivables was \$490,000 and \$400,000 at March 30, 2019 and September 29, 2018, respectively.

Note 3 Depreciation of equipment and buildings is provided for by the straight-line method over the assets' estimated useful lives. Amortization of improvements is provided for by the straight-line method over the term of the lease or the assets' estimated useful lives, whichever is shorter. Licenses and rights, customer relationships and non-compete agreements arising from acquisitions are amortized by the straight-line method over periods ranging from 2 to 20 years. Depreciation expense was \$11,116,000 and \$10,208,000 for the three months ended March 30, 2019 and March 31, 2018, respectively and \$21,890,000 and \$21,360,000 for the six months ended March 30, 2019 and March 31, 2018, respectively.

Note 4 Basic earnings per common share (EPS) excludes dilution and is computed by dividing income available to common shareholders by the weighted average common shares outstanding during the period. Diluted EPS takes into consideration the potential dilution that could occur if securities (stock options) or other contracts to issue common stock were exercised and converted into common stock. Our calculation of EPS is as follows:

| Three Months Ended March 30, 2019             |             |               |           |
|-----------------------------------------------|-------------|---------------|-----------|
|                                               | Income      | Shares        | Per Share |
|                                               | (Numerator) | (Denominator) | Amount    |
| (in thousands, except per share amounts)      |             |               |           |
| <b>Basic EPS</b>                              |             |               |           |
| Net Earnings available to common stockholders | \$20,354    | 18,795        | \$ 1.08   |
| <b>Effect of Dilutive Securities</b>          |             |               |           |
| Options                                       | -           | 96            | -         |

**Diluted EPS**

|                                                                        |          |        |         |
|------------------------------------------------------------------------|----------|--------|---------|
| Net Earnings available to common stockholders plus assumed conversions | \$20,354 | 18,891 | \$ 1.08 |
|------------------------------------------------------------------------|----------|--------|---------|

800 anti-dilutive shares have been excluded in the computation of EPS for the three months ended March 30, 2019.

|                                                                        | Six Months Ended March 30, 2019          |               |           |
|------------------------------------------------------------------------|------------------------------------------|---------------|-----------|
|                                                                        | Income                                   | Shares        | Per Share |
|                                                                        | (Numerator)                              | (Denominator) | Amount    |
|                                                                        | (in thousands, except per share amounts) |               |           |
| <b>Basic EPS</b>                                                       |                                          |               |           |
| Net Earnings available to common stockholders                          | \$37,880                                 | 18,780        | \$ 2.02   |
| <b>Effect of Dilutive Securities</b>                                   |                                          |               |           |
| Options                                                                | -                                        | 114           | (0.02 )   |
| <b>Diluted EPS</b>                                                     |                                          |               |           |
| Net Earnings available to common stockholders plus assumed conversions | \$37,880                                 | 18,894        | \$ 2.00   |

800 anti-dilutive shares have been excluded in the computation of EPS for the six months ended March 30, 2019.

|                                                                        | Three Months Ended March 31, 2018        |               |           |
|------------------------------------------------------------------------|------------------------------------------|---------------|-----------|
|                                                                        | Income                                   | Shares        | Per Share |
|                                                                        | (Numerator)                              | (Denominator) | Amount    |
|                                                                        | (in thousands, except per share amounts) |               |           |
| <b>Basic EPS</b>                                                       |                                          |               |           |
| Net Earnings available to common stockholders                          | \$17,833                                 | 18,685        | \$ 0.95   |
| <b>Effect of Dilutive Securities</b>                                   |                                          |               |           |
| Options                                                                | -                                        | 118           | -         |
| <b>Diluted EPS</b>                                                     |                                          |               |           |
| Net Earnings available to common stockholders plus assumed conversions | \$17,833                                 | 18,803        | \$ 0.95   |

159,378 anti-dilutive shares have been excluded in the computation of EPS for the three months ended March 31, 2018.



|                                                                        | Six Months Ended March 31, 2018          |               |           |
|------------------------------------------------------------------------|------------------------------------------|---------------|-----------|
|                                                                        | Income                                   | Shares        | Per Share |
|                                                                        | (Numerator)                              | (Denominator) | Amount    |
|                                                                        | (in thousands, except per share amounts) |               |           |
| <b>Basic EPS</b>                                                       |                                          |               |           |
| Net Earnings available to common stockholders                          | \$54,082                                 | 18,675        | \$ 2.90   |
| <b>Effect of Dilutive Securities</b>                                   |                                          |               |           |
| Options                                                                | -                                        | 115           | (0.02 )   |
| <b>Diluted EPS</b>                                                     |                                          |               |           |
| Net Earnings available to common stockholders plus assumed conversions | \$54,082                                 | 18,790        | \$ 2.88   |

159,378 anti-dilutive shares have been excluded in the computation of EPS for the six months ended March 31, 2018.

Note 5 At March 30, 2019, the Company has three stock-based employee compensation plans. Share-based compensation expense was recognized as follows:

|                                               | Three months ended |                | Six months ended |                |
|-----------------------------------------------|--------------------|----------------|------------------|----------------|
|                                               | March 30, 2019     | March 31, 2018 | March 30, 2019   | March 31, 2018 |
| Stock Options                                 | \$449              | \$ 471         | \$1,078          | \$1,086        |
| Stock purchase plan                           | 68                 | 66             | 137              | 266            |
| Stock issued to an outside director           | 33                 | 32             | 33               | 32             |
| Restricted stock issued to an employee        | -                  | 1              | -                | 2              |
| Total share-based compensation                | \$550              | \$ 570         | \$1,248          | \$1,386        |
| The above compensation is net of tax benefits | \$410              | \$ 344         | \$683            | \$482          |



The fair value of each option grant is estimated on the date of grant using the Black-Scholes options-pricing model with the following weighted average assumptions used for grants in fiscal 2019 six months: expected volatility of 16.8%; risk-free interest rate of 2.7%; dividend rate of 1.2% and expected lives of 5 years.

During the fiscal year 2019 six month period, the Company granted 1,800 stock options. The weighted-average grant date fair value of these options was \$26.33.

During the fiscal year 2018 six month period, the Company granted 159,878 stock options. The weighted-average grant date fair value of these options was \$23.67.

Expected volatility is based on the historical volatility of the price of our common shares over the past 51 months for 5 year options and 10 years for 10 year options. We use historical information to estimate expected life and forfeitures within the valuation model. The expected term of awards represents the period of time that options granted are expected to be outstanding. The risk-free rate for periods within the expected life of the option is based on the U.S. Treasury yield curve in effect at the time of grant. Compensation cost is recognized using a straight-line method over the vesting or service period and is net of estimated forfeitures.

We account for our income taxes under the liability method. Under the liability method, deferred tax assets and Note liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities as measured by the enacted tax rates that will be in effect when these differences reverse. Deferred tax expense is the result of changes in deferred tax assets and liabilities.

Additionally, we recognize a liability for income taxes and associated penalties and interest for tax positions taken or expected to be taken in a tax return which are more likely than not to be overturned by taxing authorities ("uncertain tax positions"). We have not recognized a tax benefit in our financial statements for these uncertain tax positions.

The total amount of gross unrecognized tax benefits is \$404,000 and \$394,000 on March 30, 2019 and September 29, 2018, respectively, all of which would impact our effective tax rate over time, if recognized. We recognize interest and penalties related to uncertain tax positions as a part of the provision for income taxes. As of March 30, 2019, and September 29, 2018, respectively, the Company has \$269,000 and \$259,000 of accrued interest and penalties.

In addition to our federal tax return and tax returns for Mexico and Canada, we file tax returns in all states that have a corporate income tax with virtually all open for examination for three to four years.

Net earnings for last year's six months benefited from a \$20.9 million gain on the remeasurement of deferred tax liabilities which was partially offset by a \$1.2 million provision for the one time repatriation tax, both of which resulted from the Tax Cuts and Jobs Act enacted in December 2017. Excluding the deferred tax gain and the one time repatriation tax, our effective tax rate was 28.7% in last year's six months. Net earnings in this year's six months benefitted by a reduction of approximately \$900,000 in tax as the provision for the one time repatriation tax was reduced as the amount recorded last year was an estimate. Excluding the reduction in the provision for the one time repatriation tax, our effective tax rate was 27.0% in this year's six months.

In May 2014 and in subsequent updates, the FASB issued guidance on revenue recognition which requires that we recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration which we expect to be entitled in exchange for those goods or services. We performed a review Note of the requirements of the new revenue standard, including reviewing customer contracts and applying the 7 five-step model of this new guidance to each contract category we identified. We adopted this guidance on the first day of our fiscal 2019 year using a modified retrospective approach; however, we did not record a cumulative-effect adjustment from initially applying the standard as the adoption did not have a material impact on our financial position or results of operations. See additional revenue recognition disclosures in Note 2.

In January 2016, the FASB issued guidance which requires an entity to measure equity investments at fair value with changes in fair value recognized in net income, to use the price that would be received by a seller when measuring the fair value of financial instruments for disclosure purposes, and which eliminates the requirement to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet. Under prior guidance, changes in fair value of equity investments available for sale were recognized in Stockholders' Equity. We adopted this guidance on the first day of our 2019 fiscal year. The adoption of this guidance on our consolidated financial statements is not material.

In February 2016, the FASB issued guidance on lease accounting which requires that an entity recognize most leases on its balance sheet. The guidance retains a dual lease accounting model for purposes of income statement recognition, continuing the distinction between what are currently known as "capital" and "operating" leases for lessees. This guidance is effective for our fiscal year ended September 2020. While we continue to evaluate the effect of adopting this guidance on our consolidated financial statements and related disclosures, we expect our operating leases will be subject to the new standard. We will recognize right-of-use assets and operating lease liabilities on our consolidated balance sheets upon adoption, which will increase our total assets and liabilities. We anticipate that the impact of this guidance on our financial statements will be material.

Note 8 Inventories consist of the following:

|                           | <b>March<br/>30,<br/>2019</b> | <b>September<br/>29,<br/>2018</b> |
|---------------------------|-------------------------------|-----------------------------------|
|                           | (unaudited)                   |                                   |
|                           | (in thousands)                |                                   |
| Finished goods            | \$59,493                      | \$ 52,221                         |
| Raw materials             | 23,225                        | 23,173                            |
| Packaging materials       | 11,002                        | 9,780                             |
| Equipment parts and other | 29,384                        | 27,710                            |
| Total Inventories         | \$123,104                     | \$ 112,884                        |

We principally sell our products to the food service and retail supermarket industries. Sales and results of our Note frozen beverages business are monitored separately from the balance of our food service business because of 9 different distribution and capital requirements. We maintain separate and discrete financial information for the three operating segments mentioned above which is available to our Chief Operating Decision Makers.

Our three reportable segments are Food Service, Retail Supermarkets and Frozen Beverages. All inter-segment net sales and expenses have been eliminated in computing net sales and operating income. These segments are described below.

#### Food Service

The primary products sold by the food service group are soft pretzels, frozen juice treats and desserts, churros, dough enrobed handheld products and baked goods. Our customers in the food service industry include snack bars and food stands in chain, department and discount stores; malls and shopping centers; fast food outlets; stadiums and sports arenas; leisure and theme parks; convenience stores; movie theatres; warehouse club stores; schools, colleges and other institutions. Within the food service industry, our products are purchased by the consumer primarily for consumption at the point-of-sale.

#### Retail Supermarkets

The primary products sold to the retail supermarket channel are soft pretzel products – including SUPERPRETZEL, frozen juice treats and desserts including LUIGI'S Real Italian Ice, MINUTE MAID Juice Bars and Soft Frozen Lemonade, WHOLE FRUIT frozen fruit bars and sorbet, PHILLY SWIRL cups and sticks, ICEE Squeeze-Up Tubes and dough enrobed handheld products including PATIO burritos. Within the retail supermarket channel, our frozen and prepackaged products are purchased by the consumer for consumption at home.

## Frozen Beverages

We sell frozen beverages and related products to the food service industry primarily under the names ICEE, SLUSH PUPPIE and PARROT ICE in the United States, Mexico and Canada. We also provide repair and maintenance service to customers for customers' owned equipment.

The Chief Operating Decision Maker for Food Service and Retail Supermarkets and the Chief Operating Decision Maker for Frozen Beverages monthly review detailed operating income statements and sales reports in order to assess performance and allocate resources to each individual segment. Sales and operating income are key variables monitored by the Chief Operating Decision Makers and management when determining each segment's and the company's financial condition and operating performance. In addition, the Chief Operating Decision Makers review and evaluate depreciation, capital spending and assets of each segment on a quarterly basis to monitor cash flow and asset needs of each segment. Information regarding the operations in these three reportable segments is as follows:

|                                     | <b>Three months ended</b> |                       | <b>Six months ended</b> |                       |
|-------------------------------------|---------------------------|-----------------------|-------------------------|-----------------------|
|                                     | <b>March 30, 2019</b>     | <b>March 31, 2018</b> | <b>March 30, 2019</b>   | <b>March 31, 2018</b> |
| <b>Sales to External Customers:</b> |                           |                       |                         |                       |
| <b>Food Service</b>                 |                           |                       |                         |                       |
| Soft pretzels                       | \$49,812                  | \$48,748              | \$98,803                | \$97,769              |
| Frozen juices and ices              | 8,947                     | 9,439                 | 16,474                  | 16,623                |
| Churros                             | 15,770                    | 15,272                | 30,905                  | 29,864                |
| Handhelds                           | 7,987                     | 9,331                 | 16,789                  | 20,693                |
| Bakery                              | 90,764                    | 90,813                | 192,873                 | 185,746               |
| Other                               | 8,145                     | 5,862                 | 13,471                  | 11,034                |
| <b>Total Food Service</b>           | <b>\$181,425</b>          | <b>\$179,465</b>      | <b>\$369,315</b>        | <b>\$361,729</b>      |
| <b>Retail Supermarket</b>           |                           |                       |                         |                       |
| Soft pretzels                       | \$10,829                  | \$10,081              | \$21,015                | \$20,593              |
| Frozen juices and ices              | 14,668                    | 15,438                | 25,664                  | 25,165                |
| Handhelds                           | 2,479                     | 2,763                 | 5,047                   | 5,789                 |
| Coupon redemption                   | (507 )                    | (618 )                | (1,201 )                | (1,369 )              |
| Other                               | 340                       | 420                   | 699                     | 982                   |
| <b>Total Retail Supermarket</b>     | <b>\$27,809</b>           | <b>\$28,084</b>       | <b>\$51,224</b>         | <b>\$51,160</b>       |
| <b>Frozen Beverages</b>             |                           |                       |                         |                       |
| Beverages                           | \$33,603                  | \$33,127              | \$65,039                | \$66,270              |
| Repair and maintenance service      | 20,034                    | 19,308                | 39,777                  | 38,312                |

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|                        |          |          |           |           |
|------------------------|----------|----------|-----------|-----------|
| Machines revenue       | 13,161   | 5,854    | 22,065    | 13,327    |
| Other                  | 270      | 263      | 494       | 513       |
| Total Frozen Beverages | \$67,068 | \$58,552 | \$127,375 | \$118,422 |

|                    |           |           |           |           |
|--------------------|-----------|-----------|-----------|-----------|
| Consolidated Sales | \$276,302 | \$266,101 | \$547,914 | \$531,311 |
|--------------------|-----------|-----------|-----------|-----------|

Depreciation and Amortization:

|                                     |          |          |          |          |
|-------------------------------------|----------|----------|----------|----------|
| Food Service                        | \$6,616  | \$6,041  | \$12,938 | \$13,139 |
| Retail Supermarket                  | 320      | 358      | 655      | 648      |
| Frozen Beverages                    | 5,066    | 4,754    | 10,044   | 9,352    |
| Total Depreciation and Amortization | \$12,002 | \$11,153 | \$23,637 | \$23,139 |

Operating Income :

|                        |          |          |          |          |
|------------------------|----------|----------|----------|----------|
| Food Service           | \$19,580 | \$18,535 | \$38,041 | \$34,435 |
| Retail Supermarket     | 2,641    | 2,534    | 4,088    | 5,092    |
| Frozen Beverages       | 2,550    | 2,472    | 4,724    | 5,242    |
| Total Operating Income | \$24,771 | \$23,541 | \$46,853 | \$44,769 |

Capital Expenditures:

|                            |          |          |          |          |
|----------------------------|----------|----------|----------|----------|
| Food Service               | \$8,403  | \$6,259  | \$14,681 | \$15,700 |
| Retail Supermarket         | 581      | 103      | 1,133    | 103      |
| Frozen Beverages           | 5,530    | 5,296    | 10,537   | 10,478   |
| Total Capital Expenditures | \$14,514 | \$11,658 | \$26,351 | \$26,281 |

Assets:

|                    |           |           |           |           |
|--------------------|-----------|-----------|-----------|-----------|
| Food Service       | \$705,724 | \$652,850 | \$705,724 | \$652,850 |
| Retail Supermarket | 23,338    | 23,783    | 23,338    | 23,783    |
| Frozen Beverages   | 223,650   | 210,916   | 223,650   | 210,916   |
| Total Assets       | \$952,712 | \$887,549 | \$952,712 | \$887,549 |

Note 10 Our three reporting units, which are also reportable segments, are Food Service, Retail Supermarkets and Frozen Beverages.

The carrying amounts of acquired intangible assets for the Food Service, Retail Supermarkets and Frozen Beverage segments as of March 30, 2019 and September 29, 2018 are as follows:

|                                    | March 30, 2019  |                          | September 29, 2018 |                          |
|------------------------------------|-----------------|--------------------------|--------------------|--------------------------|
|                                    | Gross           |                          | Gross              |                          |
|                                    | Carrying Amount | Accumulated Amortization | Carrying Amount    | Accumulated Amortization |
|                                    | (in thousands)  |                          |                    |                          |
| FOOD SERVICE                       |                 |                          |                    |                          |
| Indefinite lived intangible assets |                 |                          |                    |                          |
| Trade names                        | \$ 16,628       | \$ -                     | \$ 16,628          | \$ -                     |
| Amortized intangible assets        |                 |                          |                    |                          |
| Non compete agreements             | 858             | 547                      | 980                | 538                      |
| Customer relationships             | 19,900          | 8,989                    | 20,510             | 8,600                    |
| License and rights                 | 1,690           | 1,185                    | 1,690              | 1,143                    |
| TOTAL FOOD SERVICE                 | \$ 39,076       | \$ 10,721                | \$ 39,808          | \$ 10,281                |
| RETAIL SUPERMARKETS                |                 |                          |                    |                          |
| Indefinite lived intangible assets |                 |                          |                    |                          |
| Trade names                        | \$ 6,557        | \$ -                     | \$ 6,557           | \$ -                     |
| Amortized Intangible Assets        |                 |                          |                    |                          |
| Trade names                        | 649             | 324                      | 649                | 260                      |
| Customer relationships             | 7,979           | 4,024                    | 7,979              | 3,623                    |
| TOTAL RETAIL SUPERMARKETS          | \$ 15,185       | \$ 4,348                 | \$ 15,185          | \$ 3,883                 |
| FROZEN BEVERAGES                   |                 |                          |                    |                          |
| Indefinite lived intangible assets |                 |                          |                    |                          |
| Trade names                        | \$ 9,315        | \$ -                     | \$ 9,315           | \$ -                     |
| Distribution rights                | 6,900           | -                        | 6,900              | -                        |
| Amortized intangible assets        |                 |                          |                    |                          |
| Customer relationships             | 257             | 89                       | 257                | 76                       |
| Licenses and rights                | 1,400           | 898                      | 1,400              | 863                      |
| TOTAL FROZEN BEVERAGES             | \$ 17,872       | \$ 987                   | \$ 17,872          | \$ 939                   |
| CONSOLIDATED                       | \$ 72,133       | \$ 16,056                | \$ 72,865          | \$ 15,103                |





Fully amortized intangible assets have been removed from the March 30, 2019 amounts.

Amortizing intangible assets are being amortized by the straight-line method over periods ranging from 2 to 20 years and amortization expense is reflected throughout operating expenses.

Aggregate amortization expense of intangible assets for the three months ended March 30, 2019 and March 31, 2018 was \$831,000 and \$931,000, respectively. Aggregate amortization expense of intangible assets for the six months ended March 30, 2019 and March 31, 2018 was \$1,686,000 and \$1,750,000, respectively.

Estimated amortization expense for the next five fiscal years is approximately \$3,300,000 in 2019, \$3,000,000 in 2020, \$2,400,000 in 2021, and \$2,300,000 in 2022 and in 2023. The weighted amortization period of the intangible assets is 10.7 years.

## Goodwill

The carrying amounts of goodwill for the Food Service, Retail Supermarket and Frozen Beverage segments are as follows:

|                               | Food<br>Service<br>(in thousands) | Retail<br>Supermarket | Frozen<br>Beverages | Total     |
|-------------------------------|-----------------------------------|-----------------------|---------------------|-----------|
| Balance at March 30, 2019     | \$61,665                          | \$ 3,670              | \$ 37,176           | \$102,511 |
| Balance at September 29, 2018 | \$61,665                          | \$ 3,670              | \$ 37,176           | \$102,511 |

Note We have classified our investment securities as marketable securities held to maturity and available for sale. The FASB defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As

a basis for considering such assumptions, the FASB has established three levels of inputs that may be used to measure fair value:

Level 1 Observable input such as quoted prices in active markets for identical assets or liabilities;

Level 2 Observable inputs, other than Level 1 inputs in active markets, that are observable either directly or indirectly; and

Level 3 Unobservable inputs for which there is little or no market data, which require the reporting entity to develop its own assumptions.

Marketable securities held to maturity and available for sale consist primarily of investments in mutual funds, preferred stock and corporate bonds. The fair values of mutual funds are based on quoted market prices in active markets and are classified within Level 1 of the fair value hierarchy. The fair values of preferred stock, corporate bonds and certificates of deposit are based on quoted prices for identical or similar instruments in markets that are not active. As a result, preferred stock, corporate bonds and certificates of deposit are classified within Level 2 of the fair value hierarchy.

The amortized cost, unrealized gains and losses, and fair market values of our investment securities held to maturity at March 30, 2019 are summarized as follows:

|                                              | <b>Amortized Cost</b> | <b>Gross Unrealized Gains</b> | <b>Gross Unrealized Losses</b> | <b>Fair Market Value</b> |
|----------------------------------------------|-----------------------|-------------------------------|--------------------------------|--------------------------|
|                                              | <b>(in thousands)</b> |                               |                                |                          |
| Corporate Bonds                              | \$ 136,241            | \$ 512                        | \$ 459                         | \$ 136,294               |
| Certificates of Deposit                      | 2,880                 | 2                             | 2                              | 2,880                    |
| Total marketable securities held to maturity | \$ 139,121            | \$ 514                        | \$ 461                         | \$ 139,174               |

The amortized cost, unrealized gains and losses, and fair market values of our investment securities available for sale at March 30, 2019 are summarized as follows:

|                                                | <b>Amortized Cost</b> | <b>Gross Unrealized Gains</b> | <b>Gross Unrealized Losses</b> | <b>Fair Market Value</b> |
|------------------------------------------------|-----------------------|-------------------------------|--------------------------------|--------------------------|
|                                                | <b>(in thousands)</b> |                               |                                |                          |
| Mutual Funds                                   | \$ 5,549              | \$ -                          | \$ 362                         | \$ 5,187                 |
| Preferred Stock                                | 15,681                | 291                           | 8                              | 15,964                   |
| Total marketable securities available for sale | \$ 21,230             | \$ 291                        | \$ 370                         | \$ 21,151                |

The mutual funds seek current income with an emphasis on maintaining low volatility and overall moderate duration. The Fixed-to-Floating Perpetual Preferred Stock generate fixed income to call dates in 2019, 2020 and 2025 and then income is based on a spread above LIBOR if the securities are not called. The mutual funds and Fixed-to-Floating Perpetual Preferred Stock do not have contractual maturities; however, we classify them as long term assets as it is our intent to hold them for a period of over one year, although we may sell some or all of them depending on presently unanticipated needs for liquidity or market conditions. The corporate bonds generate fixed income to maturity dates in 2019 through 2022, with \$106 million maturing within 2 years. Our expectation is that we will hold the corporate bonds to their maturity dates and redeem them at our amortized cost.

The amortized cost, unrealized gains and losses, and fair market values of our investment securities held to maturity at September 29, 2018 are summarized as follows:

|                                              | <b>Amortized Cost</b> | <b>Gross Unrealized Gains</b> | <b>Gross Unrealized Losses</b> | <b>Fair Market Value</b> |
|----------------------------------------------|-----------------------|-------------------------------|--------------------------------|--------------------------|
|                                              | <b>(in thousands)</b> |                               |                                |                          |
| Corporate Bonds                              | \$ 136,933            | \$ 28                         | \$ 1,520                       | \$ 135,441               |
| Certificates of Deposit                      | 2,880                 | -                             | 7                              | 2,873                    |
| Total marketable securities held to maturity | \$ 139,813            | \$ 28                         | \$ 1,527                       | \$ 138,314               |

The amortized cost, unrealized gains and losses, and fair market values of our investment securities available for sale at September 29, 2018 are summarized as follows:

|                                                | <b>Amortized Cost</b> | <b>Gross Unrealized Gains</b> | <b>Gross Unrealized Losses</b> | <b>Fair Market Value</b> |
|------------------------------------------------|-----------------------|-------------------------------|--------------------------------|--------------------------|
|                                                | <b>(in thousands)</b> |                               |                                |                          |
| Mutual Funds                                   | \$ 8,978              | \$ -                          | \$ 295                         | \$ 8,683                 |
| Preferred Stock                                | 15,680                | 380                           | -                              | 16,060                   |
| Total marketable securities available for sale | \$ 24,658             | \$ 380                        | \$ 295                         | \$ 24,743                |

The amortized cost and fair value of the Company's held to maturity securities by contractual maturity at March 30, 2019 and September 29, 2018 are summarized as follows:

|                                        | <b>March 30, 2019</b> |                          | <b>September 29, 2018</b> |                          |
|----------------------------------------|-----------------------|--------------------------|---------------------------|--------------------------|
|                                        | <b>Amortized Cost</b> | <b>Fair Market Value</b> | <b>Amortized Cost</b>     | <b>Fair Market Value</b> |
|                                        | <b>(in thousands)</b> |                          |                           |                          |
| Due in one year or less                | \$22,228              | \$22,188                 | \$21,048                  | \$21,001                 |
| Due after one year through five years  | 116,893               | 116,986                  | 118,765                   | 117,313                  |
| Due after five years through ten years | -                     | -                        | -                         | -                        |
| Total held to maturity securities      | \$139,121             | \$139,174                | \$139,813                 | \$138,314                |
| Less current portion                   | 22,228                | 22,188                   | 21,048                    | 21,001                   |
| Long term held to maturity securities  | \$116,893             | \$116,986                | \$118,765                 | \$117,313                |

Proceeds from the redemption and sale of marketable securities were \$6,012,000 and \$23,137,000 in the three and six months ended March 30, 2019 and were \$10,357,000 and \$29,453,000 in the three and six months ended March 31, 2018, respectively. Realized losses of \$18,000 and \$17,000 were recorded in the three and six months ended March 30, 2019 and realized gains of \$3,000 were recorded in each of the three and six months ended March 31, 2018. We use the specific identification method to determine the cost of securities sold. Under new accounting guidance adopted on the first day of this fiscal year, recognized unrealized gains on marketable securities of \$760,000 and recognized unrealized losses of \$267,000 were recorded in the three months and six months ended March 30, 2019, respectively.

Note 12 Changes to the components of accumulated other comprehensive loss are as follows:

|                                                                  | <b>Three Months Ended March 30, 2019</b><br><b>(unaudited)</b><br><b>(in thousands)</b> |                                                         |              | <b>Six Months Ended March 30, 2019</b><br><b>(unaudited)</b><br><b>(in thousands)</b> |                                                         |              |
|------------------------------------------------------------------|-----------------------------------------------------------------------------------------|---------------------------------------------------------|--------------|---------------------------------------------------------------------------------------|---------------------------------------------------------|--------------|
|                                                                  | <b>Foreign Currency Translation Adjustments</b>                                         | <b>Unrealized Holding Gain on Marketable Securities</b> | <b>Total</b> | <b>Foreign Currency Translation Adjustments</b>                                       | <b>Unrealized Holding Gain on Marketable Securities</b> | <b>Total</b> |
| Beginning Balance                                                | \$(13,438)                                                                              | \$ -                                                    | \$(13,438)   | \$(12,079)                                                                            | \$ 85                                                   | \$(11,994)   |
| Other comprehensive income (loss) before reclassifications       | 394                                                                                     | -                                                       | 394          | (965 )                                                                                | -                                                       | (965 )       |
| Amounts reclassified from accumulated other comprehensive income | -                                                                                       | -                                                       | -            | -                                                                                     | (85 )                                                   | (85 )        |
| Ending Balance                                                   | \$(13,044)                                                                              | \$ -                                                    | \$(13,044)   | \$(13,044)                                                                            | \$ -                                                    | \$(13,044)   |

|                                                            | <b>Three Months Ended March 31, 2018</b><br><b>(unaudited)</b><br><b>(in thousands)</b> |                                                                |              | <b>Six Months Ended March 31, 2018</b><br><b>(unaudited)</b><br><b>(in thousands)</b> |                                                                |              |
|------------------------------------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------|---------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------|
|                                                            | <b>Foreign Currency Translation Adjustments</b>                                         | <b>Unrealized Holding Gain (Loss) on Marketable Securities</b> | <b>Total</b> | <b>Foreign Currency Translation Adjustments</b>                                       | <b>Unrealized Holding Gain (Loss) on Marketable Securities</b> | <b>Total</b> |
| Beginning Balance                                          | \$(13,228)                                                                              | \$ 356                                                         | \$(12,872)   | \$(9,341 )                                                                            | \$ 466                                                         | \$(8,875 )   |
| Other comprehensive income (loss) before reclassifications | 1,898                                                                                   | (184 )                                                         | 1,714        | (1,989 )                                                                              | (294 )                                                         | (2,283 )     |



|                                                                  |            |        |            |            |        |            |
|------------------------------------------------------------------|------------|--------|------------|------------|--------|------------|
| Amounts reclassified from accumulated other comprehensive income | -          | -      | -          | -          | -      | -          |
| Ending Balance                                                   | \$(11,330) | \$ 172 | \$(11,158) | \$(11,330) | \$ 172 | \$(11,158) |

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Liquidity and Capital Resources

Our current cash and cash equivalents balances, investments and cash expected to be provided by future operations are our primary sources of liquidity. We believe that these sources, along with our borrowing capacity, are sufficient to fund future growth and expansion. See Note 11 to these financial statements for a discussion of our investment securities.

The Company's Board of Directors declared a regular quarterly cash dividend of \$.50 per share of its common stock payable on April 4, 2019, to shareholders of record as of the close of business on March 14, 2019.

In our fiscal year ended September 29, 2018, we purchased and retired 20,604 shares of our common stock at a cost of \$2,794,027. In the three months and six months ended March 30, 2019 we did not purchase and retire any shares. On August 4, 2017 the Company's Board of Directors authorized the purchase and retirement of 500,000 shares of the Company's common stock; 384,506 shares remain to be purchased under this authorization.

In the three months ended March 30, 2019 and March 31, 2018, fluctuations in the valuation of the Mexican and Canadian currencies and the resulting translation of the net assets of our Mexican and Canadian subsidiaries caused a decrease of \$394,000 in accumulated other comprehensive loss in the 2019 second quarter and a decrease of \$1,898,000 in accumulated other comprehensive loss in the 2018 second quarter. In the six-month period, fluctuations in the valuation of the Mexican and Canadian currencies and the resulting translation of the net assets of our Mexican and Canadian subsidiaries caused an increase of \$965,000 in accumulated other comprehensive loss in the 2019 six-month period and an increase of \$1,989,000 in accumulated other comprehensive loss in the 2018 six-month period.

Our general-purpose bank credit line which expires in November 2021 provides for up to a \$50,000,000 revolving credit facility. The agreement contains restrictive covenants and requires commitment fees in accordance with standard banking practice. There were no outstanding balances under this facility at March 30, 2019.

### RESULTS OF OPERATIONS

Net sales increased \$10,201,000 or 4% to 276,302,000 for the three months and \$16,603,000 or 3% to \$547,914,000 for the six months ended March 30, 2019 compared to the three and six months ended March 31, 2018, respectively.

## FOOD SERVICE

Sales to food service customers increased \$1,960,000 or 1% in the second quarter to \$181,425,000 and increased \$7,586,000 or 2% to \$369,315,000 for the six months. Soft pretzel sales to the food service market increased 2% to \$49,812,000 in the three months and 1% to \$98,803,000 in the six months due primarily to higher sales to school foodservice and throughout our customer base but with lower sales to restaurant chains in the second quarter.

Frozen juices and ices sales decreased 5% to \$8,947,000 in the three months and 1% to \$16,474,000 in the six months as sales to school food service were lower.

Churro sales to food service customers were up 3% in the quarter to \$15,770,000 and up 3% to \$30,905,000 in the six months with sales increases and decreases across our customer base.

Sales of bakery products were essentially unchanged at \$90,764,000 in the second quarter and increased \$7,127,000 or 4% to \$192,873,000 for the six months. For the six months, sales to one co-pack customer accounted for approximately 55% of the sales increase and increased sales to warehouse club stores, schools and mass merchandising chains accounted for the balance of the sales increase.

Sales of handhelds decreased \$1,344,000 or 14% in the quarter and \$3,904,000 or 19% in the six months with the decrease primarily coming from lower sales to co-pack customers because of unsuccessful product launches. Sales of funnel cake increased \$2,185,000, or 39%, to \$7,732,000 in the quarter and \$2,351,000, or 23%, to \$12,692,000 in the six months due to sales to a quick service restaurant under a limited time offer program which ended in the second quarter.

Sales of new products in the first twelve months since their introduction were approximately \$2 million in this quarter and \$7 million in the six months. Price increases were approximately \$4 million for the quarter and \$7 million for the six months and net volume decreases were approximately \$2 million of sales in the quarter and volume was essentially unchanged in the six months.

Operating income in our Food Service segment increased from \$18,535,000 to \$19,580,000 in the quarter and increased from \$34,435,000 to \$38,041,000 in the six months. For the quarter, operating income increased primarily because of lower marketing and distribution expenses and increased pricing. For the six months, operating income improved primarily because of increased bakery sales, price increases and improved operations at several of our manufacturing facilities. Additionally, last year's first quarter had the burden of shutdown costs of our Chambersburg, PA production facility. However, this year's six months was impacted by approximately \$1.4 million of higher distribution expenses primarily due to higher freight rates which increased with the implementation of the electronic logging device mandate in January 2018. Additionally, lower sales of our MARY B's biscuits and related costs due to our recall in January 2018 impacted our operating income by approximately \$500,000 in the first quarter.

## RETAIL SUPERMARKETS

Sales of products to retail supermarkets decreased \$275,000 or 1% to \$27,809,000 in the second quarter and were essentially unchanged at \$51,224,000 for the six months. Soft pretzel sales for the second quarter were up 7% to \$10,829,000 and up 2% to \$21,015,000 for the six months due to increased sales of AUNTIE ANNE'S pretzels. Sales of frozen juices and ices decreased \$770,000 or 5% to \$14,668,000 in the second quarter and increased \$499,000 or 2% in the six months. Handheld sales to retail supermarket customers decreased 10% to \$2,479,000 in the quarter and 13% to \$5,047,000 in the six months as the sales of this product line continue their long term decline.

Sales of new products in the second quarter were approximately \$200,000 and were approximately \$500,000 for the six months. Price increases provided about \$300,000 of sales in the quarter and \$900,000 of sales in the six months and net volume decreased by about \$600,000 for the quarter and \$900,000 for the six months.

Operating income in our Retail Supermarkets segment was \$2,641,000 in this year's second quarter compared to \$2,534,000 in last year's quarter, a 4% increase and decreased to \$4,088,000 in this year's six months compared to \$5,092,000 in last year's six months. For the quarter, operating income benefited from slightly lower marketing and distribution costs and increased pricing. For the six months, increased product and distribution costs combined with the lack of a sales increase were the primary drivers of the decrease in operating income.

## FROZEN BEVERAGES

Frozen beverage and related product sales increased 15% to \$67,068,000 in the second quarter and increased 8% to \$127,375,000 in the six months. Beverage related sales were up 1% to \$33,603,000 in the quarter but down 2% to \$65,039,000 in the six months. Six months' sales were down primarily because last year's first quarter sales were up a very strong 21% compared to the prior year. Gallon sales were unchanged for the three months. Service revenue increased 4% to \$20,034,000 in the second quarter and increased 4% to \$39,777,000 in the six months with sales increases and decreases spread throughout our customer base.

Machines revenue (primarily sales of frozen beverage machines) were \$13,161,000, an increase of \$7,307,000 in the quarter and \$22,065,000, an increase of \$8,738,000 in the six months. Increases in sales to three customers accounted for the higher revenue in the quarter. Operating income in our Frozen Beverage segment increased to \$2,550,000 in this quarter as a result of higher service and machines revenue but down \$518,000 in the six months as a result of lower beverage sales and generally higher costs.



## CONSOLIDATED

Gross profit as a percentage of sales was 28.68% in the second quarter and 29.04% last year. Gross profit as a percentage of sales was 28.49% in the six month period this year and 28.34% last year. Gross profit percentage decreased in the second quarter because of the increase in lower margin machines revenue in our frozen beverages segment. Gross profit percentage for the six months increased because of improved operations at several of our manufacturing facilities, price increases and because last year had the burden of shutting down our Chambersburg, PA production facility and moving its production to other facilities.

Total operating expenses increased \$740,000 in the second quarter and as a percentage of sales decreased to 19.7% from 20.2% last year. For the first half, operating expenses increased \$3,470,000 and as a percentage of sales increased to 20.0% from 19.9% last year. Marketing expenses decreased to 7.9% of sales in this year's quarter from 8.5% last year and were 7.9% in the six months compared to 8.3% of sales in last year's six months primarily because of reduced spending across all of our segments. Distribution expenses were 8.0% of sales in the second quarter and 8.4% of sales in last year's quarter and were 8.4% in this year's six months compared to 8.2% of sales in last year's six months. Distribution expenses increased as a percentage of sales for the six months primarily because of increased freight rates which increased with the implementation of the electronic logging device mandate in January 2018. Our second quarter benefitted from a slight moderation in rates compared to last year. Administrative expenses were 3.6% of sales in the second quarter compared to 3.4% of sales last year in the second quarter and were 3.5% in this year's six months compared to 3.5% of sales in last year's six months.

Operating income increased \$1,230,000 or 5% to \$24,771,000 in the three months and increased \$2,084,000 or 5% to \$46,853,000 in the first six months as a result of the aforementioned items.

Investment income increased by \$1,289,000 and \$840,000 in the second quarter and six months, respectively, resulting from higher amounts invested and higher interest rates. Additionally, the second quarter benefitted from recognized unrealized gains of \$760,000 and the six months were impacted by \$267,000 of recognized unrealized losses.

Other income for last year's six months includes a \$520,000 gain on a sale of property.

Net earnings increased \$2,521,000, or 14%, in the current three month period to \$20,354,000 and were \$37,880,000 for the six month period this year compared to \$54,082,000 for the six month period last year.





Net earnings for last year's six months benefited from a \$20.9 million gain, or \$1.11 per diluted share, on the remeasurement of deferred tax liabilities which was partially offset by a \$1.2 million, or \$.06 per diluted share, provision for the one time repatriation tax, both of which resulted from the Tax Cuts and Jobs Act enacted in December 2017. Excluding the deferred tax gain and the one time repatriation tax, our effective tax rate was 28.7% in last year's six months. Net earnings in this year's six months benefitted by a reduction of approximately \$900,000 in tax as the provision for the one time repatriation tax was reduced as the amount recorded last year was an estimate.

Excluding the reduction in the provision for the one time repatriation tax, our effective tax rate was 27.0% in this year's six months. Our effective tax rate for the second quarter this year was 26.1% and 28.7% for last year's second quarter, as this year benefitted from tax credits on returns filed this quarter and a lower federal tax rate.

There are many factors which can impact our net earnings from year to year and in the long run, among which are the supply and cost of raw materials and labor, insurance costs, factors impacting sales as noted above, the continuing consolidation of our customers, our ability to manage our manufacturing, marketing and distribution activities, our ability to make and integrate acquisitions and changes in tax laws and interest rates.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

There has been no material change in the Company's assessment of its sensitivity to market risk since its presentation set forth, in item 7a. "Quantitative and Qualitative Disclosures About Market Risk," in its 2017 annual report on Form 10-K filed with the SEC.

### Item 4. Controls and Procedures

#### The Chief Executive Officer and the Chief Financial

Officer of the Company (its principal executive officer and principal financial officer, respectively) have concluded, based on their evaluation as of March 30, 2019, that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports filed or submitted by it under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and include controls and procedures designed to ensure that information required to be disclosed by the Company in such reports is accumulated and communicated to the Company's management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow

timely decisions regarding required disclosure.

There has been no change in the Company's internal control over financial reporting during the quarter ended March 30, 2019, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## PART II. OTHER INFORMATION

### Item 6. Exhibits

#### Exhibit No.

31.1 & Certification Pursuant to Section 302 of

31.2 the Sarbanes-Oxley Act of 2002

99.5 & Certification Pursuant to the 18 U.S.C.

99.6 Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

The following financial information from J&J Snack Foods Corp.'s Quarterly Report on Form 10-Q for the quarter ended March 30, 2019, formatted in XBRL (extensible Business Reporting Language):

- (i) Consolidated Balance Sheets,
- 101.1 (ii) Consolidated Statements of Earnings,
- (iii) Consolidated Statements of Comprehensive Income,
- (iv) Consolidated Statements of Cash Flows and
- (v) the Notes to the Consolidated Financial Statements

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

J & J SNACK FOODS CORP.

Dated: May 2, 2019

/s/ Gerald B. Shreiber

Gerald B. Shreiber

Chairman of the Board,

President, Chief Executive

Officer and Director

(Principal Executive Officer)

Dated: May 2, 2019

/s/ Dennis G. Moore

Dennis G. Moore, Senior Vice

President, Chief Financial

Officer and Director

(Principal Financial Officer)

(Principal Accounting Officer)