LEE SARA CORP
Form 10-Q
May 10, 2006
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended April 1, 2006

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number 1-3344

Sara Lee Corporation

(Exact name of registrant as specified in its charter)

Maryland	**36-2089049**
(State or other jurisdiction of	**(I.R.S. Employer**
incorporation or organization)	**Identification No.)**

Three First National Plaza, Suite 4600, Chicago, Illinois 60602-4260

(Address of principal executive offices)

(Zip Code)

(312) 726-2600

(Registrant s telephone number, including area code)

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 x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x Accelerated filer ¨ Non-accelerated filer ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

On April 1, 2006, the registrant had 760,135,535 outstanding shares of common stock $.01 par value, which is the registrant s only class of common stock.

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PART I

SARA LEE CORPORATION AND SUBSIDIARIES

Preface

The preparation of the Consolidated Financial Statements requires management to make use of estimates and assumptions that affect the reported amount of assets and liabilities, revenue and expenses and certain financial statement disclosures. Significant estimates in these Consolidated Financial Statements include allowances for doubtful accounts receivable, net realizable value of inventories, the cost of sales incentives, useful lives of property and identifiable intangible assets, the evaluation of impairments of property, identifiable intangible assets and goodwill, income tax and valuation reserves, the valuation of assets and liabilities acquired in business combinations, assumptions used in the determination of the funded status and annual expense of pension and postretirement employee benefit plans and the volatility, expected lives and forfeiture rates for stock compensation instruments granted to employees. Actual results could differ from these estimates.

The Consolidated Financial Statements for the thirteen and thirty-nine weeks ended April 1, 2006 and April 2, 2005 and the balance sheets as of April 1, 2006 and July 2, 2005 included herein have not been audited by an independent registered public accounting firm, but in the opinion of Sara Lee Corporation (the corporation), all adjustments (which include only normal recurring adjustments) necessary to make a fair statement of the financial position at April 1, 2006 and the results of operations and the cash flows for the periods presented herein have been made. The Condensed Consolidated Balance Sheet as of July 2, 2005 and the Consolidated Statement of Common Stockholders Equity for the period July 3, 2004 to July 2, 2005 have been derived from the corporation s audited financial statements included in our annual report on Form 10-K for the fiscal year ended July 2, 2005. The results of operations for the thirteen and thirty-nine weeks ended April 1, 2006 are not necessarily indicative of the operating results to be expected for the full fiscal year.

The Consolidated Financial Statements included herein have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Although the corporation believes the disclosures made are adequate to make the information presented not misleading, certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. These unaudited consolidated financial statements should be read in conjunction with the audited Consolidated Financial Statements and notes thereto included in the corporation s Form 10-K for the year ended July 2, 2005 and other financial information filed with the Securities and Exchange Commission.

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SARA LEE CORPORATION AND SUBSIDIARIES

Condensed Consolidated Balance Sheets at April 1, 2006 and July 2, 2005

(In millions)

Unaudited

	April 1, 2006	July 2, 2005
ASSETS		
Cash and equivalents	$ 1,972	$ 533
Trade accounts receivable, less allowances	1,609	1,662
Inventories:		
Finished goods	372	340
Work in process	226	218
Materials and supplies	1,589	1,593
	2,187	2,151
Other current assets	308	298
Assets of discontinued operations held for sale	461	1,172
Total current assets	6,537	5,816
Other non-current assets	170	117
Deferred tax asset	431	347
Property, net	2,813	2,836
Trademarks and other identifiable intangibles, net	1,336	1,395
Goodwill	3,067	3,018
Assets of discontinued operations held for sale	390	938
	$ 14,744	$ 14,467
LIABILITIES AND STOCKHOLDERS EQUITY		
Notes payable	$ 1,595	$ 239
Accounts payable	1,107	1,115
Accrued liabilities	2,475	2,367
Current maturities of long-term debt	560	380
Liabilities of discontinued operations held for sale	413	916
Total current liabilities	6,150	5,017
Long-term debt	3,765	4,112
Pension obligation	858	858
Other liabilities	1,341	1,318
Liabilities of discontinued operations held for sale	56	163
Minority interests in subsidiaries	71	61
Common stockholders equity	2,503	2,938
	$ 14,744	$ 14,467

See accompanying Notes to Consolidated Financial Statements.

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SARA LEE CORPORATION AND SUBSIDIARIES

Consolidated Statements of Income

For the Thirteen and Thirty-nine Weeks Ended April 1, 2006 and April 2, 2005

(In millions, except per share data)

Unaudited

	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	April 1, 2006	April 2, 2005	April 1, 2006	April 2, 2005
Net sales	$ 3,789	$ 3,844	$ 11,844	$ 12,003
Cost of sales	2,383	2,416	7,461	7,513
Selling, general and administrative expenses	1,163	1,146	3,583	3,522
Charges for (income from) exit activities and business dispositions	(11)	(16)	43	(32)
Contingent sale proceeds			(114)	(117)
Interest expense	76	76	226	213
Interest income	(19)	(26)	(58)	(75)
	3,592	3,596	11,141	11,024
Income from continuing operations before income taxes	197	248	703	979
Income taxes	60	97	182	213
Income from continuing operations	137	151	521	766
Discontinued operations				
Net (loss) income from discontinued operations, net of tax	(162)	38	(256)	101
Gain on sale of discontinued operations, net of tax	67		282	
Net income	$ 42	$ 189	$ 547	$ 867
Income from continuing operations per common share				
Basic	$ 0.18	$ 0.19	$ 0.68	$ 0.97
Diluted	$ 0.18	$ 0.19	$ 0.68	$ 0.96
Net income per common share				
Basic	$ 0.06	$ 0.24	$ 0.71	$ 1.10
Diluted	$ 0.06	$ 0.24	$ 0.71	$ 1.09
Average shares outstanding				
Basic	761	791	768	790
Diluted	765	797	770	796
Cash dividends per common share	$ 0.1975	$ 0.1975	$ 0.5925	$ 0.5825

See accompanying Notes to Consolidated Financial Statements.

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SARA LEE CORPORATION AND SUBSIDIARIES

Consolidated Statements of Common Stockholders Equity

For the Period July 3, 2004 to April 1, 2006

(In millions, except per share data)

	TOTAL	COMMON STOCK	CAPITAL SURPLUS	RETAINED EARNINGS	UNEARNED STOCK	ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)	COMPREHENSIVE INCOME (LOSS)
Balances at July 3, 2004	$ 2,985	$ 8	$ 104	$ 4,437	$ (170)	$ (1,394)	
Net income	867			867			$ 867
Translation adjustments, net of tax	279					279	279
Net unrealized gain / (loss) on qualifying cash flow hedges, net of tax	(38)					(38)	(38)
Comprehensive income							$ 1,108
Cash dividends - Common ($0.5825 per share)	(459)			(459)			
Stock issuances (cancelations) -							
Stock option and benefit plans	150		150				
Restricted stock	33		33				
Tax benefit related to stock-based compensation	5		5				
Share repurchases and retirement	(346)		(207)	(139)			
ESOP contributions and other	9		3		6		
Balances at April 2, 2005	3,485	8	88	4,706	(164)	(1,153)	
Net income	(148)			(148)			$ (148)
Translation adjustments, net of tax	(217)					(217)	(217)
Minimum pension liability, net of tax	(70)					(70)	(70)
Net unrealized gain / (loss) on qualifying cash flow hedges, net of tax	38					38	38
Comprehensive income (loss)							$ (397)
Cash dividends - Common ($0.1975 per share)	(155)			(155)			
Stock issuances (cancelations) -							
Stock option and benefit plans	11		11				
Restricted stock	24		24				
Tax benefit related to stock-based compensation	5		5				
Share repurchases and retirement	(51)		(51)				
ESOP contributions and other	16		2	5	9		

Balances at July 2, 2005	2,938	8	79	4,408	(155)	(1,402)	
Net income	547			547			$ 547
Translation adjustments, net of tax	(15)					(15)	(15)
Net unrealized gain / (loss) on qualifying cash flow hedges, net of tax	(31)					(31)	(31)
Comprehensive income							$ 501
Cash dividends-Common ($0.5925 per share)	(454)			(454)			
Stock issuances (cancelations) -							
Stock option and benefit plans	28		28				
Restricted stock	45		45				
Tax benefit related to stock-based compensation	1		1				
Share repurchases and retirement	(561)		(107)	(454)			
ESOP contributions and other	5		(1)		6		
Balances at April 1, 2006	$ 2,503	$ 8	$ 45	$ 4,047	$ (149)	$ (1,448)	

Interim period balances are unaudited.

See accompanying Notes to Consolidated Financial Statements.

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SARA LEE CORPORATION AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the Thirty-nine Weeks Ended April 1, 2006 and April 2, 2005

(In millions)

Unaudited

	Thirty-nine Weeks Ended April 1, 2006	Thirty-nine Weeks Ended April 2, 2005
OPERATING ACTIVITIES -		
Net Income	$ 547	$ 867
Less: Cash received from contingent sale proceeds	(114)	(117)
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	394	414
Amortization of intangibles	118	140
Impairment charges	394	
Gain on business dispositions	(428)	(57)
Decrease in deferred income taxes	(107)	(36)
Other	(5)	38
Changes in current assets and liabilities, net of businesses acquired and sold	27	(199)
Net cash from operating activities	826	1,050
INVESTMENT ACTIVITIES -		
Purchases of property and equipment	(367)	(347)
Acquisitions of businesses, net of cash acquired	(76)	
Dispositions of businesses and investments	672	72
Cash received from contingent sale proceeds	114	117
Sales of assets	78	67
Net cash from (used in) investment activities	421	(91)
FINANCING ACTIVITIES -		
Issuances of common stock	22	150
Purchases of common stock	(562)	(345)
Borrowings of long-term debt	35	338
Repayments of long-term debt	(243)	(983)
Short-term borrowings, net	1,344	158
Cash received from loans receivable	33	
Payments of dividends	(459)	(458)
Net cash from (used in) financing activities	170	(1,140)
Effect of changes in foreign exchange rates on cash	17	142
Increase in cash and equivalents during the period	1,434	(39)
Cash and equivalents at beginning of year	533	634
Discontinued operations cash activity included above:		
Add cash balance of discontinued operations at beginning of period	37	34

Less cash balance of discontinued operations at end of period	(32)	(46)
Cash and equivalents at end of quarter	$ 1,972	$ 583
COMPONENTS OF CHANGES IN CURRENT ASSETS AND LIABILITIES:		
Decrease (increase) in trade accounts receivable	$ 79	$ (24)
Decrease in inventories	47	27
(Increase) decrease in other current assets	(72)	1
Decrease in accounts payable	(131)	(121)
Increase (decrease) in accrued liabilities	104	(82)
Changes in current assets and liabilities, net of businesses acquired and sold	$ 27	$ (199)

See accompanying Notes to Consolidated Financial Statements.

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SARA LEE CORPORATION AND SUBSIDIARIES

Notes to Consolidated Financial Statements

1. Net Income Per Share

Net income per share basic is computed by dividing income available to common stockholders by the weighted average number of shares of common stock outstanding for the period. Net income per share diluted reflects the potential dilution that could occur if options or other contracts to issue common stock were exercised or converted into common stock. For the thirteen and thirty-nine week periods ended April 1, 2006, options to purchase 48.1 million and 44.8 million shares of the corporation s common stock had exercise prices that were greater than the average market price of those shares during the respective reporting periods. For the thirteen and thirty-nine week periods ended April 2, 2005, options to purchase 19.2 million and 19.5 million shares of the corporation s common stock had exercise prices that were greater than the average market price of those shares during the respective reporting periods. As a result, these shares are excluded from the earnings per share calculation, as they are anti-dilutive.

The average shares outstanding declined in the first nine months of fiscal 2006 as a result of shares repurchased under the corporation s ongoing share repurchase program. The corporation repurchases common stock at times management deems appropriate, given current market valuations. On August 1, 2005, the corporation s Board of Directors authorized the repurchase of an additional 100 million shares of common stock. As a result of this action, the total number of shares authorized for repurchase increased to 116 million. At a $17 per share price, the authorization is equivalent to approximately $2 billion. During the first nine months of fiscal 2006, the corporation repurchased 30.1 million shares of common stock for a purchase price of $562 million. Of this total, 21.9 million shares were purchased for $400 million under an accelerated share repurchase program. The total purchase price was based upon the average daily share price over a period of approximately 5 months. The accelerated share repurchase program concluded during the third quarter of fiscal 2006 and the final purchase price settlement resulted in approximately 1.0 million shares of common stock delivered to the corporation at that time. No cash was paid or received by the corporation as part of the final settlement of the accelerated share repurchase program. At April 1, 2006, the corporation had approximately 86.2 million shares remaining on its existing share repurchase authorization.

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The following is a reconciliation of net income to net income per share basic and diluted for the thirteen and thirty-nine weeks ended April 1, 2006 and April 2, 2005:

Computation of Net Income per Common Share

(In millions, except per share data)

	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	April 1, 2006	April 2, 2005	April 1, 2006	April 2, 2005
Income from continuing operations	$ 137	$ 151	$ 521	$ 766
Net (loss) income from discontinued operations	(95)	38	26	101
Net income	$ 42	$ 189	$ 547	$ 867
Average shares outstanding basic	761	791	768	790
Dilutive effect of stock option and award plans	4	6	2	6
Diluted shares outstanding	765	797	770	796
Income from continuing operations per share				
Basic	$ 0.18	$ 0.19	$ 0.68	$ 0.97
Diluted	$ 0.18	$ 0.19	$ 0.68	$ 0.96
(Loss) income from discontinued operations per common share				
Basic	$ (0.12)	$ 0.05	$ 0.03	$ 0.13
Diluted	$ (0.12)	$ 0.05	$ 0.03	$ 0.13
Net income per common share				
Basic	$ 0.06	$ 0.24	$ 0.71	$ 1.10
Diluted	$ 0.06	$ 0.24	$ 0.71	$ 1.09

2. Segment Information

Effective in the first quarter of fiscal 2006, the corporation reorganized its business operations around distinct consumers, customers and geographic markets in order to build functional excellence, increase strategic focus and simplify the organization. These changes resulted in the corporation modifying its reportable business segments and historical results have been restated to present segment financial information on a comparable basis.

During the third quarter of fiscal 2006, the corporation began reporting its European Meats and U.S. Meat Snacks businesses as discontinued operations. In the second quarter of fiscal 2006, the European Meats business was reported as a separate segment and the U.S. Meat Snacks business was reported as part of the Foodservice segment. In fiscal 2005, both of these businesses were reported as part of a globally managed Meats business. See Note 4, titled Discontinued Operations , in these Consolidated Financial Statements, and Management s Discussion and Analysis for further information on these operations.

The following is a general description of the corporation s seven business segments:

North American Retail Meats sells a variety of packaged meat products to retail customers in North America.

North American Retail Bakery sells a variety of bakery products to retail customers in North America and includes the corporation s U.S. *Senseo* retail coffee business.

Foodservice sells meats, bakery and coffee products to four primary channels in North America broad-line foodservice distributors, national restaurant chains, convenience stores and retail locations providing on-the-go meal solutions.

International Beverage sells coffee and tea products to retail and foodservice customers in major markets around the world, including Europe, Australia and Brazil.

International Bakery sells a variety of bakery and dough products to retail and foodservice customers in Europe and Australia.

Household and Body Care sells products in four primary categories body care, air care, shoe care and insecticides.

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Branded Apparel sources, manufactures and markets basic branded apparel products under the categories of innerwear, outerwear and sheer hosiery in the Americas and Asia.

The following is a summary of sales and operating segment income by business segment for the thirteen and thirty-nine weeks ended April 1, 2006 and April 2, 2005.

	Thirteen Weeks Ended			
			Income From Continuing Operations	
	Net Sales		Before Income Taxes	
(In millions)	April 1, 2006	April 2, 2005	April 1, 2006	April 2, 2005
North American Retail Meats	$ 607	$ 575	$ 46	$ 68
North American Retail Bakery	449	427	(3)	(16)
Foodservice	522	516	28	43
International Beverage	569	582	127	108
International Bakery	175	197	13	19
Household and Body Care	443	484	40	88
Branded Apparel	1,035	1,072	110	86
Total business segments	3,800	3,853	361	396
Intersegment sales	(11)	(9)		
Total net sales and operating segment income, respectively	3,789	3,844	361	396
Amortization of intangibles			(18)	(17)
General corporate expenses			(89)	(81)
Total net sales and operating income, respectively	3,789	3,844	254	298
Net interest expense			(57)	(50)
Net sales and income from continuing operations before income taxes, respectively	$ 3,789	$ 3,844	$ 197	$ 248

	Thirty-nine Weeks Ended			
			Income From Continuing Operations	
	Net Sales		Before Income Taxes	
(In millions)	April 1, 2006	April 2, 2005	April 1, 2006	April 2, 2005
North American Retail Meats	$ 1,894	$ 1,821	$ 113	$ 141
North American Retail Bakery	1,372	1,347	(23)	(18)
Foodservice	1,651	1,617	100	147
International Beverage	1,706	1,701	253	318
International Bakery	557	584	46	59
Household and Body Care	1,340	1,437	155	238
Branded Apparel	3,355	3,530	403	386
Total business segments	11,875	12,037	1,047	1,271
Intersegment sales	(31)	(34)		
Total net sales and operating segment income, respectively	11,844	12,003	1,047	1,271
Amortization of intangibles			(51)	(55)
General corporate expenses			(239)	(216)
Contingent sale proceeds			114	117
Total net sales and operating income, respectively	11,844	12,003	871	1,117

Net interest expense			(168)	(138)
Net sales and income from continuing operations before income taxes, respectively	$ 11,844	$ 12,003	$ 703	$ 979

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3. Impairment Charges

As part of its business transformation plan, the corporation indicated that it intended to dispose of certain businesses and assets. Actions were taken to execute this plan, and as a result, a number of impairment charges have been recognized. The following table sets out the charges recognized in fiscal 2006, all of which have been reported in the Net (loss) income from discontinued operations, net of tax line of the Consolidated Statement of Income.

	Third Quarter Fiscal 2006			Nine Months Fiscal 2006		
(In millions)	Pretax Impairment Charge	Tax Benefit	After-tax Charge	Pretax Impairment Charge	Tax Benefit	After-tax Charge
European Meats	$ (125)	$	$ (125)	$ (125)	$	$ (125)
U.K. Apparel	(33)		(33)	(34)		(34)
U.S. Meat Snacks	(12)	5	(7)	(12)	5	(7)
European Branded Apparel		(2)	(2)	(179)	47	(132)
U.S. Retail Coffee				(44)	5	(39)
Total Impairment Charge Recognized in Discontinued Operations	$ (170)	$ 3	$ (167)	$ (394)	$ 57	$ (337)

A significant number of judgments and estimates are involved in determining whether an impairment has occurred and in measuring the amount of an impairment. A critical consideration in this process is determining whether a business is considered held for sale or held for use.

Held for sale status In order to be considered held for sale, several criteria, including the probable disposition of the business within one year, must be achieved. Upon being classified as held for sale, the recoverability of the carrying value of a business must be assessed. Evaluating the recoverability of assets in a held for sale business follows a defined order in which property and intangible assets subject to amortization are considered only after the recoverability of goodwill, intangible assets not subject to amortization and other assets are assessed. After the evaluation of the goodwill, the intangible assets not subject to amortization, and the other assets is completed, the held for sale business is reported at the lower of its carrying value or fair value less cost to sell.

The carrying value of a held for sale business includes the portion of the cumulative translation adjustment related to the operation. In order to be reported as a discontinued operation, a business must be classified as held for sale.

Held for use status Businesses that do not meet held for sale status are considered held for use. Evaluating the recoverability of assets in a held for use business follows a defined order. First, assets other than goodwill, property and intangibles are evaluated. This is followed by a review of property and intangibles subject to amortization and finally goodwill. In evaluating the recoverability of property and intangible assets subject to amortization in a held for use business, the carrying value of the business is first compared to the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the operation. If the carrying value exceeds the undiscounted expected cash flows, it is necessary to determine if an impairment exists. An impairment exists if the carrying value of the business exceeds its fair value.

There are inherent uncertainties associated with these judgments and estimates and it is possible that these can change in the future. The following is a description of the facts and circumstances leading to the impairment charges and how these amounts were measured:

European Meats During fiscal 2006, the corporation initiated steps to sell this business, received a series of non-binding offers and entered into discussions with various third parties who had expressed an interest in acquiring the business. As the process progressed, the non-binding offers submitted by prospective buyers declined, and at the end of the second quarter of fiscal 2006, management concluded that it was not probable that the business would be sold and indicated that it was evaluating alternatives to maximize shareholder value. The business was considered to be held for use at the end of the second quarter of fiscal 2006 and the assets were evaluated for impairment. The undiscounted cash flows expected to result from the operation and disposition of the business, as well as the fair value of the business, exceeded the carrying value of the business and no impairment was recognized for any of the assets evaluated. The non-binding bids received from prospective buyers were used in the determination of the fair value of the business.

During the third quarter of fiscal 2006, discussions with prospective buyers started up again, revised non-binding offers were received, and at the end of the third quarter of fiscal 2006, the corporation concluded that it was probable that the business would be sold in the next year. The business was classified as held for sale and reported as a discontinued operation. The carrying value of the business was determined to exceed its fair value and goodwill was evaluated for impairment under the provisions of Statement of Financial Accounting Standards No. 142 (SFAS 142). The determination of the implied fair value of the goodwill utilized the third party offers received and involved a number of estimates including an assessment of the fair value of the property and the intangible assets of the business. As a result of the evaluation, the corporation recognized a $125 million goodwill impairment with no tax benefit. The impairment was recognized based upon preliminary estimates, and any adjustments resulting from the finalization of the review or the sale of the business will be recognized in subsequent reporting periods. After the recognition of the goodwill impairment, the fair value of the business exceeded its carrying value. In May 2006, the corporation entered into exclusive negotiations to sell this business to Smithfield Foods. As the parties continue their discussions, the corporation will consult with employee representatives from the appropriate works council regarding the potential sale.

U.K. Apparel The corporation s apparel operations in the United Kingdom were classified as held for sale and reported as a discontinued operation in the second quarter of fiscal 2006. It is expected that this business will be sold in two transactions with one buyer purchasing the Courtaulds operations and a second buyer purchasing the corporation s ownership interest in several consolidated Sri Lankan ventures which supply a portion of Courtaulds inventory needs. Based upon an offer from a prospective buyer at the end of the second quarter of fiscal 2006, the corporation recognized an impairment charge of $1 million to write down the carrying value of the Courtaulds business to zero. As a result of continuing negotiations with the same buyer, in the third quarter of fiscal 2006, the corporation concluded that it would be necessary to leave cash

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and a higher amount of working capital in the business in order to complete the sale. This resulted in the recognition of a $33 million impairment charge in the third quarter with no tax benefit. The corporation will not receive a material amount of consideration as a result of the sale and will retain certain obligations of the Courtaulds business, the most significant of these being the defined benefit pension plans which were under funded by $483 million at the end of fiscal 2005. See Note 7 titled, Pensions for further information on the retained obligations of this business and the arrangements that have been made to fund this obligation. In May 2006, the corporation announced that it had entered into a definitive agreement to sell the U.K. based Courtaulds business.

U.S. Meat Snacks - The U.S. Meat Snacks operation was classified as held for sale and reported as a discontinued operation in the third quarter of fiscal 2006. During the third quarter of fiscal 2006, the corporation entered into an agreement to sell this operation for $9 million, which was less than the carrying value of the business. As a result of these developments, the goodwill of the business was evaluated for impairment under SFAS 142. The determination of the implied fair value of the goodwill utilized the selling price and involved a number of estimates, including the assessment of the fair value of the property and the intangible assets of the business. As a result of this evaluation, the corporation recognized a goodwill impairment charge of $12 million pretax and $7 million after-tax. After the recognition of the goodwill impairment, the fair value of the business exceeded its carrying value. In May 2006, the corporation closed on the sale of this business.

European Branded Apparel - During fiscal 2005, steps were taken to market and identify potential buyers for this business. As part of this process, the corporation received a series of non-binding bids for the business. During 2005, the operating results of the business deteriorated and failed to meet planned expectations. Prospective buyers reacted to this downturn by progressively lowering their offers. The non-binding offers received in the fourth quarter of fiscal 2005 were less than the carrying value of the reporting unit and resulted in a pretax charge of $305 million to recognize the impairment of $182 million of goodwill and $123 million of indefinite lived trademarks in this reporting unit. The assets of this reporting unit were classified as held for use at the close of fiscal 2005 and the corporation indicated that it was evaluating alternative courses of action.

In September 2005, the corporation s Board of Directors authorized management to negotiate and enter into a definitive agreement to sell this business and the corporation entered into an exclusive negotiating period with a prospective buyer. The business was classified as held for sale and reported as a discontinued operation in the first quarter of fiscal 2006. Utilizing the agreed upon sales price, the corporation conducted an impairment review of the business and recognized an impairment charge of $179 million in the first quarter of fiscal 2006. The sale of this business closed in the third quarter of fiscal 2006.

U.S. Retail Coffee - In fiscal 2005, the corporation initiated steps to dispose of certain assets used to manufacture and market roast and ground coffee products in the U.S. retail coffee channel. These assets were part of a larger U.S. coffee reporting unit that also provides coffee products to the foodservice channel. The specific retail coffee trademarks and assets identified for disposal were classified as held for use as of the end of fiscal 2005, and the corporation obtained a third-party estimate of the selling price of these assets. The carrying value of the retail coffee asset group exceeded the estimated future cash flows, and a pretax charge of $45 million was recorded to recognize the impairment of $13 million of manufacturing assets and $32 million of trademarks in the asset group.

During the first quarter of fiscal 2006, the corporation began to actively market the assets of the U.S. Retail Coffee business, classified the asset group as held for sale, and allocated a portion of the goodwill associated with the U.S. coffee reporting unit to the retail coffee asset group to be sold. In October 2005, the corporation announced that it had entered into an agreement to sell the U.S. Retail Coffee business for $82.5 million. As a result of allocating the goodwill to the U.S. Retail Coffee business to be sold, and utilizing the agreed upon selling price of the business, the corporation recognized an impairment charge of $44 million in the first quarter of fiscal 2006 to record the impairment of $29 million of goodwill and $15 million of other long-lived assets. No tax benefit was recognized on the goodwill impairment.

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4. Discontinued Operations

Net (loss) income from discontinued operations

As part of the corporation s transformation plan, steps were taken to dispose of several businesses. At the end of the third quarter of fiscal 2006, seven businesses were reported as discontinued operations in the current and prior periods. The amounts in the tables below include the operating results of the businesses reported as discontinued operations. These operating results include the impact of the impairments discussed in Note 3 to these Consolidated Financial Statements. Gains and losses related to the disposal of discontinued operations are excluded from the following tables; however, they are discussed below.

	Third Quarter Fiscal 2006			Third Quarter Fiscal 2005		
(In millions)	**Net Sales**	**Pretax Income (Loss)**	**Income (Loss)**	**Net Sales**	**Pretax Income (Loss)**	**Income (Loss)**
Direct Selling	$	$	$	$ 115	$ 13	$ 10
U.S. Retail Coffee				51	2	1
European Branded Apparel	94	1	(1)	326	20	11
U.K. Apparel	112	(46)	(45)	127	(4)	(5)
European Nuts & Snacks	14	2		15	3	2
European Meats	262	(111)	(108)	300	24	19
U.S. Meat Snacks	6	(13)	(8)	7	(1)	
Total	$ 488	$ (167)	$ (162)	$ 941	$ 57	$ 38

	Nine Months of Fiscal 2006			Nine Months of Fiscal 2005		
(In millions)	**Net Sales**	**Pretax Income (Loss)**	**Income (Loss)**	**Net Sales**	**Pretax Income (Loss)**	**Income (Loss)**
Direct Selling	$ 202	$ 13	$ 54	$ 345	$ 39	$ 28
U.S. Retail Coffee	122	(45)	(39)	156	2	1
European Branded Apparel	641	(186)	(153)	941	19	5
U.K. Apparel	361	(51)	(51)	441	7	6
European Nuts & Snacks	42	5	2	48	8	5
European Meats	831	(74)	(60)	888	74	57
U.S. Meat Snacks	22	(14)	(9)	23	(1)	(1)
Total	$ 2,221	$ (352)	$ (256)	$ 2,842	$ 148	$ 101

Results of Discontinued Operations in the Third Quarter of Fiscal 2006 The corporation recognized a $162 million loss from the operation of businesses reported as discontinued operations versus income of $38 million in the comparable period of the prior year. This decline was due to the $167 million impairment charge recognized in fiscal 2006, the sale of the Direct Selling and U.S. Retail Coffee businesses in the second quarter of fiscal 2006, the sale of the European Branded Apparel business in February 2006, and lower operating results in the remaining discontinued operations.

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Results of Discontinued Operations in the First Nine Months of Fiscal 2006 The corporation recognized a $256 million loss in the first nine months of fiscal 2006 from the operation of businesses reported as discontinued operations versus income of $101 million in the comparable period of the prior year. This decline was due to $337 million of impairment charges recognized in the first nine months of fiscal 2006, the sale of the Direct Selling and U.S. Retail Coffee businesses in the second quarter of fiscal 2006, the sale of the European Branded Apparel business in February 2006, and lower operating results in the remaining discontinued operations.

Gain on the Sale of Discontinued Operations

During fiscal 2006, the corporation has sold three of the seven businesses reported as discontinued operations. The gain recognized in the third quarter and first nine months of fiscal 2006 are summarized in the following table. A further discussion of each disposition follows:

	Third Quarter of Fiscal 2006			First Nine Months of Fiscal 2006		
(In millions)	**Pretax Gain / (Loss) on Sale**	**Tax (Charge) / Benefit**	**After-tax Gain / (Loss)**	**Pretax Gain on Sale**	**Tax (Charge) / Benefit**	**After-tax Gain**
European Branded Apparel	$ 34	$ 40	$ 74	$ 34	$ 40	$ 74
U.S. Retail Coffee				5	(2)	3
Direct Selling	(10)	3	(7)	303	(98)	205
Total	$ 24	$ 43	$ 67	$ 342	$ (60)	$ 282

Businesses Sold in the Third Quarter of Fiscal 2006

European Branded Apparel During the third quarter of fiscal 2006, the corporation sold substantially all of the Branded Apparel Europe business. Using foreign exchange rates on the date of the transaction, the corporation received cash proceeds of $117 million and recognized pretax and after-tax gains of $34 million and $74 million, respectively. The tax benefit recognized on the transaction resulted from a capital loss which the corporation was able to carryback against a capital gain recognized in a prior transaction. The definitive sales agreement provides for the sale of certain operations in the Philippines; however, transfer of legal title to these assets is awaiting the receipt of local government approval. Once such approval is received, and title to the assets transferred, the corporation expects to receive additional cash proceeds of $3.5 million and recognize the sale of these assets.

Under the terms of the transaction, the corporation can receive additional cash proceeds if the buyer receives cash distributions as a result of certain events such as the sale of the business, the payment of dividends, or redemption of capital or loans. Distributions of available cash from the sold business will be made in the following order:

The buyer will first receive any amounts owed as a result of working capital and other purchase price adjustments.

After the purchase price adjustments are satisfied, the corporation will receive 49% of the next 200 million euros of cash distributions.

If additional cash is distributed, the corporation may receive between 15% and 25% of these amounts.

If any amounts are received, they will be recognized in income when the cash is received. The corporation has no continuing involvement in the business after the date of sale and does not expect any material direct cash inflows or outflows with the sold entity.

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Under the terms of the sale agreement, the corporation retained certain under-funded pension obligations related to this business. As a result of the transaction, the corporation is required to contribute 49.5 million British pounds in fiscal 2006 to fully fund the obligations. It is anticipated that the trustees of these plans will purchase annuities for the plan participants and it is expected that this action will result in a settlement loss. The exact timing of the settlement of these obligations has not been determined. See Note 7, titled Pensions , for further information on cash contributions to the corporation s defined benefit pension plans.

The European Branded Apparel business was previously included in the corporation s Branded Apparel segment.

Businesses Sold Prior to the Third Quarter of Fiscal 2006

Direct Selling On August 10, 2005, the corporation announced that it had entered into a definitive agreement to sell this business, and in December 2005, the corporation completed the sale of substantially all of the operations to Tupperware Corporation. The net pretax and after-tax gain recognized on the sale of the Direct Selling business was $303 million and $205 million, respectively, and the corporation received the following consideration:

$370 million which consists of $413 million of cash received less $43 million of cash which was included in the net assets transferred to the buyer.

The liabilities transferred to the buyer included a $34 million obligation to a retained foreign subsidiary of the corporation. Subsequent to the closing, the buyer remitted cash to the corporation to settle this obligation. The payment of this obligation is reflected in the financing activities section of the Consolidated Statement of Cash Flows.

Subsequent to the closing, the buyer paid $93 million to settle certain tax obligations of Sara Lee that were directly related to the sale transaction.

The definitive sales agreement provides for the sale of the Direct Selling business in the Philippines; however, transfer of legal title to these assets is awaiting the receipt of local government approval. The selling price of this component of the business has been placed in escrow pending the receipt of these approvals. Upon receipt of the $38 million of escrowed funds and transfer of title to the assets, the corporation expects to recognize a pretax and after-tax gain of $28 million and $19 million, respectively.

The sales agreement provides for working capital and other customary post-closing adjustments relating to the assets transferred. The final resolution of these items will impact the gain recognized. During the third quarter of fiscal 2006, the corporation completed certain customary post-closing adjustments and recorded a reduction in the net gain of $7 million. The corporation expects to complete the remaining post-closing adjustments in the fourth quarter of fiscal 2006 or early fiscal 2007. Under the terms of the sales agreement, the corporation has no significant continuing involvement in the business after the disposal date and does not expect any material direct cash inflows or outflows with the sold entity.

The Direct Selling business had previously been reported within the Household and Body Care segment.

U.S. Retail Coffee In the first quarter of fiscal 2006, the corporation announced that it had entered into an agreement to sell its U.S. Retail Coffee business and in the second quarter of fiscal 2006, the transaction closed. In the second quarter of fiscal 2006, the corporation received $82.5 million of cash at closing and recognized a pretax and after-tax gain of $5 million and $3 million, respectively.

The sales agreement provides for working capital and other customary post-closing adjustments relating to the assets transferred. The final resolution of these items may impact the gain recognized. In addition, the agreement provides for a future payment of up to $2.5 million if the business generates a defined level of profits in the first year after the disposal. Any amounts received will be recognized in income when they are received.

Under the terms of the sales agreement, the corporation has no significant continuing involvement in the business after the disposal date and does not expect any material direct cash inflows or outflows with the sold entity.

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Prior to the change in the corporation s reportable segments, the U.S. Retail Coffee business had been reported as part of the Beverage segment.

Carrying Value of Assets Sold The carrying value of the major classes of assets sold were as follows:

	Carrying Value of Assets and Liabilities Sold			
	Direct Selling	U.S. Retail Coffee	European Branded Apparel	Total
Current Assets	$ 157	$ 46	$ 411	$ 614
Property	36	17		53
Intangibles	96	35		131
Other Noncurrent Assets	15		10	25
Total Assets	$ 304	98	421	823
Current Liabilities	95	24	261	380
Noncurrent Liabilities	37		86	123
Total Liabilities	132	24	347	503
Net Assets Sold	$ 172	$ 74	$ 74	$ 320

Other Businesses Held for Sale

Four of the businesses reported as discontinued operations have not been sold as of April 1, 2006. The status of these operations is as follows:

European Meats The carrying value of the net assets held for sale at the end of the third quarter of fiscal 2006 is $540 million. In May 2006, the corporation entered into exclusive negotiations to sell this business to Smithfield Foods. As the parties continue their discussions, the corporation will consult with employee representatives from the appropriate works council regarding the potential sale. Based upon current negotiations with the prospective buyer, the corporation does not expect to have any continuing involvement in the business after it is sold and does not expect to have any material direct cash inflows or outflows with the business after its disposition. In fiscal 2005, this business was reported as part of the Sara Lee Meats segment.

U.K. Apparel It is expected that this business will be sold in two transactions with one buyer purchasing certain manufacturing operations in Sri Lanka and a separate buyer purchasing the Courtaulds operations centered in the U.K. The carrying value of the net assets of the U.K. Apparel business are approximately zero. Based on current negotiations with prospective buyers, the corporation does not expect to have any continuing involvement in the business after it is sold and does not expect to have any material direct cash inflows or outflows with the sold entity. In May 2006, the corporation announced that it had entered into a definitive agreement to sell the U.K. based Courtaulds business. In fiscal 2005, this business was reported as part of the Branded Apparel segment.

The planned sale of the U.K. Apparel operations will result in the corporation retaining certain pension obligations associated with the business to be sold. The fiscal 2006 net periodic benefit cost of these plans was $52 million and these costs are recognized in Selling, General and Administrative expenses of the corporation s continuing operations. The projected benefit obligations of these plans, using a 5.3% discount rate, exceeded the plan assets by $483 million at the close of fiscal 2005. In the third quarter of fiscal 2006, the corporation entered into an agreement to fund the deficit in these plans over a 10-year period. This arrangement is described in Note 7 to these Consolidated Financial Statements.

European Nuts and Snacks During the second quarter of fiscal 2006, the corporation entered into a definitive agreement to sell its European Nuts and Snacks business for 130 million euro which is equivalent to $158 million at the end of the third quarter of fiscal 2006. The sale transaction is subject to regulatory and other government approvals before the transaction can be completed. The closing date is expected to take place near the end of the current fiscal year. The carrying value of the net assets held for sale is approximately $26 million and the corporation does not expect to have any significant continuing involvement in this business after it is sold and does not expect to have any material direct cash inflows or outflows with the sold entity. In fiscal 2005, the operations of this business were previously included in the Beverage segment.

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U.S. Meat Snacks In March 2006, the corporation entered into a definitive agreement to sell its U.S. Meat Snacks business for $9 million. The carrying value of the net assets held for sale at the end of the third quarter of fiscal 2006 is $8 million. The corporation does not expect to have any significant continuing involvement in this business after it is sold and does not expect to have any material direct cash inflows or outflows with the sold entity. In fiscal 2005, this business was reported as part of the Sara Lee Meats segment. Subsequent to the end of the third quarter of fiscal 2006, in May 2006, the corporation completed the sale of the U.S. Meat Snacks business in accordance with the terms outlined above.

The following is a summary of the net assets held for sale as of April 1, 2006. These amounts include the net assets of the European Meats, U.K. Apparel, European Nuts and Snacks and U.S. Meat Snacks businesses, as well as the net assets of the Direct Selling and European Branded Apparel businesses in the Philippines. The summary below also includes certain assets that are held for sale and do not qualify as discontinued operations. The change in the net assets held for sale between July 2, 2005 and April 1, 2006 is primarily the result of the assets disposed of in completed sale transactions and impairments recognized since the beginning of the fiscal year.

	April 1, 2006	July 2, 2005
Cash and short-term investments	$ 32	$ 37
Trade accounts receivable	172	421
Inventories	185	606
Other current assets	72	108
Total current assets held for sale	461	1,172
Property	213	343
Trademarks and other intangibles	156	325
Goodwill	19	244
Other assets	2	26
Assets of discontinued operations held for sale	$ 851	$ 2,110
Notes payable	$ 17	$ 26
Accounts payable	157	379
Accrued expenses and other current liabilities	239	511
Total current liabilities held for sale	413	916
Other liabilities	56	163
Cumulative translation adjustment of businesses held for sale	(203)	(198)
Liabilities and cumulative translation adjustment of discontinued operations held for sale	$ 266	$ 881

5. Exit Activities and Business Dispositions

The reported results for the third quarter and first nine months of fiscal years 2006 and 2005 reflect amounts recognized for exit and disposal actions. Reported amounts also include the impact of certain activities that were completed for amounts more favorable than previously estimated and other restructuring plan adjustments. The following is a summary of the expense (income) associated with these actions. These amounts are recognized in the Charges for (income from) exit activities and business dispositions line of the Consolidated Statements of Income.

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(In millions)	Thirteen Weeks Ended April 1, 2006	Thirteen Weeks Ended April 2, 2005	Thirty-nine Weeks Ended April 1, 2006	Thirty-nine Weeks Ended April 2, 2005
Exit and disposal programs:				
Fiscal 2006 restructuring actions	$ 38	$	$ 109	$
Other restructuring actions		11		7
Total exit costs (income)	38	11	109	7
Business dispositions	(49)	(27)	(66)	(39)
Impact on income from continuing operations before income taxes	$ (11)	$ (16)	$ 43	$ (32)

The impact of these actions on the corporation s business segments and general corporate expenses is summarized as follows:

(In millions)	Thirteen Weeks Ended April 1, 2006	Thirteen Weeks Ended April 2, 2005	Thirty-nine Weeks Ended April 1, 2006	Thirty-nine Weeks Ended April 2, 2005
North American Retail Meats	$ 1	$ (30)	$ 11	$ (35)
North American Retail Bakery	2		4	(1)
Foodservice	4		4	
International Beverage	(35)		10	
International Bakery	(2)		3	
Household and Body Care	9		(11)	(14)
Branded Apparel	2		2	(8)
Decrease (increase) in operating segment income	(19)	(30)	23	(58)
Increase in general corporate expenses	8	14	20	26
Total	$ (11)	$ (16)	$ 43	$ (32)

The following provides a detailed description of the exit activities and business disposition actions impacting the reported results for the third quarter and first nine months of fiscal years 2006 and 2005.

Fiscal 2006

The reported results for fiscal 2006 reflect amounts recognized for exit activities and disposal actions that increased income from continuing operations before income taxes by $11 million for the third quarter and decreased income from continuing operations before income taxes by $43 million for the first nine months. During the third quarter and first nine months of fiscal 2006, the corporation approved a series of actions to exit certain business activities and lower its cost structure. Each of these actions is to be completed within a 12-month period after being approved. Offsetting these charges, in part, were gains realized on the disposal of certain assets. In addition, certain adjustments have been made to reflect the actual cost of planned headcount reductions and other plan changes. These adjustments are also reflected in the net charge. The components of the net charges recognized in the third quarter and first nine months of fiscal 2006 were as follows:

The corporation s management approved a series of actions to terminate employees and provide them with severance benefits in accordance with benefit plans previously communicated to the affected employee groups. Actions to terminate 759 employees at a net cost of $36 million were approved in the third quarter. For the first nine months of fiscal 2006, actions to terminate 1,584 employees from continuing operations at a net cost of $102 million were approved. Certain changes have been made to the originally targeted headcount due to voluntary departures and other plan changes. The specific location of these employees and the status of the terminations are summarized in a table contained in this note.

During the third quarter and first nine months of fiscal 2006, the corporation recognized charges of $2 million and $7 million, respectively, for the exit of three leased facilities and various bakery stores in connection with the transformation efforts of the corporation. These costs consist of noncancelable lease and other contractual obligations.

During fiscal 2006, the corporation completed the disposal of certain assets and incurred costs associated with the preparation of certain businesses for disposal. The net

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effect of these actions resulted in the recognition of a net gain of $49 million for the third quarter of fiscal 2006. The $49 million of income from business dispositions consists of a $55 million gain on the sale of working capital related to a European rice product line, which was partially offset by a $6 million charge for professional fees to prepare businesses for disposition. The net gain recognized in the first nine months of the fiscal 2006 was $66 million, which consists of a $55 million gain on the sale of working capital related to a European rice product line, a $28 million gain realized on the sale of certain trademarks and inventory related to a line of skin care and sunscreen products, a $4 million gain realized on the disposal of an investment in a foreign branded apparel business and a $3 million gain related to the sale of a corporate aircraft for an amount more favorable than originally estimated. Offsetting these gains is $24 million of professional fees incurred in connection with preparing certain businesses for disposition. The total cash proceeds from the investment and asset dispositions were $124 million.

The following table summarizes the charges recognized for exit activities approved during fiscal 2006, excluding business dispositions, and the related status as of April 1, 2006. Any accrued liabilities remaining in the Condensed Consolidated Balance Sheet represent those cash expenditures necessary to satisfy remaining obligations.

(In millions)	Exit Costs Recognized	Cash Payments	Accrued Exit Costs as of April 1, 2006
Employee termination and other benefits	$ 102	$ (22)	$ 80
Noncancelable lease and other contractual obligations	7	(4)	3
	$ 109	$ (26)	$ 83

The following table summarizes the employee terminations by location and business segment:

Number of Employees	North American Retail Meats	North American Retail Bakery	Food-service	International Beverage	Inter-national Bakery	Household and Body Care	Branded Apparel	Corporate	Total
United States	134	181	40			1	131	58	545
Europe				609	45	115	1		770
Australia				16	11	77			104
Mexico							165		165
	134	181	40	625	56	193	297	58	1,584
As of April 1, 2006:									
Actions completed	121	138	19	346	29	71		10	734
Actions remaining	13	43	21	279	27	122	297	48	850
	134	181	40	625	56	193	297	58	1,584

Fiscal 2005

The reported results for the third quarter and first nine months of fiscal 2005 reflected amounts recognized for exit activities and disposal actions that increased income from continuing operations before income taxes by $16 million and $32 million, respectively. During the third quarter and first nine months, the corporation approved actions to exit certain business activities and lower its cost structure. In addition, certain exit activities were completed for amounts that were less than previously anticipated. The components of the net credits recognized in the third quarter and first nine months of fiscal 2005 were as follows:

During the third quarter of fiscal 2005, the corporation recognized a charge of $11 million related to the severance costs for certain officers of the corporation in accordance with existing benefit plans and local employment laws. Exit costs for the first nine months of fiscal 2005 consisted of these severance charges, offset in part by $4 million of income related to the completion of certain previously approved exit activities for amounts that were less than originally anticipated.

During the third quarter of fiscal 2005, the corporation recognized $27 million of income related to various business dispositions. Of this amount, $31 million relates to the gain recognized on the

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disposition of certain trademarks and other assets of the corporation s canned meats business. Offsetting this gain is $4 million of professional fees incurred in connection with several planned future business dispositions. For the first nine months of fiscal 2005, the corporation recognized $39 million of income related to various business dispositions. Included in this amount are $55 million of gains related to various completed transactions in the North American Retail Meats, Household and Body Care and Branded Apparel businesses. The most significant of these gains is the $31 million gain related to the canned meat business, a $14 million gain related to the disposal of an ethnic skin care products line primarily sold in the U.S, and $6 million received from prior business dispositions. Offsetting these gains is $16 million of professional fees incurred in connection with several planned future business dispositions.

Status of Restructuring Reserves

Fiscal 2005 Exit Activities

During fiscal 2005, the corporation approved a series of actions to exit certain defined business activities and lower its cost structure. Each of these actions was to be completed within a 12-month period after being approved. The net impact was to reduce income from continuing operations before income taxes by $131 million. The components of this charge are as follows:

- $123 million of the charge was for the cost associated with terminating 1,870 employees and providing them with severance benefits in accordance with benefit plans previously communicated to the affected employee groups. Certain changes have been made to the originally targeted headcount due to voluntary departures and other plan changes. Adjustments have been made to reflect the actual cost of these terminations and are reflected in the net charge. The specific location of the employees and the status of the terminations are summarized in a table contained in this note.

- $8 million of the net charge was for the cost of certain noncancelable lease and other contractual obligations. The lease costs related to the exit of 11 retail stores for the Branded Apparel segment. The other contractual obligations related to the exit of a German distribution agreement for the International Beverage business. The retail spaces had been exited by the end of fiscal 2005 and there are no remaining obligations owed to third parties.

The following table summarizes the charges taken for the exit activities approved during fiscal 2005 and the related status as of April 1, 2006. Any accrued liabilities remaining in the Condensed Consolidated Balance Sheet represent those cash expenditures necessary to satisfy remaining obligations.

(In millions)	Exit Costs Recognized	Cash Payments	Accrued Exit Costs as of April 1, 2006
Employee termination and other benefits	$ 123	$ (52)	$ 71
Noncancelable lease and other contractual obligations	8	(3)	5
	$ 131	$ (55)	$ 76

The majority of the cash payments to satisfy the accrued costs noted in the table above will be paid in the next year.

The following table summarizes the employee terminations by location and business segment:

Number of Employees	North American Retail Meats	North American Retail Bakery	Foodservice	Inter-national Beverage	Inter-national Bakery	Household and Body Care	Branded Apparel	Corporate	Total
United States	24	152	241				716	10	1,143

Canada							209		209
Mexico							139		139
Europe				121	60	137		1	319
Australia						60			60
	24	152	241	121	60	197	1,064	11	1,870
As of April 1, 2006:									
Actions Completed	23	148	125	82	48	153	951	11	1,541
Actions Remaining	1	4	116	39	12	44	113		329
	24	152	241	121	60	197	1,064	11	1,870

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Other Restructuring Actions

In prior periods, the corporation had approved various actions to exit certain defined business activities and lower its cost structure. As of the end of the third quarter of fiscal 2006, these actions had been completed. The accrued liabilities remaining in the Condensed Consolidated Balance Sheet related to these actions total $13 million and represent various severance and noncancelable lease obligations. These accrued amounts are expected to be satisfied in cash and will be funded from operations.

6. Contingent Sale

The corporation sold its European cut tobacco business in fiscal 1999. Under the terms of that agreement, the corporation will receive an annual cash payment of 95 million euros if tobacco continues to be a legal product in the Netherlands, Germany and Belgium through 2010. The legal status of tobacco in each country accounts for a portion of the total contingency with the Netherlands accounting for 67%, Germany 22% and Belgium 11%. If tobacco ceases to be a legal product within any of these countries, the corporation forfeits the receipt of all future amounts related to that country. The contingencies associated with the fiscal 2006 and fiscal 2005 payments each passed in the first quarter, respectively, of each fiscal year and the corporation received the annual payments. The fiscal 2006 annual payment was equivalent to $114 million, and the fiscal 2005 annual payment was equivalent to $117 million based upon the respective exchange rates on the dates of receipt. Each of these amounts was recognized in the corporation s earnings when received and each of the payments increased diluted earnings per share by $0.15 when they were recognized.

7. Pensions

The components of the net periodic pension cost and the postretirement medical cost related to continuing operations for the third quarter and first nine months of fiscal 2006 and 2005 are as follows:

	Thirteen Weeks Ended April 1, 2006		Thirteen Weeks Ended April 2, 2005	
(In millions)	**Pension**	**Postretirement Medical and Life Insurance**	**Pension**	**Postretirement Medical and Life Insurance**
Service cost	$ 31	$ 3	$ 36	$ 3
Interest cost	68	4	67	6
Expected return on plan assets	(65)		(61)	
Amortization of				
Transition (asset) obligation				
Prior service cost		(5)	1	(4)
Net actuarial loss	19	1	21	1
Net periodic benefit cost	$ 53	$ 3	$ 64	$ 6
Curtailment gain	$	$	$	$ 2

	Thirty-nine Weeks Ended April 1, 2006		Thirty-nine Weeks Ended April 2, 2005	
(In millions)	**Pension**	**Postretirement Medical and Life Insurance**	**Pension**	**Postretirement Medical and Life Insurance**
Service cost	$ 99	$ 9	$ 105	$ 11
Interest cost	205	14	200	18
Expected return on plan assets	(194)		(181)	
Amortization of				
Transition (asset) obligation		(1)		(1)

Prior service cost	1	(14)	3	(12)
Net actuarial loss	61	2	63	2
Net periodic benefit cost	$ 172	$ 10	$ 190	$ 18
Curtailment gain	$	$	$	$ 28

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As indicated in the above table, the net periodic benefit cost of the corporation s defined benefit pension plans was lower in the third quarter and first nine months of fiscal 2006 than in the comparable periods of fiscal 2005, primarily as a result of lower service cost and the expected return on plan assets increasing by a greater amount than the interest on plan obligations increased.

Effective on January 1, 2006, certain domestic employee groups ceased earning future pension benefits and this reduced the service cost component of the plan expense. The reduction in pension benefits was offset in part by increased costs related to defined contribution benefit plans.

The expected return on plan assets is based upon the fair value of plan assets and the assumed rate of return on those assets at the start of the year. The higher level of expected returns in fiscal 2006 is primarily due to an increase in the fair value of plan assets during fiscal 2005.

The interest on plan obligations is based on the projected benefit obligation of the plans and the discount rate assumption at the start of the fiscal year. The higher level of interest on plan obligations in fiscal 2006 is primarily due to an increase in plan obligations in fiscal 2005.

The net periodic benefit cost of the corporation s postretirement medical and life insurance plans declined primarily as a result of plan amendments instituted in fiscal 2005 which eliminated post-65 coverage and increased cost sharing by covered employees in the North American bakery operations. These benefit changes reduced plan obligations and the interest on those obligations. In addition, the amendments increased the level of negative prior service cost being amortized in the determination of net periodic benefit expense.

The curtailment gain recognized in fiscal 2005 was as a result of the termination of certain bakery employees. The postretirement medical benefit plan in which these individuals participated had negative prior service cost from a previous plan amendment that was recognized upon termination of the employees.

In the first nine months of fiscal 2006, the corporation contributed $277 million in cash to its defined benefit pension plans, with $225 million of cash contributed in the third quarter of the year. At the present time, the corporation expects to contribute $323 million of cash to its pension plans in fiscal 2006. Approximately $5.2 million of the full-year funding is related to pension plans being assumed by the buyers of businesses classified as discontinued operations.

Included in the current year estimate is the anticipated payment of $85 million to fully fund certain pension obligations of the European Branded Apparel business. These obligations were retained when the business was sold on February 3, 2006. It is anticipated that the trustees of these plans will use substantially all of the proceeds to purchase annuities for plan participants at a future date, and this action will likely result in the recognition of a settlement loss. The exact timing of the settlement of these obligations has not been determined.

The corporation s planned sale of its U.K. Apparel operations will result in the corporation retaining the pension obligations associated with the business to be sold. The projected benefit obligation of these plans, using a 5.3% discount rate, exceeded plan assets by $483 million at the close of fiscal 2005. The fiscal 2006 net periodic benefit cost of these plans was $52 million and these costs are recognized in the selling, general and administrative expenses of the corporation s continuing operations. On April 4, 2006, the corporation signed a Funding and Guarantee Agreement with the Sara Lee U.K. Pension Plan Trustees. Significant provisions of this agreement are as follows:

The corporation will increase annual pension funding of these plans to 32 million British pounds through 2015. If at any time prior to January 1, 2016, Sara Lee Corporation ceases to have a credit rating equal to or greater than the following ratings, the annual pension funding will increase by 20%: Standard and Poor s minimum credit rating of BBB- ; Moody s Investor Services minimum credit rating of Baa3 and Fitch Ratings minimum credit rating of BBB- .

In fiscal 2016, the corporation will make a lump sum payment, if necessary, to ensure that the plans have achieved the funding required by U.K. pension protection fund (PPF) legislation. In all periods after 2016, the corporation will be required to make contributions sufficient to ensure that the plans continue to be funded to the PPF funding level. At the present time the PPF funding deficit is approximately 335 million British Pounds.

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The exact amount of cash contributions made to pension plans in any year is dependent upon a number of factors including minimum funding requirements in the jurisdictions in which the company operates. In addition, the corporation has announced its intent to dispose of certain businesses and the terms of those transactions may impact the timing and amount of future contributions to these plans. As a result, the actual funding in fiscal 2006 may differ from the current estimate.

8. Acquisitions

At the end of the third quarter of fiscal 2006, the corporation acquired Butter-Krust Baking, a domestic fresh bakery business for $52 million of cash and the assumption of $20 million of debt and other liabilities. The acquisition of Butter-Krust will allow the corporation to expand its distribution of fresh baked products in the mid-Atlantic region. The excess of the purchase price over the net assets acquired was $44 million and has been preliminarily allocated to goodwill. The corporation expects to finalize the purchase price after third-party appraisers have completed their valuation work.

During the third quarter of fiscal 2006, the corporation acquired certain trademarks and working capital related to a Mexican processed meat business for $18 million of cash. The acquisition will allow the corporation to expand distribution of its meat products under these acquired trademarks in the Mexican marketplace. The purchase price has been preliminarily allocated to the assets and trademarks acquired and no goodwill has been recognized as a result of the transaction.

During the first quarter of fiscal 2006, the corporation acquired National Textiles, LLC, a domestic yarn and textile production company for $3 million in cash and the assumption of $84 million of debt. The fair value of the assets acquired, net of liabilities assumed, approximated the $3 million purchase price based upon preliminary valuations and no goodwill has been recognized as a result of the transaction. The corporation expects to finalize the purchase price allocation after third-party appraisers have completed their valuation work. Substantially all of the yarn and textiles produced by the acquired business will be used in products produced by the domestic Branded Apparel business.

9. Stock Based Compensation

The corporation has various stock option, employee stock purchase and stock award plans. At April 1, 2006, 71.8 million shares were available for future grant in the form of options, restricted shares or stock appreciation rights.

On July 3, 2005, the corporation adopted the provisions of Statement of Financial Accounting Standards No. 123(R), Share-Based Payment (FAS No. 123(R)) using the modified prospective method. FAS No. 123(R) requires companies to recognize the cost of employee services received in exchange for awards of equity instruments based upon the grant date fair value of those awards. Under the modified prospective method of adopting FAS No. 123(R), the corporation will recognize compensation cost for all share-based payments granted after July 3, 2005, plus any awards granted to employees prior to July 3, 2005 that remain unvested at that time. Under this method of adoption, no restatement of prior periods is made. The impact of adopting FAS No. 123(R) did not have a significant impact on income from continuing operations, income before income taxes, net income, cash flow from operations or earnings per share during the period.

Prior to July 3, 2005, the corporation recognized the cost of employee services received in exchange for equity instruments in accordance with Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees (APB No. 25). APB No. 25 required the use of the intrinsic value method, which measures compensation cost as the excess, if any, of the quoted market price of the stock over the amount the employee must pay for the stock. Compensation expense for substantially all of the corporation s equity-based awards was measured under APB No. 25 on the date the shares were granted. Under APB No. 25, no compensation expense has been recognized for stock options, replacement stock options and shares sold under the Employee Stock Purchase Plan. Compensation expense was recognized under APB No. 25 for the cost of restricted share unit awards granted to employees.

During the thirteen and thirty-nine weeks ended April 2, 2005, had the cost of employee services received in exchange for equity instruments been recognized based on the grant date fair value of those instruments in accordance with the provisions of Statement of Financial Accounting Standards No. 123, Accounting for Stock-based Compensation, the corporation s net income and earnings per share would have been impacted as shown in the following table.

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(In millions)	Thirteen Weeks Ended April 2, 2005	Thirty-nine Weeks Ended April 2, 2005
Reported net income	$ 189	$ 867
Plus Stock-based employee compensation included in reported net income, net of related tax effects	9	25
Less Total stock-based employee compensation expense determined under the fair-value method for all awards, net of related tax effects	(14)	(39)
Pro forma net income	$ 184	$ 853
Earnings per share:		
Basic as reported	$ 0.24	$ 1.10
Basic pro forma	$ 0.23	$ 1.08
Diluted as reported	$ 0.24	$ 1.09
Diluted pro forma	$ 0.23	$ 1.07

Stock Options

The exercise price of each stock option equals or exceeds the market price of the corporation s stock on the date of grant. Options can generally be exercised over a maximum term of 10 years. Options generally vest ratably over three years. The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model using the weighted average assumptions as outlined in the following table.

	Thirty-nine Weeks Ended April 1, 2006	Thirty-nine Weeks Ended April 2, 2005
Weighted average expected lives	6.1 years	3.4 years
Weighted average risk-free interest rate	4.3%	3.2%
Range of risk-free interest rates	4.2 4.3%	2.8 3.7%
Weighted average expected volatility	26.2%	23.2%
Range of expected volatility	25.2 26.4%	22.8 24.5%
Expected dividend yield	4.2%	3.6%

The corporation uses historical volatility for a period of time that is comparable to the expected life of the option to determine volatility assumptions. The corporation has discontinued the granting of replacement options after the start of fiscal 2006. As a result of this change, the corporation utilizes the simplified method outlined in SEC Staff Accounting Bulletin No. 107 to estimate expected lives for options granted during the period.

A summary of the changes in stock options outstanding under the corporation s option plans during the thirty-nine weeks ended April 1, 2006 is presented below:

Shares in Thousands and Intrinsic Value in Millions	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Options Outstanding at July 2, 2005	53,543	$ 22.14	3.8	$ 25

Granted	2,002		19.54			
Exercised	420		14.93			
Canceled/expired	3,731		24.36			
Options Outstanding at April 1, 2006	51,394	$	21.93	3.3	$	9
Options Exercisable at April 1, 2006	48,970	$	22.03	3.0	$	9

The weighted average grant date fair value of options granted during the first nine months of fiscal 2006 and the first nine months of fiscal 2005 was $4.01 and $2.85, respectively. The total intrinsic value of

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options exercised during the first nine months of fiscal 2006 and the first nine months of fiscal 2005 was $2 million and $44 million, respectively. The fair value of options that vested during the first nine months of fiscal 2006 was $6 million. The corporation received cash from the exercise of stock options during the first nine months of fiscal 2006 of $6 million. As of April 1, 2006, the corporation had $5 million of total unrecognized compensation expense related to stock option plans that will be recognized over the weighted average period of 1 year.

Employee Stock Purchase Plan

The ESPP permits eligible full-time employees to purchase a limited number of shares of the corporation s common stock at 85% of market value. Under the plan, the corporation sold 828 and 1,216 shares to employees in the first nine months of fiscal 2006 and in the first nine months of fiscal 2005, respectively. Compensation expense is calculated for the fair value of the employees purchase rights using the Black-Scholes model. Assumptions include an expected life of 1/4 of a year and weighted average risk-free interest rates of 4.2% in the first nine months of fiscal 2006, and 2.1% in the first nine months of fiscal 2005. Other underlying assumptions are consistent with those used for the corporation s stock option plans described above. The weighted average fair value of individual options granted during the first nine months of fiscal 2006 and the first nine months of fiscal 2005 was $3.42 and $4.12, respectively. In November 2005, the corporation eliminated the 15% discount on shares acquired through the ESPP. Future purchases under the ESPP plan will be at the fair value of the shares.

Stock Unit Awards

Restricted stock units (RSUs) are granted to certain employees to incent performance and retention over periods ranging from one to five years. Upon the achievement of defined goals, the RSUs are converted into shares of the corporation s common stock on a one-for-one basis and issued to the employees. A substantial portion of all RSUs vest solely upon continued future service to the corporation. A small portion of RSUs vest based upon continued future employment and the achievement of certain defined performance measures. The cost of these awards is determined using the fair value of the shares on the date of grant, and compensation is recognized over the period during which the employees provide the requisite service to the corporation. A summary of the changes in the stock unit awards outstanding under the corporation s benefit plans during the first nine months of fiscal 2006 is presented below:

Shares in Thousands and Intrinsic Value in Millions	Shares	Weighted Average Grant-Date Fair Value	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Nonvested share units at July 3, 2005	8,088	$ 20.59	1.0	$ 159
Granted	2,471	19.23		
Vested	(3,301)	19.71		
Forfeited	(188)	20.62		
Nonvested share units at April 1, 2006	7,070	$ 20.53	1.0	$ 126
Exercisable share units at April 1, 2006	216	$ 19.12	2.6	$ 4

The total fair value of share-based units that vested during the first nine months of fiscal 2006 was $65 million. As of April 1, 2006, the corporation had $48 million of total unrecognized compensation expense related to stock unit plans which will be recognized over the weighted average period of 1.3 years.

For all share-based payments, during the third quarter of fiscal 2006, the corporation recognized total compensation expense of $18 million, and recognized a tax benefit of $5 million. During the first nine months of fiscal 2006, the corporation recognized total compensation expense of $72 million, and recognized a tax benefit of $23 million. The corporation will satisfy the requirement for common shares for share-based payments by issuing newly authorized shares.

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10. Accumulated Other Comprehensive Income (Loss)

The components of accumulated other comprehensive income (loss) are as follows:

	Cumulative Translation Adjustment	Net Unrealized Gain (Loss) on Qualifying Cash Flow Hedges	Minimum Pension Liability Adjustment	Accumulated Other Comprehensive Income (Loss)
Balance at July 3, 2004	$ (793)	$ (14)	$ (587)	$ (1,394)
Other comprehensive income (loss) activity	279	(38)		241
Balance at April 2, 2005	(514)	(52)	(587)	(1,153)
Other comprehensive income (loss) activity	(217)	38	(70)	(249)
Balance at July 2, 2005	(731)	(14)	(657)	(1,402)
Other comprehensive income (loss) activity	(15)	(31)		(46)
Balance at April 1, 2006	$ (746)	$ (45)	$ (657)	$ (1,448)

Comprehensive income in the third quarters of fiscal 2006 and 2005 was $72 million and $24 million, respectively. Comprehensive income in the first nine months of fiscal 2006 and 2005 was $501 million and $1,108 million, respectively.

11. Derivative Reporting

The corporation is exposed to changes in interest rates, foreign exchange rates and commodity prices. To manage the risk from these changes, the corporation uses derivative instruments and enters into various hedging transactions. A description of the corporation s hedging programs and instruments is included in the corporation s 2005 annual report on Form 10-K which is filed with the Securities and Exchange Commission. As of July 2, 2005, the net accumulated derivative loss recorded in Accumulated Other Comprehensive Income was $14 million. During the nine months ended April 1, 2006, $15 million of accumulated net derivative losses were deferred into Accumulated Other Comprehensive Income and $16 million of accumulated net derivative gains were released from Accumulated Other Comprehensive Income into earnings since the related hedged item was realized during the period, resulting in a balance in Accumulated Other Comprehensive Income at April 1, 2006 of an accumulated loss of $45 million. At April 1, 2006, the maximum maturity date of any cash flow hedge was approximately 1 $^1/4$ years, excluding derivative hedges related to the payment of variable interest on existing financial instruments. The corporation expects to reclassify into earnings during the next twelve months, net losses from Accumulated Other Comprehensive Income of approximately $18 million, at the time the underlying hedged transaction is realized.

Other disclosures related to hedge ineffectiveness, amounts excluded from the assessment of effectiveness and amounts reclassified into earnings as a result of the discontinuation of hedge accounting because it was probable that the original forecasted transaction would not occur, have been omitted due to the insignificance of these amounts. During the nine months ended April 1, 2006, a net loss of $11 million arising from effective hedges of net investments has been reflected in the cumulative translation adjustments account within consolidated stockholders equity.

12. Litigation

Since 1995, three complaints have been filed on behalf of former employees of Aris Philippines, Inc. (Aris) alleging unfair labor practices associated with Aris termination of manufacturing operations in the Philippines. Each of these three complaints includes allegations with the same issues and facts. With regard to two of these complaints, Aris prevailed in the administrative hearings held in the Philippines. Although implicated in these complaints, Sara Lee was not a party. The third complaint is a consolidation of cases filed from 1998 through July 1999 by individual complainants in the Republic of the Philippines, Department of Labor and Employment, National Labor Relations Commission. On December 11, 1998, the complaint was amended to name Sara Lee as a party. The case is styled: *Emelinda Mactlang, et al. v.*

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Aris Philippines, Inc., et al. In the underlying proceedings the arbitrator ruled against Sara Lee and awarded the plaintiffs $60 million in damages and fees. Sara Lee is appealing this administrative ruling. Sara Lee believes that the plaintiffs claims are without merit and is vigorously defending the remaining complaint. However, no assurance can be given that an adverse outcome in the matter will not occur.

13. Issued But Not Yet Effective Accounting Standards

Accounting Changes and Error Corrections

The FASB issued Statement of Financial Accounting Standards No. 154, Accounting Changes and Error Corrections (Statement No. 154), which requires retroactive application of a voluntary change in accounting principle to prior period financial statements unless it is impractical. Statement No. 154 also requires that a change in method of depreciation, amortization, or depletion for long-lived, non-financial assets be accounted for as a change in accounting estimate that is affected by a change in accounting principle. Statement No. 154 replaces APB Opinion 20, Accounting Changes, and SFAS 3, Reporting Accounting Changes in Interim Financial Statements. The corporation will adopt the provisions of Statement No. 154, effective in fiscal 2007. Management currently believes that adoption of the provisions of Statement No. 154 will not have a significant impact on the corporation s consolidated financial statements.

14. Goodwill and Intangible Assets

Goodwill increased from $3,018 million at July 2, 2005 to $3,067 million at April 1, 2006. This was primarily due to the $44 million of goodwill recognized in the preliminary purchase price allocation of the Butter-Krust acquisition that is described in Note 8 to the financial statements and changes in foreign currency exchange rates. In addition, the corporation recognized a $1 million impairment charge related to an International Beverage business as part of its annual goodwill review. This charge is recognized in continuing operations in the selling, general and administrative expense caption of the income statement.

Trademarks and other identifiable intangible assets declined from $1,395 million at July 2, 2005 to $1,336 million at April 1, 2006. This reduction was primarily due to amortization and changes in foreign exchange rates. At the end of the second quarter of 2006, the corporation concluded that an apparel trademark with a carrying value of $79 million no longer had an indefinite life and it would be amortized in future periods. As of April 1, 2006, approximately 87% of the corporation s identifiable intangible assets are being amortized.

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Item II

Management s Discussion and Analysis of Financial Condition and Results of Operations

Introduction

The following is management s discussion and analysis of the results of operations for the third quarter and first nine months of fiscal 2006 compared with the third quarter and first nine months of fiscal 2005 and a discussion of the changes in financial condition and liquidity during the first nine months of fiscal 2006. The following is an outline of the analyses included herein:

- Overview
  - Third Quarter of Fiscal 2006
  - First Nine Months of Fiscal 2006
  - Cash Flow
  - Description of the Business Segments
  - Transformation Plan
- Consolidated Results Third Quarter of Fiscal 2006 Compared with Third Quarter of Fiscal 2005
- Operating Results by Business Segment Third Quarter of Fiscal 2006 Compared with Third Quarter of Fiscal 2005
- Consolidated Results First Nine Months of Fiscal 2006 Compared with First Nine Months of Fiscal 2005
- Operating Results by Business Segment First Nine Months of Fiscal 2006 Compared with First Nine Months of Fiscal 2005
- Financial Condition
- Liquidity
- Significant Accounting Policies and Critical Estimates

Forward-looking Information

Overview

Third Quarter of Fiscal 2006

Continuing Operations During the third quarter of fiscal 2006, net sales decreased by $55 million, or 1.4%, over the third quarter of fiscal 2005, to $3,789 million. Changes in foreign currencies, particularly in the European euro and the British pound, decreased reported net sales by $71 million, or 1.9%. Net sales were impacted by acquisitions and dispositions in both fiscal 2006 and 2005 and these reduced net sales by $18 million, or 0.4%. The remaining net sales increase was $34 million, or 0.9%, as sales increases in the North American Retail Meats, North American Retail Bakery, Foodservice and the International Beverage segments were partially offset by declines in the International Bakery, Household and Body Care and Branded Apparel segments.

Operating income for the corporation in the third quarter of fiscal 2006 declined by $44 million, or 14.4%, and was composed of the following:

The corporation s gross profit declined by $22 million, primarily as a result of lower unit volumes in certain segments, and higher commodity and energy costs that led to a slightly lower gross profit margin percentage.

SG&A expenses in the third quarter of fiscal 2006 increased by $17 million over the comparable period of the prior year. As a percent of sales, SG&A expenses increased from 29.8% in the third quarter of fiscal 2005 to 30.7% in the third quarter of fiscal 2006. The impact of the ongoing transformation expenses and other cost increases more than offset savings from the transformation plan and lower advertising and promotion costs.

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In the third quarter of fiscal 2006, the corporation recognized income of $11 million from exit activities and business dispositions, while in the third quarter of fiscal 2005, the corporation recognized $16 million of income.

Pretax income from continuing operations declined $51 million, or 20.1%, as a result of the $44 million decline in operating income and a $7 million increase in net interest expense. The effective tax rate on continuing operations declined from 39.1% in the third quarter of fiscal 2005 to 30.6% in the third quarter of fiscal 2006. This reduction was primarily attributable to the favorable outcome of a foreign tax contingency and the recognition of a tax benefit associated with the disposition of certain assets.

As a result of these factors, income from continuing operations declined by $14 million or 9.0%.

Discontinued Operations The corporation has reported its Direct Selling, U.S. Retail Coffee, European Branded Apparel, U.K. Apparel, European Nuts and Snacks, European Meats and U.S. Meat Snacks businesses as discontinued operations. The European Branded Apparel operation was sold in the third quarter.

The operating results of the discontinued businesses are presented in Note 4 to the Consolidated Financial Statements. In the third quarter of fiscal 2006, the corporation recognized a $162 million loss from the operation of businesses reported as discontinued operations versus income of $38 million in the comparable period of the prior year. This decline was due to the $167 million impairment charge recognized in fiscal 2006, the earnings impact of the disposition of the Direct Selling and U.S. Retail Coffee businesses that were sold in the second quarter of fiscal 2006, the sale of the European Branded Apparel business in February 2006 and lower operating results in the remaining discontinued operations.

During the third quarter of fiscal 2006, the corporation sold its European Branded Apparel operation and completed certain post-closing adjustments related to its Direct Selling business. As a result, the corporation recognized a pretax and after-tax gain of $24 million and $67 million, respectively.

Net income in the third quarter of fiscal 2006 decreased by $147 million, or 77.4%, and diluted EPS decreased $0.18, or 75.0%, primarily from the decline related to discontinued operations of $133 million.

First Nine Months of Fiscal 2006

Continuing Operations During the first nine months of fiscal 2006, net sales decreased by $159 million, or 1.3%, over the first nine months of fiscal 2005, to $11,844 million. Changes in foreign currencies, particularly in the European euro and the British pound, decreased reported net sales by $112 million, or 0.9%. Net sales were impacted by acquisitions and dispositions in the first nine months of both fiscal 2006 and 2005 and the impact of these transactions reduced net sales by $73 million, or 0.6%. The remaining net sales increase was $26 million as sales increased in each of the corporation s business segments except the Household and Body Care and Branded Apparel segments.

Operating income for the corporation in the first nine months of fiscal 2006 declined by $246 million, or 22.0%, and was composed of the following:

The corporation s gross profit declined by $107 million primarily as a result of higher costs for certain raw materials, commodities and energy costs, which contributed to the 0.4% decline in the gross profit margin.

SG&A expenses in the first nine months of fiscal 2006 increased by $61 million over the comparable period of the prior year. As a percent of sales, SG&A expenses increased from 29.3% in the first nine months of fiscal 2005 to 30.2% in the first nine months of fiscal 2006. The impact of the ongoing transformation expenses and other cost increases more than offset savings from the transformation plan and lower advertising and promotion costs.

In the first nine months of fiscal 2006, the corporation recognized a charge of $43 million for exit activities and business dispositions, while in the first nine months of fiscal 2005, the corporation recognized $32 million of income from exit and business disposition activities.

The corporation received and recognized contingent sales proceeds of $114 million in the first nine months of fiscal 2006 and $117 million of contingent sales proceeds in the first nine months of fiscal 2005 from the sale of the corporation s cut tobacco business. These payments represent the annual payments for fiscal 2006 and 2005.

Income from continuing operations before income taxes declined by $276 million, or 28.2%, as a result of the $246 million decline in operating income and higher short-term interest rates which increased net interest expense by $30 million. The effective tax rate for the first nine months of fiscal 2006 and fiscal 2005 were 25.9% and 21.7%, respectively. The increase in the effective tax rate was primarily due to an increased level of taxes provided to repatriate to the U.S. the earnings on non-U.S. operations. In fiscal 2005, the corporation was able to repatriate a significant amount of accumulated earnings under the American Jobs Creation Act, while in fiscal 2006, the repatriation of current year earnings has a higher effective tax rate.

Discontinued Operations The corporation reported its Direct Selling, U.S. Retail Coffee, European Branded Apparel, U.K. Apparel, European Nuts and Snacks, European Meats and U.S. Meat Snacks businesses as discontinued operations and several operations were sold prior to the close of the nine month period.

The operating results of the discontinued businesses are presented in Note 4 to the financial statements. In the first nine months of fiscal 2006, the corporation recognized a $256 million loss from the operation of the businesses reported as discontinued operations versus income of $101 million in the comparable period of the prior year. This decline was due to $337 million of impairment charges recognized in the first nine months of fiscal 2006, the earnings impact of the disposition of the Direct Selling and U.S. Retail Coffee businesses in the second quarter of fiscal 2006, the sale of the European Branded Apparel business in February 2006 and lower operating results in the remaining discontinued operations.

As noted earlier, the corporation also recognized an after-tax gain of $282 million as a result of disposing of several businesses in the first nine months of fiscal 2006.

Net income in the first nine months of fiscal 2006 decreased by $320 million, or 36.9%, and diluted EPS decreased by $0.38, or 34.9%, primarily due to the decline of $245 million in income from continuing operations and the $75 million decrease related to discontinued operations.

A table which summarizes the significant items that impacted the third quarters and first nine months of fiscal 2006 and 2005 is presented below.

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Impact of Significant Items on Income From Continuing Operations and Net Income

In millions, except per share data	13 Weeks Ended April 1, 2006 Pretax Impact	Tax	Net Income	Diluted EPS Impact (1)	13 Weeks Ended April 2, 2005 Pretax Impact	Tax	Net Income	Diluted EPS Impact (1)
Income from continuing operations	$ 197	$ (60)	$ 137	$ 0.18	$ 248	$ (97)	$ 151	$ 0.19
Net income			$ 42	$ 0.06			$ 189	$ 0.24
Significant items affecting comparability of income from continuing operations and net income:								
(Charges for) income from exit activities and business dispositions:								
(Charges for) income from exit activities	$ (38)	$ 11	$ (27)	$ (0.03)	$ (11)	$ 4	$ (7)	$ (0.01)
(Charges for) income from business disposition activities	49	(17)	32	0.04	27	(9)	18	0.02
Subtotal	11	(6)	5	0.01	16	(5)	11	0.01
(Charges) to cost of sales and SG&A expenses								
Transformation charges in cost of sales and SG&A	(44)	17	(27)	(0.04)				
Accelerated depreciation and amortization	(8)	2	(6)	(0.01)	(4)	1	(3)	
Bakery curtailment gain					2	(1)	1	
Impact of significant items on income from continuing operations before income taxes:	(41)	13	(28)	(0.04)	14	(5)	9	0.01
Significant tax matters affecting comparability:								
Dutch tax rate change								
Impact of significant items on income from continuing operations:	(41)	13	(28)	(0.04)	14	(5)	9	0.01
Significant items impacting discontinued operations:								
European Branded Apparel impairment		(2)	(2)					
U.K. Apparel impairment	(33)		(33)	(0.04)				
European Meats impairment	(125)		(125)	(0.16)				
U.S. Meat Snacks impairment	(12)	5	(7)	(0.01)				
Charges for exit activities and transformation expenses								
Tax benefit from European Meats		6	6	0.01				
Net gain on the sale of Direct Selling, and European Branded Apparel operations	24	43	67	0.09				
Impact of significant items on net income	$ (187)	$ 65	$ (122)	$ (0.16)	$ 14	$ (5)	$ 9	$ 0.01

Notes:

(1) EPS amounts are rounded to the nearest $0.01 and may not add to the total.

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Impact of Significant Items on Income From Continuing Operations and Net Income

In millions, except per share data	39 Weeks Ended April 1, 2006 Pretax Impact	Tax	Net Income	Diluted EPS Impact (1)	39 Weeks Ended April 2, 2005 Pretax Impact	Tax	Net Income	Diluted EPS Impact (1)
Income from continuing operations	$ 703	$ (182)	$ 521	$ 0.68	$ 979	$ (213)	$ 766	$ 0.96
Net income			$ 547	$ 0.71			$ 867	$ 1.09
Significant items affecting comparability of income from continuing operations and net income:								
(Charges for) income from exit activities and business dispositions:								
(Charges for) income from exit activities	$ (109)	$ 35	$ (74)	$ (0.10)	$ (7)	$ 2	$ (5)	$ (0.01)
(Charges for) income from business disposition activities	66	(23)	43	0.06	39	(12)	27	0.04
Subtotal	(43)	12	(31)	(0.04)	32	(10)	22	0.03
(Charges) income to cost of sales and SG&A expenses								
Transformation charges in cost of sales and SG&A	(111)	39	(72)	(0.09)				
Hurricane losses	(5)	2	(3)					
Accelerated depreciation and amortization	(29)	10	(19)	(0.02)	(29)	7	(22)	(0.03)
Change in vacation policy	14	(5)	9	0.01				
Bakery curtailment gain					28	(10)	18	0.02
Impact of significant items on income from continuing operations before income taxes:	(174)	58	(116)	(0.15)	31	(13)	18	0.02
Significant tax matters affecting comparability								
Dutch tax rate change						24	24	0.03
Impact of significant items on income from continuing operations:	(174)	58	(116)	(0.15)	31	11	42	0.05
Significant items impacting discontinued operations:								
European Branded Apparel impairment	(179)	47	(132)	(0.17)				
U.S. Retail Coffee impairment	(44)	5	(39)	(0.05)				
U.K. Apparel impairment	(34)		(34)	(0.04)				
European Meats impairment	(125)		(125)	(0.16)				
U.S. Meat Snacks impairment	(12)	5	(7)	(0.01)				
Charges for exit activities and transformation expenses	(8)	3	(5)	(0.01)				
Tax benefit from Direct Selling and European Meats		49	49	0.06				
Gain on the sale of Direct Selling, U.S. Retail Coffee and European Branded Apparel operations	342	(60)	282	0.37				
Impact of significant items on net income	$ (234)	$ 107	$ (127)	$ (0.16)	$ 31	$ 11	$ 42	$ 0.05

Notes:

(1) EPS amounts are rounded to the nearest $0.01 and may not add to the total.

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Cash Flow

Operating Activities - The corporation s cash flow from operations in the first nine months of fiscal 2006 was $826 million as compared to $1,050 million in the comparable period of fiscal 2005. The $224 million decline was primarily due to a $245 million decline in income from continuing operations. While the operating results of discontinued operations declined, this was primarily attributable to non-cash impairment charges.

Investment Activities - Investment activities generated $421 million of cash in the first nine months of fiscal 2006 as compared to a $91 million use of cash in the comparable period of the prior year. This $512 million increase was primarily due to the fact that the corporation generated $600 million of additional cash flow from business dispositions, offset in part by $76 million of cash used to acquire businesses. During fiscal 2006, the corporation completed the sales of its Direct Selling, European Branded Apparel, and U.S. Retail Coffee businesses, and also disposed of the assets of the rice and sun care products companies. The funds expended on business dispositions primarily relates to the acquisition of the Butter-Krust Bakery business and a meat business in Mexico.

Financing Activities - Significant items impacting the cash generated and used in financing activities are as follows:

Cash generated from the issuance of common shares declined from $150 million to $22 million in the fiscal 2006 period. The elimination of the 15% discount on the purchase of shares through the employee stock purchase plan essentially eliminated employee purchases of the corporation s stock and the lower stock price substantially reduced the exercise of employee stock options.

The corporation used $562 million of cash to purchase 30.1 million shares of common stock in fiscal 2006, as compared to a $345 million use of cash to purchase 15.9 million shares in the fiscal 2005 period. The corporation intends to repurchase additional shares with a value of up to $450 million in early fiscal 2007. The repurchase will likely occur after the spin-off of Branded Apparel Americas/Asia; however, the timing and amount of future share repurchases may also be influenced by market conditions and other factors.

During the first nine months of fiscal 2006 and fiscal 2005, the corporation had net repayments of long-term debt of $208 million and $645 million, respectively, by utilizing a combination of cash on hand and the issuance of short-term debt.

At the end of the third quarter of fiscal 2006, the corporation did not utilize cash on the balance sheet to repay outstanding notes payable borrowings as it had done at the end of the third quarter of 2005 and the end of fiscal 2005. At the end of the third quarter of fiscal 2005 and the end of fiscal 2005, the corporation scheduled certain notes payable obligations, primarily in the form of short-term commercial paper, to mature prior to the end of the fiscal period. Cash on hand in various operating units in different geographic locations was utilized to repay these commitments when they matured. At the beginning of the subsequent quarter, issuances of commercial paper were made and cash was returned to the corporation s operating locations. Shortly before the end of fiscal 2005, using cash on hand, the corporation repaid $2,080 million of outstanding notes payable. That is, notes payable and cash would have been higher at the end of fiscal 2005 by $2,080 had the cash repayments not been made. As a result of the decision not to utilize cash on hand to repay outstanding notes payable, the corporation had $1,972 of cash on the balance sheet at the end of the third quarter of fiscal 2006 versus $533 million at the end of fiscal 2005, and had outstanding notes payable of $1,595 million at the end of the third quarter of fiscal 2006, versus $239 at the end of fiscal 2005.

Further information and details regarding the performance of the corporation and its business segments follows.

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Description of the Business Segments

During fiscal 2006, the corporation reorganized its business operations around distinct customers, consumers and geographic markets in order to build functional excellence, increase strategic focus and simplify the organization. As a result of these changes, the corporation reorganized its business operations and reports its results in seven business segments. Historical results have been restated to present the business segments on a comparable basis. The following is a general description of the corporation s seven business segments.

- North American Retail Meats sells a variety of meat products including hot dogs, corn dogs, breakfast sausages and sandwiches, bacon, smoked and dinner sausages, as well as premium deli and luncheon meats.

- North American Retail Bakery sells a wide variety of fresh and frozen baked products including bread, buns and bagels as well as specialty items including frozen pies, cakes and cheesecakes.

- Foodservice sells meats, bakery and coffee products to four primary channels in North America broad-line foodservice distributors, national restaurant chains, convenience stores and retail locations providing on-the-go meal solutions.

- International Beverage sells coffee and tea products to retail and foodservice customers primarily in Europe, Brazil and Australia.

- International Bakery sells frozen bakery, dough products and a variety of fresh bread products to retail and foodservice customers in Europe and Australia.

- Household and Body Care sells products in four primary categories body care, air care, shoe care and insecticides.

- Branded Apparel sources, manufactures and markets basic branded apparel products including men s and women s underwear, intimate apparel, casualwear, socks and sheer hosiery in the Americas and Asia.

Transformation Plan

In February 2005, the corporation announced a transformation plan designed to improve the corporation s performance and better position Sara Lee for long-term growth. The plan is expected to be completed by fiscal 2010 and a number of significant gains and losses are anticipated to be recognized over this period. The following is an update on the actions taken in the transformation plan and the impact on the third quarter and first nine months of fiscal 2006.

Organization Structure

The corporation reorganized its operations around distinct consumers, customers and geographic markets in order to build functional excellence, increase strategic focus and simplify the organization. The corporation s new structure is organized around seven business segments, which were described above.

The corporation announced plans to locate the management of its North American businesses along with a majority of its corporate staff at a single site in suburban Chicago (Downers Grove, Illinois). As a result of this change:

- Costs are being incurred to relocate those individuals who were requested to remain with the organization and elected to do so.

A number of individuals elected not to relocate to Chicago and it was necessary to pay certain of these personnel stay bonuses to preserve business continuity while replacements were hired.

Certain positions and employees are being eliminated from the organization structure and severance benefits are being paid to these individuals.

Costs were incurred to recruit new employees to work in the Chicago area as well as to staff positions in newly created functions.

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Bonuses are being accrued for certain employees deemed critical to the success of the transformation effort. These amounts are to incent individuals to remain with the organization and compensate them for an increased workload.

The corporation expects to finalize the employee centralization in the fall of 2006. In the third quarter of fiscal 2006, management approved a formal plan to centralize the research and development activities for North America into a temporary single site by the summer of 2006, while management starts construction on a permanent North American research center.

In Europe, the corporation has started executing plans to centralize management into a single location per country or region. Each centralized location would be supported by a shared services organization which will provide back-office functions. As a result of the plans to centralize management and eliminate operating locations, certain planned workforce reductions are in process.

As a result of these actions, pretax charges of $90 million were recognized in the third quarter of fiscal 2006 related to exit activities, transformation costs and accelerated depreciation and amortization in order to simplify the organizational structure. In the first nine months of fiscal 2006, the corporation has recognized pretax charges from transformation and exit activities of $249 million, including $109 million of severance costs, $29 million of accelerated depreciation and amortization, $21 million of employee retention costs, $17 million of relocation costs, $11 million of recruiting costs, and $62 million related to consulting, information technology and other transformation and exit efforts. Additional restructuring actions are expected over the life of the transformation plan and further details regarding these actions is contained in this Management Discussion and Analysis section and in Note 5, titled Exit Activities and Business Dispositions to the Consolidated Financial Statements.

Portfolio Changes

The corporation announced plans to dispose of a number of businesses in order to concentrate financial and management resources on a smaller number of entities that are better positioned for growth. At the close of the third quarter of fiscal 2006, seven of these businesses had been reported as discontinued operations. The status of the portfolio changes is as follows:

Direct Selling Substantially all of this business was sold in December 2005 and an after-tax gain of $205 million was recognized as a result of this transaction. The disposition of the Direct Selling operations in the Philippines is expected to close in late fiscal 2006 after receiving government approval.

U.S. Retail Coffee This business was sold in December 2005. An after-tax gain of $3 million was recognized as a result of this transaction.

European Branded Apparel Substantially all of this business was sold in February 2006 and an after-tax gain of $74 million was recognized. The sale of the Branded Apparel operations in the Philippines is awaiting certain regulatory licenses and is expected to close in the fourth quarter of fiscal 2006.

European Nuts and Snacks The corporation has entered into an agreement to sell this business and expects to close on this transaction in late fiscal 2006 or early fiscal 2007. The timing of the closing date is dependent upon the receipt of regulatory and government approvals.

United Kingdom (U.K.) Apparel The corporation anticipates that this business will be sold prior to the end of the current fiscal year.

U.S. Meat Snacks The corporation has entered into a definitive agreement to sell its U.S. Meat Snacks operations and expects to close this transaction in the fourth quarter of fiscal 2006.

European Meats The corporation has entered into exclusive negotiations to sell this business and it was reported as a discontinued operation in the third quarter of fiscal 2006.

Branded Apparel Americas / Asia	The corporation is in the process of preparing to spin off this business in the first quarter of fiscal 2007.

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Note 4 to the Consolidated Financial Statements contains a detailed discussion of the businesses reported as discontinued operations, the significant terms of the transactions completed to date and the impact these discontinued operations had on the reported results of the corporation.

Improving Operational Efficiency

The third element of the transformation plan involves several initiatives to improve the operational efficiency of the corporation. These initiatives include the following:

The simplification of the organization structure will result in the termination of a number of employees and the elimination of certain manufacturing facilities. The exit activities initiated by the corporation in fiscal 2006 are fully explained in other sections of this Management Discussion and Analysis and in Note 5, titled Exit Activities and Business Dispositions, in the Consolidated Financial Statements. In the remaining portion of fiscal 2006, the corporation expects to recognize additional exit costs to reduce employment levels in the organization and eliminate manufacturing capacity.

The company expects to reduce the number of brands utilized in its North American Retail Bakery business as well as to increase the research and development and marketing spending behind a smaller group of large brands. The carrying value of the trademarks in the North American Bakery operations at the end of the third quarter of fiscal 2006 was $317 million. The North American bakery customer relationship intangible asset may also be impacted by any decision to exit regional bakery brands. The carrying value of this asset was $137 million at April 1, 2006. When a plan is developed and approved by management to exit certain of these trademarks, the ongoing amortization will increase and a charge to recognize the impairment of these assets may result.

The corporation expects to make a substantial investment to improve information technology systems and processes. This is primarily related to the costs to implement a standardized information technology platform in the North American operations and the continued consolidation of information processing. There are a number of variables that impact the cost of installing and transitioning to new information systems. At the present time, the corporation expects that from fiscal 2006 through 2010, the cost of these information technology initiatives will be $235 million, with a substantial portion of the cost being incurred after fiscal 2006.

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Consolidated Results Third Quarter of Fiscal 2006 Compared with Third Quarter of Fiscal 2005

Continuing Operations Operating results by business segment in the third quarter of fiscal 2006 compared with the third quarter of fiscal 2005 are as follows:

	Thirteen Weeks Ended			
	Net Sales		Income From Continuing Operations Before Income Taxes	
(In millions)	**April 1, 2006**	**April 2, 2005**	**April 1, 2006**	**April 2, 2005**
North American Retail Meats	$ 607	$ 575	$ 46	$ 68
North American Retail Bakery	449	427	(3)	(16)
Foodservice	522	516	28	43
International Beverage	569	582	127	108
International Bakery	175	197	13	19
Household and Body Care	443	484	40	88
Branded Apparel	1,035	1,072	110	86
Total business segments	3,800	3,853	361	396
Intersegment sales	(11)	(9)		
Total net sales and operating segment income, respectively	3,789	3,844	361	396
Amortization of intangibles			(18)	(17)
General corporate expenses			(89)	(81)
Total net sales and operating income, respectively	3,789	3,844	254	298
Net interest expense			(57)	(50)
Net sales and income from continuing operations before income taxes, respectively	$ 3,789	$ 3,844	$ 197	$ 248

The following table summarizes net sales and operating income performance for the third quarter of fiscal 2006 and 2005 and certain significant items that affected the comparability of these amounts.

	Thirteen Weeks Ended			
Corporate Performance - (In millions)	**April 1, 2006**	**April 2, 2005**	**Change**	**Percent Change**
Net sales	$ 3,789	$ 3,844	$ (55)	(1.4)%
Increase / (decrease) in net sales from changes in foreign currency exchange rates	$	$ 71	$ (71)	
Acquisitions / dispositions	25	43	(18)	
Total	$ 25	$ 114	$ (89)	
Operating income	$ 254	$ 298	$ (44)	(14.4)%
Increase / (decrease) in operating income from receipt of contingent sale proceeds	$	$	$	
Changes in foreign currency exchange rates		15	(15)	
Exit activities and business dispositions				