

J&J SNACK FOODS CORP
Form 10-Q
May 03, 2018

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 31, 2018

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files).

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 12b-2 of the Exchange Act.

Large Accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) 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 12b-2 of the Exchange Act).

Yes No

As April 26, 2018 there were 18,702,016 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)

| | March 31, 2018 (unaudited) | September 30, 2017 |
|--|---|-----------------------------------|
| Assets | | |
| Current assets | | |
| Cash and cash equivalents | \$ 75,205 | \$ 90,962 |
| Marketable securities held to maturity | 50,571 | 59,113 |
| Accounts receivable, net | 126,245 | 124,553 |
| Inventories | 116,086 | 103,268 |
| Prepaid expenses and other | 6,493 | 3,936 |
| Total current assets | 374,600 | 381,832 |
| Property, plant and equipment, at cost | | |
| Land | 2,494 | 2,482 |
| Buildings | 26,582 | 26,741 |
| Plant machinery and equipment | 268,304 | 257,172 |
| Marketing equipment | 281,799 | 278,860 |
| Transportation equipment | 8,729 | 8,449 |
| Office equipment | 26,009 | 25,302 |
| Improvements | 38,236 | 38,003 |
| Construction in progress | 17,445 | 16,880 |
| Total Property, plant and equipment, at cost | 669,598 | 653,889 |
| Less accumulated depreciation and amortization | 438,037 | 426,308 |
| Property, plant and equipment, net | 231,561 | 227,581 |
| Other assets | | |
| Goodwill | 102,511 | 102,511 |
| Other intangible assets, net | 59,522 | 61,272 |
| Marketable securities held to maturity | 86,668 | 60,908 |
| Marketable securities available for sale | 29,915 | 30,260 |
| Other | 2,772 | 2,864 |
| Total other assets | 281,388 | 257,815 |
| Total Assets | \$ 887,549 | \$ 867,228 |
| Liabilities and Stockholders' Equity | | |
| Current Liabilities | | |
| Current obligations under capital leases | \$ 347 | \$ 340 |
| Accounts payable | 72,653 | 72,729 |
| Accrued insurance liability | 12,590 | 10,558 |
| Accrued liabilities | 6,263 | 7,753 |
| Accrued compensation expense | 14,767 | 19,826 |

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| | | |
|--|-------------------|-------------------|
| Dividends payable | 8,413 | 7,838 |
| Total current liabilities | 115,033 | 119,044 |
| Long-term obligations under capital leases | 911 | 904 |
| Deferred income taxes | 47,347 | 62,705 |
| Other long-term liabilities | 2,076 | 2,253 |
| Stockholders' Equity | | |
| 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 18,697,000 and 18,663,000 respectively | 22,256 | 17,382 |
| Accumulated other comprehensive loss | (11,158) | (8,875) |
| Retained Earnings | 711,084 | 673,815 |
| Total stockholders' equity | 722,182 | 682,322 |
| Total Liabilities and Stockholders' Equity | \$ 887,549 | \$ 867,228 |

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)

| | Three months ended | | Six months ended | |
|---|--------------------|-----------|------------------|-----------|
| | March | March | March | March |
| | 31, | 25, | 31, | 25, |
| | 2018 | 2017 | 2018 | 2017 |
| Net Sales | \$266,101 | \$246,513 | \$531,311 | \$472,083 |
| Cost of goods sold ⁽¹⁾ | 188,823 | 173,696 | 380,754 | 333,371 |
| Gross Profit | 77,278 | 72,817 | 150,557 | 138,712 |
| Operating expenses | | | | |
| Marketing ⁽²⁾ | 22,507 | 21,529 | 44,083 | 41,864 |
| Distribution ⁽³⁾ | 22,417 | 18,508 | 43,576 | 36,672 |
| Administrative ⁽⁴⁾ | 9,004 | 8,718 | 18,360 | 16,816 |
| Other general income | (191) | (49) | (231) | (78) |
| Total Operating Expenses | 53,737 | 48,706 | 105,788 | 95,274 |
| Operating Income | 23,541 | 24,111 | 44,769 | 43,438 |
| Other income (expense) | | | | |
| Investment income | 1,493 | 1,175 | 2,982 | 2,402 |
| Interest expense & other | (33) | (545) | 476 | (571) |
| Earnings before income taxes | 25,001 | 24,741 | 48,227 | 45,269 |
| Income taxes | 7,168 | 8,754 | (5,855) | 15,742 |
| NET EARNINGS | \$17,833 | \$15,987 | \$54,082 | \$29,527 |
| Earnings per diluted share | \$0.95 | \$0.85 | \$2.88 | \$1.57 |
| Weighted average number of diluted shares | 18,803 | 18,821 | 18,790 | 18,804 |
| Earnings per basic share | \$0.95 | \$0.85 | \$2.90 | \$1.58 |
| Weighted average number of basic shares | 18,685 | 18,711 | 18,675 | 18,698 |

(1) Includes share-based compensation expense of \$199 and \$417 for the three months and six months ended March 31, 2018, respectively and \$155 and \$337 for the three months and six months ended March 25, 2017.

- (2) Includes share-based compensation expense of \$309 and \$648 for the three months and six months ended March 31, 2018, respectively and \$224 and \$486 for the three months and six months ended March 25, 2017.
- (3) Includes share-based compensation expense of \$17 and \$37 for the three months and six months ended March 31, 2018, respectively and \$15 and \$33 for the three months and six months ended March 25, 2017.
- (4) Includes share-based compensation expense of \$389 and \$766 for the three months and six months ended March 31, 2018, respectively and \$288 and \$573 for the three months and six months ended March 25, 2017.

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)

| | Three months ended | | Six months ended | |
|---|--------------------|----------------|------------------|----------------|
| | March 31, 2018 | March 25, 2017 | March 31, 2018 | March 25, 2017 |
| Net Earnings | \$17,833 | \$15,987 | \$54,082 | \$29,527 |
| Foreign currency translation adjustments | 1,898 | 1,894 | (1,989) | 790 |
| Unrealized holding (loss) gain on marketable securities | (184) | 598 | (294) | 495 |
| Total Other Comprehensive Income (loss), net of tax | 1,714 | 2,492 | (2,283) | 1,285 |
| Comprehensive Income | \$19,547 | \$18,479 | \$51,799 | \$30,812 |

The accompanying notes are an integral part of these statements.

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

| | Six Months Ended | |
|---|------------------|-----------|
| | March | March |
| | 31, | 25, |
| | 2018 | 2017 |
| Operating activities: | | |
| Net earnings | \$54,082 | \$29,527 |
| Adjustments to reconcile net earnings to net cash provided by operating activities: | | |
| Depreciation of fixed assets | 21,360 | 18,431 |
| Amortization of intangibles and deferred costs | 1,779 | 2,279 |
| Share-based compensation | 1,914 | 1,429 |
| Deferred income taxes | (15,360) | (323) |
| Gain on redemption and sales of marketable securities | (3) | - |
| Other | (150) | 498 |
| Changes in assets and liabilities net of effects from purchase of companies | | |
| Increase in accounts receivable | (1,821) | (7,940) |
| Increase in inventories | (12,789) | (10,866) |
| (Increase) decrease in prepaid expenses | (2,560) | 9,464 |
| Decrease in accounts payable and accrued liabilities | (4,555) | (1,737) |
| Net cash provided by operating activities | 41,897 | 40,762 |
| Investing activities: | | |
| Purchases of companies, net of cash acquired and debt assumed | - | (31,111) |
| Purchases of property, plant and equipment | (26,281) | (32,983) |
| Purchases of marketable securities | (47,172) | (23,726) |
| Proceeds from redemption and sales of marketable securities | 29,453 | 5,104 |
| Proceeds from disposal of property and equipment | 1,492 | 964 |
| Other | 86 | (163) |
| Net cash used in investing activities | (42,422) | (81,915) |
| Financing activities: | | |
| Payments to repurchase common stock | - | (1,682) |
| Proceeds from issuance of stock | 2,960 | 3,218 |
| Payments on capitalized lease obligations | (188) | (182) |
| Payment of cash dividend | (16,239) | (15,133) |
| Net cash used in financing activities | (13,467) | (13,779) |
| Effect of exchange rate on cash and cash equivalents | (1,765) | 555 |
| Net decrease in cash and cash equivalents | (15,757) | (54,377) |
| Cash and cash equivalents at beginning of period | 90,962 | 140,652 |
| Cash and cash equivalents at end of period | \$75,205 | \$86,275 |

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 30, 2017*.

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 31, 2018* and *March 25, 2017* are *not* necessarily indicative of results for the full year. Sales of our frozen beverages and frozen juices and ices are generally higher in the *third* and *fourth* quarters due to warmer weather.

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 30, 2017*.

Note
2 We recognize revenue from our products when the products are shipped to our customers. Repair and maintenance equipment service revenue is recorded when it is performed provided the customer terms are that the customer is to be charged on a time and material basis or on a straight-line basis over the term of the contract when the customer has signed a service contract. Revenue is recognized only where persuasive evidence of an arrangement exists, our price is fixed or determinable and collectability is reasonably assured. We record offsets to revenue for allowances, end-user pricing adjustments, trade spending, coupon redemption costs and returned product. Customers generally do *not* have the right to return product unless it is damaged or defective. We provide an allowance for doubtful receivables after taking into consideration historical experience and other factors. The allowance for doubtful receivables was *\$470,000* and *\$359,000* at *March 31, 2018* and *September 30, 2017*, 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 3 to 20 years. Depreciation expense was \$10,208,000 and \$9,703,000 for the *three* months ended *March 31, 2018* and *March 25, 2017*, respectively, and \$21,360,000 and \$18,431,000 for the *six* months ended *March 31, 2018* and *March 25, 2017*, 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 31, 2018 | | |
|--|--|--------|----------------------|
| | Income | Shares | Per Share |
| | (Numerator) | | (Denominator) Amount |
| | (in thousands, except per share amounts) | | |
| Basic EPS | | | |
| Net Earnings available to common stockholders | \$17,833 | 18,685 | \$ 0.95 |
| Effect of Dilutive Securities | | | |
| Options | - | 118 | - |
| Diluted EPS | | | |
| 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) | | |
| Basic EPS | | | |

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| | | | |
|--|----------|--------|---------|
| Net Earnings available to common stockholders | \$54,082 | 18,675 | \$ 2.90 |
| Effect of Dilutive Securities | | | |
| Options | - | 115 | (0.02) |
| Diluted EPS | | | |
| 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*.

| | Three Months Ended March 25, 2017 | | |
|--|--|-------------------------|---------------------|
| | Income (Numerator) | Shares (Denominator) | Per Share Amount |
| | (in thousands, except per share amounts) | | |
| Basic EPS | | | |
| Net Earnings available to common stockholders | \$15,987 | 18,711 | \$ 0.85 |
| Effect of Dilutive Securities | | | |
| Options | - | 110 | - |
| Diluted EPS | | | |
| Net Earnings available to common stockholders plus assumed conversions | \$15,987 | 18,821 | \$ 0.85 |

2,500 anti-dilutive shares have been excluded in the computation of EPS for the *three* months ended *March 25, 2017*.

| | Six Months Ended March 25, 2017 | | |
|--|--|-------------------------|---------------------|
| | Income (Numerator) | Shares (Denominator) | Per Share Amount |
| | (in thousands, except per share amounts) | | |
| Basic EPS | | | |
| Net Earnings available to common stockholders | \$29,527 | 18,698 | \$ 1.58 |
| Effect of Dilutive Securities | | | |
| Options | - | 106 | (0.01) |
| Diluted EPS | | | |
| Net Earnings available to common stockholders plus assumed conversions | \$29,527 | 18,804 | \$ 1.57 |

158,494 anti-dilutive shares have been excluded in the computation of EPS for the *six* months ended *March 25, 2017*

Note At *March 31, 2018*, the Company has *three* stock-based employee compensation plans. Share-based
5 compensation expense (benefit) was recognized as follows:

| | Three months ended | | Six months ended | |
|---|--------------------------|----------------------|----------------------|----------------------|
| | March 31, 2018 | March 25, 2017 | March 31, 2018 | March 25, 2017 |
| Stock Options | \$471 | \$ 66 | \$1,086 | \$(145) |
| Stock purchase plan | 66 | 61 | 266 | 235 |
| Stock issued to an outside director | 32 | 28 | 32 | 28 |
| Restricted stock issued to an employee | 1 | 1 | 2 | 2 |
| Total share-based compensation | \$570 | \$ 156 | \$1,386 | \$ 120 |
| The above compensation is net of tax benefits | \$344 | \$ 526 | \$482 | \$1,309 |

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 2018 *first six months*: expected volatility of 16.8%; risk-free interest rate of 2.6%; dividend rate of 1.3% and expected lives of 5 years.

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.

During the fiscal year 2017 *six month period*, the Company granted 158,794 stock options. The weighted-average grant date fair value of these options was \$18.84.

Expected volatility is based on the historical volatility of the price of our common shares over the past 50 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.

Note We account for our income taxes under the liability method. Under the liability method, deferred tax assets and
6 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 \$384,000 and \$374,000 on *March 31, 2018* and *September 30, 2017*, 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 31, 2018*, and *September 30, 2017*, respectively, the Company has \$249,000 and \$239,000 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 the *six* months ended *March 31, 2018* benefited from a \$20.9 million, or \$1.11 per diluted share, gain on the remeasurement of deferred tax liabilities and a \$3.9 million, or \$0.21 per diluted share, reduction in income taxes related primarily to the lower corporate tax rate enacted under the Tax Cuts and Jobs Act in *December 2017*. Net earnings for the *six* months were impacted by a \$1.2 million, or \$.06 per diluted share, provision for the *one* time repatriation tax required under the new tax law. For the *three* months ended *March 31, 2018*, net earnings benefited by a \$1.9 million, or \$.10 per diluted share, reduction in income taxes primarily related to the lower corporate tax rate. Excluding the deferred tax gain and the *one*-time repatriation tax, our effective tax rate decreased to 28.7% from 35.4% in the prior year quarter and to 28.6% from 34.8% from the previous year *six* months reflecting the reduction in the federal statutory rate to 21% from 35% on *January 1, 2018*. The gain on the remeasurement of deferred tax liabilities and the *one*-time repatriation tax are preliminary estimates.

On *December 22, 2017*, the SEC issued guidance under Staff Accounting Bulletin *No. 118*, Income Tax Accounting Implications of the Tax Cuts and Jobs Act (“SAB 118”) directing taxpayers to consider the impact of the U.S. legislation as “provisional” when it does *not* have the necessary information available, prepared or analyzed (including computations) in reasonable detail to complete its accounting for the change in tax law. In accordance with SAB 118, the estimated income tax net benefit \$1.9 million for the *three* months and \$23.6 million for the *six* months represents our best estimate based on interpretation of the U.S. legislation as we are still accumulating data to finalize the underlying calculations, or in certain cases, the U.S. Treasury is expected to issue further guidance on the application of certain provisions of the U.S. legislation. In accordance with SAB 118, the additional estimated income tax net benefit of \$1.9 million for the *three* months and \$23.6 million for the *six* months are considered provisional and will be finalized before *December 22, 2018*.

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 have performed a review of the requirements of the new revenue standard and are in the process of reviewing customer contracts and applying the *five*-step model of this new guidance to each contract category we have identified and will compare the results to our current accounting practices. We plan to adopt this guidance on the *first* day of our fiscal *2019* year. We will apply the modified retrospective transition method, which would result in an adjustment to retained earnings for the cumulative effect, if any, of applying the standard to contracts in process as of the adoption date. Under this method, we would *not* restate the prior financial statements presented. Therefore, this guidance would require additional disclosures of the amount by which each financial statement line item is affected in the fiscal year *2019* reporting period. Our analysis indicates that the impact of this guidance on our consolidated financial statements will *not* be material.

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 present guidance, changes in fair value of equity investments are recognized in Stockholders' Equity. This guidance is effective for our fiscal year ended *September 2019*. Early adoption is *not* permitted. We do *not* anticipate that the adoption of this new guidance will have a material impact on our consolidated financial statements.

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:

| | March 31, 2018 (unaudited) (in thousands) | September 30, 2017 |
|-------------------------|---|--------------------------|
| Finished goods | \$54,383 | \$45,394 |
| Raw Materials | 24,593 | 22,682 |
| Packaging materials | 11,087 | 8,833 |
| Equipment parts & other | 26,023 | 26,359 |
| Total Inventories | \$116,086 | \$103,268 |

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:

| | Three months ended | | Six months ended | |
|--------------------------------|--------------------|-----------|------------------|-----------|
| | March | March | March | March |
| | 31, | 25, | 31, | 25, |
| | 2018 | 2017 | 2018 | 2017 |
| Sales to External Customers: | | | | |
| Food Service | | | | |
| Soft pretzels | \$48,748 | \$42,993 | \$97,769 | \$84,487 |
| Frozen juices and ices | 9,439 | 9,693 | 16,623 | 17,172 |
| Churros | 15,272 | 14,719 | 29,864 | 29,157 |
| Handhelds | 9,331 | 8,102 | 20,693 | 15,581 |
| Bakery | 90,813 | 83,804 | 185,746 | 159,083 |
| Other | 5,862 | 4,767 | 11,034 | 8,895 |
| Total Food Service | \$179,465 | \$164,078 | \$361,729 | \$314,375 |
| Retail Supermarket | | | | |
| Soft pretzels | \$10,081 | \$9,186 | \$20,593 | \$18,130 |
| Frozen juices and ices | 15,438 | 13,191 | 25,165 | 23,042 |
| Handhelds | 2,763 | 3,376 | 5,789 | 6,826 |
| Coupon redemption | (618) | (895) | (1,369) | (2,154) |
| Other | 420 | 754 | 982 | 1,387 |
| Total Retail Supermarket | \$28,084 | \$25,612 | \$51,160 | \$47,231 |
| Frozen Beverages | | | | |
| Beverages | \$34,286 | \$31,822 | \$68,589 | \$60,098 |
| Repair and maintenance service | 19,308 | 17,687 | 38,312 | 35,778 |
| Machines sales | 4,695 | 7,012 | 11,008 | 14,051 |
| Other | 263 | 302 | 513 | 550 |
| Total Frozen Beverages | \$58,552 | \$56,823 | \$118,422 | \$110,477 |

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| | | | | |
|-------------------------------------|-----------|-----------|-----------|-----------|
| Consolidated Sales | \$266,101 | \$246,513 | \$531,311 | \$472,083 |
| Depreciation and Amortization: | | | | |
| Food Service | \$6,041 | \$6,395 | \$13,139 | \$12,127 |
| Retail Supermarket | 358 | 360 | 648 | 638 |
| Frozen Beverages | 4,754 | 4,044 | 9,352 | 7,945 |
| Total Depreciation and Amortization | \$11,153 | \$10,799 | \$23,139 | \$20,710 |
| Operating Income: | | | | |
| Food Service | \$18,535 | \$19,636 | \$34,435 | \$36,690 |
| Retail Supermarket | 2,534 | 2,454 | 5,092 | 3,500 |
| Frozen Beverages | 2,472 | 2,021 | 5,242 | 3,248 |
| Total Operating Income | \$23,541 | \$24,111 | \$44,769 | \$43,438 |
| Capital Expenditures: | | | | |
| Food Service | \$6,259 | \$12,026 | \$15,700 | \$18,613 |
| Retail Supermarket | 103 | 131 | 103 | 213 |
| Frozen Beverages | 5,296 | 9,427 | 10,478 | 14,157 |
| Total Capital Expenditures | \$11,658 | \$21,584 | \$26,281 | \$32,983 |
| Assets: | | | | |
| Food Service | \$652,850 | \$616,971 | \$652,850 | \$616,971 |
| Retail Supermarket | 23,783 | 23,502 | 23,783 | 23,502 |
| Frozen Beverages | 210,916 | 184,564 | 210,916 | 184,564 |
| Total Assets | \$887,549 | \$825,037 | \$887,549 | \$825,037 |

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 31, 2018* and *September 30, 2017* are as follows:

| | March 31, 2018 | | September 30, 2017 | |
|------------------------------------|------------------------|---------------------|---------------------------|---------------------|
| | Gross | Accumulated | Gross | Accumulated |
| | Carrying Amount | Amortization | Carrying Amount | Amortization |
| | (in thousands) | | | |
| FOOD SERVICE | | | | |
| Indefinite lived intangible assets | | | | |
| Trade Names | \$16,628 | \$- | \$16,628 | \$- |
| Amortized intangible assets | | | | |
| Non compete agreements | 980 | 394 | 980 | 263 |
| Customer relationships | 20,510 | 7,539 | 20,510 | 6,476 |
| License and rights | 1,690 | 1,101 | 1,690 | 1,058 |
| TOTAL FOOD SERVICE | \$39,808 | \$9,034 | \$39,808 | \$ 7,797 |
| RETAIL SUPERMARKETS | | | | |
| Indefinite lived intangible assets | | | | |
| Trade Names | \$6,557 | \$- | \$6,557 | \$- |
| Amortized Intangible Assets | | | | |
| Trade Names | 649 | 195 | 649 | 130 |
| Customer relationships | 7,979 | 3,223 | 7,979 | 2,822 |
| TOTAL RETAIL SUPERMARKETS | \$15,185 | \$3,418 | \$15,185 | \$ 2,952 |
| FROZEN BEVERAGES | | | | |
| Indefinite lived intangible assets | | | | |
| Trade Names | \$9,315 | \$- | \$9,315 | \$- |
| Distribution rights | 6,900 | - | 6,900 | - |
| Amortized intangible assets | | | | |
| Customer relationships | 257 | 63 | 257 | 50 |
| Licenses and rights | 1,400 | 828 | 1,400 | 794 |
| TOTAL FROZEN BEVERAGES | \$17,872 | \$891 | \$17,872 | \$ 844 |
| CONSOLIDATED | \$72,865 | \$13,343 | \$72,865 | \$ 11,593 |

Amortized intangible assets are being amortized by the straight-line method over periods ranging from 3 to 20 years and amortization expense is reflected throughout operating expenses. In last year's fiscal year, intangible assets of \$6,957,000 were acquired in an ICEE distributor acquisition in our frozen beverage segment, intangible assets of \$15,760,000 were acquired in the Hill & Valley acquisition in our food service segment and intangible assets of \$576,000 were acquired in the Labriola Baking acquisition, also in our food service segment. Aggregate amortization expense of intangible assets for the *three* months ended *March 31, 2018* and *March 25, 2017* was \$931,000 and \$1,021,000, respectively and for the *six* months ended *March 31, 2018* and *March 25, 2017* was \$1,750,000 and \$2,129,000, respectively

Estimated amortization expense for the next *five* fiscal years is approximately \$3,500,000 in 2018, \$3,400,000 in 2019, \$3,000,000 in 2020, \$2,400,000 in 2021 and \$2,300,000 in 2022. The weighted amortization period of the intangible assets is 10.8 years.

Goodwill

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

| | Food Service | Retail Supermarket | Frozen Beverages | Total |
|-------------------------------|-----------------|-----------------------|---------------------|-----------|
| | (in thousands) | | | |
| Balance at March 31, 2018 | \$61,665 | \$3,670 | \$37,176 | \$102,511 |
| Balance at September 30, 2017 | \$61,665 | \$3,670 | \$37,176 | \$102,511 |

In last year's fiscal year, goodwill of \$1,236,000 was acquired in an ICEE distributor acquisition in our frozen beverage segment, goodwill of \$14,175,000 was acquired in the Hill & Valley acquisition in our food service segment and goodwill of \$658,000 was acquired in our Labriola Baking acquisition, also in our food service segment.

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 Note an orderly transaction between market participants. As such, fair value is a market-based measurement that *II* 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 inputs such as quoted prices in active markets for identical assets or liabilities;

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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 31, 2018* are summarized as follows:

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Market Value |
|--|-------------------|------------------------------|-------------------------------|-------------------------|
| | | (in thousands) | | |
| Corporate Bonds | \$ 130,359 | \$45 | \$ 1,478 | \$128,926 |
| Certificates of Deposit | 6,880 | 3 | 5 | 6,878 |
| Total marketable securities held to maturity | \$ 137,239 | \$48 | \$ 1,483 | \$135,804 |

The amortized cost, unrealized gains and losses, and fair market values of our investment securities available for sale at *March 31, 2018* are summarized as follows:

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Market Value |
|--|-------------------|------------------------------|-------------------------------|-------------------------|
| | | (in thousands) | | |
| Mutual Funds | \$ 12,952 | \$- | \$ 234 | \$12,718 |
| Preferred Stock | 16,791 | 517 | 111 | 17,197 |
| Total marketable securities available for sale | \$ 29,743 | \$517 | \$ 345 | \$29,915 |

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 2018, 2019 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 2018 through 2021, with \$126 million maturing within 3 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 30, 2017* are summarized as follows:

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Market Value |
|--|-----------------------|-------------------------------|--------------------------------|--------------------------|
| | (in thousands) | | | |
| Corporate Bonds | \$114,101 | \$ 424 | \$ 155 | \$114,370 |
| Certificates of Deposit | 5,920 | 18 | 1 | 5,937 |
| Total marketable securities held to maturity | \$120,021 | \$ 442 | \$ 156 | \$120,307 |

The amortized cost, unrealized gains and losses, and fair market values of our investment securities available for sale at *September 30, 2017* are summarized as follows:

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Market Value |
|--|-----------------------|-------------------------------|--------------------------------|--------------------------|
| | (in thousands) | | | |
| Mutual Funds | \$ 13,003 | \$77 | \$ 240 | \$12,840 |
| Preferred Stock | 16,791 | 711 | 82 | 17,420 |
| Total marketable securities available for sale | \$ 29,794 | \$788 | \$ 322 | \$30,260 |

The amortized cost and fair value of the Company's held to maturity securities by contractual maturity at *March 31, 2018* and *September 30, 2017* are summarized as follows:

| | March 31, 2018 | | September 30, 2017 | |
|--|-----------------------|--------------------------|---------------------------|--------------------------|
| | Amortized Cost | Fair Market Value | Amortized Cost | Fair Market Value |
| | (in thousands) | | | |
| Due in one year or less | \$50,571 | \$50,466 | \$59,113 | \$59,194 |
| Due after one year through five years | 86,668 | 85,338 | 60,908 | 61,113 |
| Due after five years through ten years | - | - | - | - |
| Total held to maturity securities | \$137,239 | \$135,804 | \$120,021 | \$120,307 |
| Less current portion | 50,571 | 50,466 | 59,113 | 59,194 |
| Long term held to maturity securities | \$86,668 | \$85,338 | \$60,908 | \$61,113 |

Proceeds from the redemption and sale of marketable securities were \$10,357,000 and \$29,453,000 in the *three* and *six* months ended *March 31, 2018*, and \$4,629,000 and \$5,104,00 in the *three* and *six* months ended *March 25, 2017*, respectively. Gains of \$3,000 and \$3,000 were recorded in the *three* and *six* months ended *March 31, 2018*, respectively and *no* gains or losses were recorded in the *three* and *six* months ended *March 25, 2017*. We use the specific identification method to determine the cost of securities sold.

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

| | Three Months Ended March 31, 2018 (unaudited) (in thousands) | | | Six Months Ended March 31, 2018 (unaudited) (in thousands) | | |
|--|---|---|-------------|---|---|-------------|
| | Foreign | Unrealized Holding Gain (Loss) | Total | Foreign | Unrealized Holding Gain (Loss) | Total |
| | Translation on Marketable Securities | | | Translation on Marketable Securities | | |
| 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) |

| | Three Months Ended March 25, 2017 (unaudited) (in thousands) | | | Six Months Ended March 25, 2017 (unaudited) (in thousands) | | |
|--|---|---|------------|---|---|------------|
| | Foreign Currency Translation Adjustments | Unrealized Holding (Loss) Gain on Marketable Securities | Total | Foreign Currency Translation Adjustments | Unrealized Holding (Loss) Gain on Marketable Securities | Total |
| Beginning Balance | \$(14,190) | \$ (432) | \$(14,622) | \$(13,086) | \$ (329) | \$(13,415) |
| Other comprehensive income before reclassifications | 1,894 | 598 | 2,492 | 790 | 495 | 1,285 |
| Amounts reclassified from accumulated other comprehensive income | - | - | - | - | - | - |
| Ending Balance | \$(12,296) | \$ 166 | \$(12,130) | \$(12,296) | \$ 166 | \$(12,130) |

On December 30, 2016, we acquired Hill & Valley Inc., a premium bakery located in Rock Island, IL, for approximately \$31 million. Hill & Valley, with sales of over \$45 million annually, is a manufacturer of a variety of pre-baked cakes, cookies, pies, muffins and other desserts to retail in-store bakeries. Hill & Valley is a leading brand of Sugar Free and No Sugar Added pre-baked in-store bakery items. Additionally, Hill & Valley sustains strategic private labeling partnerships with retailers nationwide.

Note 13 On May 22, 2017, we acquired an ICEE distributor doing business in Georgia and Tennessee for approximately \$11 million.

On August 16, 2017, we acquired Labriola Baking Company, a bakery of breads and artisan soft pretzels located in Alsip, IL for approximately \$6 million. Labriola Bakery, with sales of approximately \$17 million annually, is a manufacturer of pre-baked breads, rolls and soft pretzels for retail in-store bakery and foodservice outlets nationwide.

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 \$.45 per share of its common stock payable on April 4, 2018, to shareholders of record as of the close of business on March 15, 2018.

In our fiscal year ended September 30, 2017, we purchased and retired 142,665 shares of our common stock at a cost of \$18,228,763. In the three and six months ended March 31, 2018, 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; 405,110 shares remain to be purchased under this authorization.

In the three months ended March 31, 2018 and March 25, 2017 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 \$1,898,000 in accumulated other comprehensive loss in the 2018 second quarter and a decrease of \$1,894,000 in accumulated other comprehensive loss in the 2017 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 \$1,989,000 in accumulated other comprehensive loss in the 2018 six-month period and decrease of \$790,000 in accumulated other comprehensive loss in the 2017 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 31, 2018.

Results of Operations

Net sales increased \$19,588,000 or 8% to \$266,101,000 for the three months and \$59,228,000 or 13% to \$531,111,000 for the six months ended March 31, 2018 compared to the three and six months ended March 25, 2017. Excluding first twelve months' sales from Hill & Valley, Inc., acquired in January 2017, an ICEE distributor located in the Southeast acquired in June 2017 and Labriola Bakery which was acquired in August 2017, sales for the three months increased \$15,492,000, or 6% from last year and sales for the six months increased \$32,036,000, or 7% from last year.

FOOD SERVICE

Sales to food service customers increased \$15,387,000 or 9% in the second quarter to \$179,465,000 and increased \$47,354,000 or 15% for the six months. Excluding sales of Hill & Valley and Labriola, sales increased \$11,996,000 or 7% for the second quarter and \$21,565,000 or 7% for the six months. Soft pretzel sales to the food service market

increased 13% to \$48,748,000 in the three months and 16% to \$97,769,000 in the six months and about 8% and 9% in the three and six months without Labriola sales. In addition to Labriola sales, soft pretzel sales increased significantly due to increased distribution to restaurant chains and movie theatres and we had strong sales of our recently introduced BRAUHAUS pretzels.

Frozen juices and ices sales decreased 3% to \$9,439,000 in the three months and decreased 3% to \$16,623,000 in the six months, with sales increases and decreases across our customer base.

Churro sales to food service customers were up 4% in the second quarter to \$15,272,000 and up 2% to \$29,864,000 in the six months, with sales increases and decreases across our customer base. Sales of a limited time only churro sold for distribution into independent fast food restaurant chains were down approximately \$800,000 in both periods compared to a year ago.

Sales of bakery products increased \$7,009,000 or 8% in the second quarter to \$90,813,000 and increased \$26,663,000 or 17% for the six months. Excluding sales of Hill & Valley, bakery sales were up 7% for the quarter and 4% for the year primarily due to increased sales to three customers.

Sales of handhelds increased \$1,229,000 or 15% in the second quarter and \$5,112,000 or 33% for the six months with the increase in both periods coming primarily from sales to four customers. Sales of funnel cake increased \$1,136,000 or 26% in the quarter to \$5,547,000 and \$2,047,000 or 25% for the six months to \$10,341,000 as we continue to increase sales to school food service.

Sales of new products in the first twelve months since their introduction were approximately \$5 million in this quarter and \$13 million in the six months. Price increases accounted for approximately \$1.7 million of sales in the quarter and \$2.8 million of sales in the six months and net volume increases, including new product sales as defined above and Hill & Valley and Labriola sales, accounted for approximately \$14 million of sales in the quarter and \$45 million of sales in the six months.

Operating income in our Food Service segment decreased from \$19,636,000 to \$18,535,000 in the second quarter and decreased from \$36,690,000 to \$34,435,000 in the six months. Our second quarter was impacted by approximately \$2 million of higher distribution expenses primarily due to higher fuel costs and the recent implementation of the electronic logging device mandate. Additionally, lower sales of our MARY B's biscuits and related costs due to our recall in early January impacted our operating income by approximately \$500,000 in the second quarter. Hill & Valley contributed improved operating income of \$338,000 in the second quarter and \$1,722,000 in the six months. For the second quarter and six months, operating income in the balance of our food service business was impacted by generally higher costs for payroll and insurance, added personnel in the selling function, product mix changes and significantly lower volume concentrated in specific facilities and higher ingredients costs. Operating income in the first quarter was impacted by inefficiencies at our recently acquired Labriola production facility (compounded by the integration of products previously manufactured at other facilities) and shutdown costs of our Chambersburg facility; both of which are behind us and had little impact in the second quarter.

RETAIL SUPERMARKETS

Sales of products to retail supermarkets increased \$2,472,000 or 10% to \$28,084,000 in the second quarter and increased \$3,929,000 or 8% in the six months. Soft pretzel sales for the second quarter were up 10% to \$10,081,000 and up 14% to \$20,593,000 for the six months primarily due to sales of AUNTIE ANNE'S* soft pretzels under a license agreement entered into in 2017. Sales of frozen juices and ices increased \$2,247,000 or 17% to \$15,438,000 in the second quarter and were up \$2,123,000 or 9% to \$25,165,000 for the six months primarily due to sales of SOUR PATCH KIDS** frozen novelties under a new license agreement. Handheld sales to retail supermarket customers decreased 18% to \$2,763,000 in the second quarter and decreased 15% to \$5,789,000 for the six months as the sales of this product line in retail supermarkets continues their long term decline.

Sales of new products in the second quarter were approximately \$2 million and were \$3 million for the six months. Price increases had no impact on sales in the quarter and six months and net volume increases, including new product sales as defined above accounted for \$2.5 million of sales in the quarter and \$3.9 million of sales in the six months.

Operating income in our Retail Supermarkets segment was \$2,534,000 in this year's second quarter compared to \$2,454,000 in last year's quarter and increased to \$5,092,000 in this year's six months compared to \$3,500,000 in last year's six months. Lower coupon expense of \$785,000 and lower media spending of \$728,000 along with the increase in soft pretzel sales and the increase in frozen juices and ices sales were the major reasons for the increase in operating income in the six months.

FROZEN BEVERAGES

Frozen beverage and related product sales increased 3% to \$58,552,000 in the second quarter and increased 7% to \$118,422,000 in the six month period. Excluding sales of the acquired ICEE distributor, frozen beverages and related product sales were up about 2% for the second quarter and 6% for the six month period. Beverage sales alone were up 8% to \$34,286,000 in the second quarter and up 14% to \$68,589,000 for the six months. Without the acquired ICEE distributor, beverage sales alone were up about 6% for the quarter and 12% for the six months. Gallon sales were up 2% for the second quarter and 8% for the six months with higher sales to movie theatres and across our customer base. Service revenue increased 9% to \$19,308,000 in the second quarter and 7% to \$38,312,000 for the six months with sales increases concentrated to several customers.

Sales of beverage machines, which tend to fluctuate from year to year while following no specific trend, were \$4,695,000, a decrease of 33% for the quarter and \$11,008,000, a decrease of 22% for the six month period.

* AUNTIE ANNE'S is a registered trademark of Auntie Anne's LLC.

**SOUR PATCH KIDS is a registered trademark of Mondelez International Group

Operating income in our Frozen Beverage segment increased to \$2,472,000 in this quarter and to \$5,242,000 for the six months compared to \$2,021,000 and \$3,248,000 in last years' quarter and six months, respectively, as a result of higher beverage sales and service revenue.

CONSOLIDATED

Gross profit as a percentage of sales was 29.04% in the second quarter and 29.54% last year. Gross profit as a percentage of sales was 28.34% in the six month period this year and 29.38% last year. For the six months, the decrease was caused by higher costs for payroll and insurance, inefficiencies in our recently acquired Labriola production facility (compounded by the integration of products previously manufactured at other facilities), product mix changes, significantly lower volume concentrated in specific facilities, shutdown costs of our Chambersburg, PA production facility and higher ingredients costs. The inefficiencies at Labriola and shutdown costs of our Chambersburg facility are behind us and had little impact in our second quarter.

Total operating expenses increased \$5,031,000 in the second quarter and as a percentage of sales increased to 20.2% from 19.8% last year. For the first half, operating expenses increased \$10,514,000, and as a percentage of sales decreased from 20.2% to 19.9%. Marketing expenses decreased to 8.5% of sales in this year's quarter from 8.7% last year and were 8.3% in this year's six months compared to 8.9% of sales in last year's six months primarily because of lower media spending in our retail supermarket business and lower marketing expenses of the acquired Hill & Valley and Labriola businesses. Distribution expenses were 8.4% of sales in the second quarter and 7.5% of sales in last year's quarter and were 8.2% in this year's six months compared to 7.8% of sales in last year's six months. Distribution expenses have increased due to higher fuel costs and the recent implementation of the electronic logging device mandate. We expect distribution expenses to remain higher for at least the remainder of our 2018 fiscal year. Administrative expenses were 3.4% of sales in the second quarter compared to 3.5% of sales last year in the second quarter and were 3.5% in this year's six months compared to 3.6% of sales in last year's six months.

Operating income decreased \$570,000 or 2% to \$23,541,000 in the second quarter and increased \$1,331,000 or 3% to \$44,769,000 in the first half as a result of the aforementioned items.

Investment income increased by \$318,000 and \$580,000 in the second quarter and six months, respectively, resulting from higher amounts invested and higher interest rates.

Other income for this year's six months includes a \$520,000 gain on a sale of property; other expense in last year's quarter and six months includes \$514,000 of acquisition costs for the Hill & Valley purchase.

Net earnings increased \$1,846,000, or 12%, in the current three month period to \$17,833,000 and were \$54,082,000 for the six month period this year compared to \$29,527,000 for the six month period last year.

Net earnings for the six months ended March 31, 2018 benefited from a \$20.9 million, or \$1.11 per diluted share, gain on the remeasurement of deferred tax liabilities and a \$3.9 million, or \$0.21 per diluted share, reduction in income taxes related primarily to the lower corporate tax rate enacted under the Tax Cuts and Jobs Act in December 2017. Net earnings for the six months were impacted by a \$1.2 million, or \$.06 per diluted share, provision for the one time repatriation tax required under the new tax law. For the three months ended March 31, 2018, net earnings benefited by a \$1.9 million, or \$.10 per diluted share, reduction in income taxes primarily related to the lower corporate tax rate. Excluding the deferred tax gain and the one-time repatriation tax, our effective tax rate decreased to 28.7% from 35.4% in the prior year quarter and to 28.6% from 34.8% in prior year six months reflecting the reduction in the federal statutory rate to 21% from 35% on January 1, 2018. Last year's six month's effective tax rate benefitted from an unusually high tax benefit on share based compensation of \$1,309,000 which compares to this year's six month's tax benefit of \$482,000. We are presently estimating an effective tax rate of 28-29% for the last two quarters of our fiscal year 2018 and 26-27% for our fiscal year 2019.

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 31, 2018, 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 31, 2018, 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 the Sarbanes-Oxley Act of 2002

31.2

99.5 Certification Pursuant to the 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the
& Sarbanes-Oxley Act of 2002

99.6

101.1 The following financial information from J&J Snack Foods Corp.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, formatted in XBRL (extensible Business Reporting Language):

- (i) Consolidated Balance Sheets,
- (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.

/s/ Gerald B. Shreiber

Gerald B. Shreiber

Dated: May 3, 2018

Chairman of the Board,
President, Chief Executive
Officer and Director
(Principal Executive Officer)

Dated: May 3, 2018

/s/ Dennis G. Moore

Dennis G. Moore, Senior Vice
President, Chief Financial
Officer and Director
(Principal Financial Officer)
(Principal Accounting Officer)