

PINNACLE FOODS INC.
CODE OF BUSINESS CONDUCT AND ETHICS

(Revised as of February 2017)

To All Employees, Officers and Directors:

All of us at Pinnacle Foods Inc. and our subsidiaries (collectively the “Company”) can be proud that one of the cornerstones of our business philosophy is our commitment to operating our business in a responsible and ethical manner. The success of the Company rests with each of us demonstrating, on a day-to-day basis, honesty, respect, integrity and fair dealing toward our employees, suppliers, customers, stockholders and the general public.

This document has been developed to enable each of you to understand and follow the Company’s Code of Business Conduct and Ethics (the “Code”). It is not intended to make you an expert in any one area but instead has been prepared to alert you to potential problems and issues that may arise so that you may talk to your supervisor or to legal counsel prior to acting. The Code does not cover all issues that may arise in every locale where the Company does business but raises general issues that should be considered anywhere we do business.

The toll-free number below has been established and will provide a means to report potential violations and/or address questions regarding interpretation of the Code. The Network, an independent Ethics Hot Line call center, has been selected to receive these calls and forward your concern to either the Company’s Legal or Human Resources Department, depending upon the nature of the call. Should you have any questions, or if you believe that you have been asked to do anything that violates the Code, you should notify your supervisor or call the Network immediately on the toll-free Ethics Hotline at (866) 266-7596.

The Company will not permit retaliation or harassment for reports made or concerns raised in good faith. “Good faith” does not mean that the report or concern raised must be correct, but it does require that the person making the report or raising the concern believes that he or she is providing truthful information.

If you request confidentiality, every effort will be made to protect your identity when you report a potential violation. In some instances, however, it may be impossible to keep your identity confidential because of the demands of conducting a thorough investigation or because of legal requirements. If you are concerned about confidentiality, you may consider placing an anonymous call to the Ethics Hotline.

The Company is committed to complying with all laws applicable to our businesses and expects all employees, officers and directors to assure that this commitment is met.

Mark Clouse
Chief Executive Officer

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CODE OF BUSINESS CONDUCT AND ETHICS

Introduction

This Code applies to all employees and officers (collectively, “Employees”) and members of the Board of Directors (“Directors”) of Pinnacle Foods Inc. and all of its subsidiaries (collectively the “Company”) and provides principles for each of us to follow in the performance of our activities on behalf of the Company.

The policies outlined in this Code are designed to ensure that Employees and Directors act in accordance with not only the letter but also the spirit of the laws and regulations that apply to our business. This document also constitutes our code of ethics under applicable rules of the Securities and Exchange Commission (“SEC”) and The New York Stock Exchange (“NYSE”).

Employees and Directors who violate this Code will be subject to disciplinary action. Employees and Directors are expected to read the policies set forth in this Code and ensure that they understand and comply with them. Any questions about the Code or the appropriate course of conduct in a particular situation should be directed to the Company’s General Counsel. Any violations of laws, rules, regulations or this Code should be reported immediately, by following the procedures for reporting violations included in this Code, below. The Company will not allow retaliation against an Employee or Director for such a report made in good faith.

Any waiver of the provisions of this Code for executive officers or Directors of the Company may be made only by the Directors and must be promptly disclosed to shareholders in accordance with NYSE rules and SEC rules.

The principles in this Code are further supported and reinforced for Employees and Directors by various Company policies and standards of conduct. The various policies and standards of conduct are separate from this Code.

Basic Principles

The basic principles of business conduct to which the Company and our Employees and Directors are committed to follow are:

- Compliance With All Applicable Laws

It is the Company’s policy to comply with all applicable laws, rules and regulations applicable to its business activities. No Employee or Director may take any action that he or she knows to be in violation of any applicable law, rule or regulation. All provisions of this Code are intended to comply with all applicable laws. In the event of any conflict between this Code and one or more applicable laws, the relevant applicable law shall apply.

- No Conflict of Interest

No Employee or Director should put himself or herself in the position that personal interest influences or appears to influence your ability to make decisions in the best interest of the Company.

- Observe Moral and Ethical Standards

Every Employee or Director must conduct his or her day-to-day business activities consistent with the moral and ethical standards of the locale in which he or she is conducting business.

While this Code has been written for all Employees and Directors, it is the management of the Company that must provide leadership. We must ensure that all Employees and Directors have sufficient resources to comply with the law and to resolve ethical questions. Our corporate culture must encourage each Employee to raise concerns. We must be sure not to sacrifice long-term ethical commitment in pursuit of business objectives.

Commitment to our Business Partners

The Company believes in the importance of the way we conduct ourselves and the way in which we do business with our business partners. The following reaffirms our commitment.

- To our Employees – We are committed to maintaining a work environment that treats all persons with dignity and respect and affords an opportunity to grow professionally.
- To our Consumers – We are committed to providing a safe and quality product.
- To our Customers – We are committed to providing a quality product in a timely fashion.
- To our Suppliers – We are committed to offering fair competition to all suppliers and to being a responsible customer.
- To our Regulators – We are committed to compliance with all laws and regulations as part of our daily business practice. We agree to self-audit and to monitor compliance to these laws and regulations.
- To our Auditors – We are committed to providing full disclosure and compliance.
- To our Facility Communities – We are committed to being a good neighbor.

All Employees, Directors and contractors must accept responsibility for maintaining and enhancing the Company's reputation for ethical business conduct, integrity and fairness in its business dealings. In its everyday business transactions, the Company must be seen to be dealing even handedly, transparently and honestly with all its consumers, customers, vendors, suppliers, employees, contractors, governments, regulators and others with whom

the Company has a relationship.

Corporate Opportunities

Other than may be provided in our Amended and Restated Certificate of Incorporation as filed with the SEC, Employees and Directors are prohibited from taking opportunities for themselves that are discovered through the use of corporate property, information or position without the consent of the Directors. No Employees or Directors may use Company property, information or position for personal gain, and no Employee may compete with the Company directly or indirectly. Employees and Directors owe a duty to the Company to advance its legitimate interests whenever possible.

Business Records and Confidentiality

Our records must accurately and fairly reflect, in reasonable detail, the Company's assets, liabilities, revenues and expenses.

Each Employee and Director is responsible for the accuracy and integrity of all documents and records. No one is authorized to alter information on any record or document. All financial information must reflect actual transactions. No undisclosed or unrecorded assets or funds exist and none may be established.

Making false or misleading statements to anyone, including internal or external auditors, the Company's counsel, other Company employees or regulators can be a criminal act that can result in severe penalties.

During the course of working with the Company or serving as a Director, Employees and Directors will be exposed to and become aware of confidential information about the Company and its operations, customers, and suppliers which are valuable assets to the Company. Confidential information should be interpreted broadly as all non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed ("Confidential Information"). Confidential Information may be used, where permitted, to perform an individual's job functions, but it must not be shared with others outside the Company. In many instances third parties have provided information only on the Company's commitment to keep such information confidential and to limit disclosure within the Company. Caution and discretion are required when using or disclosing such Confidential Information. Therefore, before using or disclosing any Confidential Information, be sure to check with the Legal Department on any contractual restrictions regarding disclosure.

Above all, Employees and Directors are expected to maintain the confidentiality of all such Confidential Information, except when disclosure is authorized by the office of the General Counsel or required by laws or regulations.

Employment Practices

The Company is committed to providing a work environment where all Employees and potential employees are treated with fairness, dignity and respect. It is the policy of the

Company to provide equal opportunity to all persons without regard to race, color, religion, sex, national origin, age, sexual orientation, physical or mental disability or status as a military veteran or a qualified disabled veteran.

It is the Company's policy to provide a workplace free of all forms of harassment and discrimination. In particular, an atmosphere of tension created by ethnic, racial, sexual or religious remarks, unwelcome sexual advances, or requests for sexual favors, will not be tolerated. Harassment of Employees, applicants, customers, contractors or suppliers by other Employees is a violation of Company policy.

Harassment is defined as any single incident or pattern of behavior where the effect, intentional or unintentional, creates a hostile, offensive or intimidating work environment. Harassment can encompass a wide range of behaviors and includes, without limitation, verbal harassment (epithets, derogatory statements, slurs), physical harassment (hitting, pushing or other aggressive physical contact) and visual harassment (posters, cartoons, drawings).

Unlawful sexual harassment is defined as unwelcome sexual advances, requests for sexual favors, and verbal or physical conduct of a sexual nature, (1) when submission to or rejection of such conduct is made either explicitly or implicitly a term or condition of employment; (2) or is used as a basis for employment decisions; or (3) when such conduct has the purpose or effect of unreasonably interfering with an individual's work performance by creating an intimidating, hostile, humiliating or sexually offensive work environment.

Harassment is prohibited whether it occurs in the workplace, at customer or vendor sites, or at other employment related events or activities. The Company will not permit, condone or tolerate sexual harassment of its Employees, vendors or guests. If such an instance should occur, you should immediately notify your supervisor or Human Resources.

Health and Safety

All Company facilities must comply with all government regulations and rules and with the Company policies and/or facility practices that promote health and safety in the work place. Each Employee must become familiar with the policies at your work location. It is important that your supervisor be advised of any workplace injury or any potentially dangerous situation so that corrective action can be implemented.

Substance Abuse

To protect the interests of the Company and its Employees, we are committed to an alcohol and drug free work environment. All Employees must report to work free of the influence of alcohol and illegal drugs.

Environmental

As a good neighbor of the communities in which we operate, the Company is committed to a safe environment and sound environmental practices. The Company will comply fully with the spirit as well as the letter of all environmental laws and regulations. Any potential violation of these laws must be immediately reported to your supervisor, the Environmental

Manager for the facility or to the General Counsel.

Vendor Relationships

All consultants, contractors and suppliers must be treated in a fair and reasonable manner consistent with good business practices. It is the Company's policy to promote competitive procurement to the greatest extent practical. Our choices of consultants, contractors and suppliers must be made on the basis of objective criteria as applied fairly. Sourcing decisions must be made based on ability and benefit to the Company, not on personal relationships, friendships or benefit.

Protection and Proper Use of Company Assets

All Employees and Directors should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. The Company's equipment should not be used for non-Company business, though incidental personal use is permitted.

Compliance with Laws, Rules and Regulations

All provisions are intended to comply with all applicable laws. In the event of any conflict between this Code and one or more applicable laws, the relevant applicable law shall apply. If a local custom or policy conflicts with a policy in the Code, Employees and Directors must comply with the Code.

The Company, all Employees and Directors shall comply with applicable governmental laws, rules and regulations at all levels of government in the United States and in any non-U.S. jurisdiction in which the Company does business. Although not all Employees and Directors are expected to know the details of these laws, it is important to know enough about the applicable local, state and national laws to determine when to seek advice from your supervisor, the General Counsel or other appropriate personnel. Potential violations should be immediately reported to your supervisor, a member of management or the General Counsel.

In particular, the Chief Executive Officer, Chief Financial Officer, Controller of the Company, and persons performing similar functions must adhere to and advocate:

- the full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the SEC and in other public communications made by the Company;
- compliance with both the spirit and letter of all applicable governmental laws, rules, and regulations;
- compliance with the Company's systems of internal accounting controls;
- prompt internal reporting of any suspected or known violations of this Code in accordance with the rules set forth in this Code; and
- the understanding that failure to comply with this Code is cause for disciplinary action, up to and including termination of employment.

We will cooperate with and be courteous to all government inspectors and provide them with the information to which they are entitled during an inspection. Employees must never conceal, destroy or alter any Company records, lie or make misleading statements to the government.

Fair Dealing, Antitrust and Competition Laws

The Company's Employees and Directors shall behave honestly and ethically at all times and with all people. Each Employee and Director shall act in good faith with integrity and due care and deal fairly with the Company's customers, suppliers, competitors, colleagues and other third parties. All forms of anti-competitive or deceptive conduct or unfair dealing practice through manipulation, concealment, abuse of privileged information, collusion or misrepresentation of material facts or any other similar unfair practice are strictly prohibited.

The antitrust laws of the United States and competition laws of other countries are intended to create a level playing field, and thus foster and preserve a competitive marketplace. It is the Company's belief that such laws have contributed significantly to free markets and to the Company's growth. Violation of these laws can occur:

1. if you have communications or agreements with competitors on prices, terms, sales policies or customer selection or classification (except for usual credit information) other competitively sensitive information or to allocate markets or customers,
2. if you attempt to suggest or agree with a competitor, supplier or customer on how he or she should deal with others, including who such person should or should not do business with; or if you use unfair means to promote or sell the Company's products.

Violation of the antitrust laws can result in severe penalties to the Company and to the individuals who participate in the violation (including potential criminal liability). The Company expects its Employees and Directors to comply fully with all applicable antitrust laws and antitrust compliance programs. In the event any proposed business practice on behalf of the Company presents a possible question under the antitrust laws, you are to consult with the Legal Department so as to assure compliance with these laws.

Copyrights

The unauthorized duplication of copyrighted material, including copyrighted computer software, is a violation of copyright laws and is strictly prohibited.

Political and Charitable Contributions

Federal law regulates companies in making any direct or indirect contributions or expenditures in connection with any federal election. Similar statutes exist in many states regarding state and local elections. Violations of these laws can subject the Company and responsible individuals to severe penalties. It is the Company's policy to adhere fully to these legal requirements. Any Director or Employee of the Company can, of course, contribute to any political party, candidate or political action committee, but any such

contribution is to be on a personal basis, not on behalf of the Company and reimbursement is not to be sought from the Company, directly or indirectly.

Charitable contributions with Company funds, while often permissible, can in some circumstances be used as a disguise for bribery. Therefore, Company personnel must be careful to ensure, through due diligence and transparency, that charitable contributions and sponsorships do not constitute or give the appearance of bribery or conflicts of interest. Prior to making or committing to make a charitable donation or similar payment, Company personnel must consult with the Legal Department to ensure that the proposed payment is in accordance with Company policy.

Unauthorized Payments to Obtain Business

- a) The giving of gifts or payment of confidential commissions, bonuses, bribes or other types of unofficial remuneration to employees or officials of any government or its agencies for any purpose is expressly forbidden as a matter of Company policy. Federal, state and foreign laws also make such payments illegal.

- b) *Government Officials:* The Company prohibits improper international business practices and complies with all applicable anti-bribery and anti-corruption laws, such as the U.S. Foreign Corrupt Practices Act (“FCPA”), the U.K. Bribery Act (“UKBA”), similar laws of host nations, and related anti-bribery conventions. The FCPA is a special set of U.S. laws designed to prevent U.S. companies and their employees, third parties, representatives, and agents from bribing or corruptly influencing foreign officials, as defined under U.S. law. The UKBA is a U.K. law which prohibits the use of bribery to gain an unfair business advantage and covers purely commercial bribery as well as bribery of public officials outside the U.K., including in the U.S. It is the policy of the Company that all Employees, Directors, third- parties, representatives, and agents of the Company are prohibited from offering, promising, making, authorizing or providing (directly, or indirectly through third parties) any payments, gifts, or the transfer of anything of value to any government official (including family members of the official) in any jurisdiction to influence or reward any official action or decision by such person for the Company benefit. Neither Company funds nor funds from any other source, including personal funds, may be used to make any such payment or gift on behalf of or for the benefit of the Company in order to secure an improper business advantage.

The Company’s prohibition includes a prohibition on facilitation payments. Facilitation payments are token gifts or minor payments to clerical or low-level administrative employees to facilitate performance of routine administrative functions such as clerical processing or issuance of licenses.

The FCPA also contains significant internal accounting control and record keeping requirements that apply to the Company’s domestic operations. The FCPA’s intent in requiring these records is to ensure that a corporation maintains reasonable control over its assets. All employees are responsible for following the Company’s procedures for carrying out and reporting business transactions and for ensuring that the Company’s books and records accurately and fairly reflect, in reasonable detail,

PFI's assets and transactions.

- c) *Commercial Bribery:* The UKBA prohibits the use of bribery, inducement or corrupt practices in order to gain an unfair advantage. The Company has a zero tolerance policy towards bribery, inducement and corruption. Bribery is the offer, promise, giving, demanding or acceptance of an advantage as an inducement for an action which is illegal, unethical, a breach of trust or the improper performance of a function or activity. Inducements can take the form of gifts, fees, rewards, jobs, internships, favors or other advantages.
- d) The Company, its Employees and Directors must also comply with applicable federal and state laws which prohibit providing remuneration to induce the purchase or order of Company products that may be subject to reimbursement or payment by a government agency or other third party. Any employee with questions about laws relating to such remuneration should consult with the Legal Department.
- e) Direct or indirect participation by any Employee or Director in any improper transaction or deviation from established Company accounting practices, including omitted or falsified expense reports or accounting entries, is strictly prohibited. Each Employee and Director has a direct, personal responsibility for complying with these laws and a violation of these laws will result in appropriate disciplinary action and could include termination.

Export Compliance and Prohibited Foreign Economic Boycotts

Local export and economic sanctions laws can have global reach. It is the policy of the Company to strictly comply with all applicable laws, including export compliance laws, economic sanctions laws, sanctions and embargoes, and anti-boycott legislation. All Employees and Directors must understand and comply with all such laws that apply to our provision of goods and services. Some countries are subject to stricter export controls. The policy of the company is that each business unit should ensure compliance with all applicable economic sanctions laws.

The policy of the Company is to strictly comply with U.S. laws pertaining to activities associated with prohibited foreign economic boycotts. These laws prohibit a wide variety of activities connected with such organized, illegal boycotts, including: refusing to do business with boycotted countries, their nationals or blacklisted companies; furnishing information about the Company's or any person's past, present or prospective relationship with boycotted countries or blacklisted companies; furnishing information about any person's race, religion, sex, or national origin, or membership or support of charitable organizations supporting a boycotted country; discriminating against individuals or companies on the basis of race, religion, sex, national origin; and paying, honoring or confirming letters of credit containing boycott provisions. The law also requires that boycotting requests be reported to the U.S. government.

Insider Trading Laws

Trading in the stock or securities of a company, such as the Company, by an Employee or

Director who is aware of material, non-public information may constitute “insider trading,” which is both illegal and against Company policy. Information is “material” if a reasonable investor would consider such information important in a decision to buy, hold or sell the securities. Information is non-public until it has been broadly disclosed to the marketplace (such as through a public filing with the SEC or the issuance of a press release) and the marketplace has had time to absorb the information.

The inappropriate sharing of material, non-public information with any other person (called “tipping”) is against Company policy and may also be illegal. The personal consequences of insider trading or tipping may be severe and include possible immediate termination, significant fines and imprisonment.

Questions about the propriety of any transaction in the Company’s or any corporations’ stock, bonds or other securities should be directed to the General Counsel before undertaking the transaction.

Conflict of Interest

A “conflict of interest” exists when a person’s private interest interferes in any way, or even appears to interfere, with the interests of the Company. A conflict situation can arise when an Employee or Director takes actions or has interests that may make it difficult to perform his or her Company work or Company-related business activities objectively and effectively. Conflicts of interest may also arise when an Employee or Director, or members of his or her family, receive improper personal benefits as a result of his or her position at the Company. Loans to, or guarantees of obligations of, Employees and Directors and their family members may create conflicts of interest.

Experience has shown that where Directors or Employees have, directly or through a member of their immediate family, a significant financial or business interest in another company competitive with or doing business with the Company, the Director’s or Employee’s efforts on behalf of the Company may be influenced to its detriment. It is almost always a conflict of interest for an Employee or Director to work simultaneously for a competitor, for an entity in which the Company has made or proposes to make an investment or for one of the Company’s sources of financing.

Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with the General Counsel. Any Employee or Director who becomes aware of a conflict or potential conflict should bring it to the attention of the General Counsel. The following are examples, not meant to be all-inclusive, of situations in which such outside interest may conflict with the Company’s standards of conduct and either are prohibited or require prior authorization in writing from the Company:

1. The holding of a significant financial interest by the Employee or Director or any member of the Employee’s or Director’s immediate family in the business of any supplier to the Company, or of any competitor with, or customer of the Company, when the Employee or Director is in a position to influence the relationships between the Company and supplier, customer or competitor is prohibited. Significant financial interest means an investment of any amount in any company,

the securities of which are not publicly listed or quoted, or in excess of 1% of the outstanding stock of any company that is so listed or quoted. It also means any borrowing from them except a personal transaction with a bank or comparable financing organization.

2. The holding by any Employee or Director of a position as director, officer or employee of a competitor, customer or supplier is also prohibited without written Company authorization.
3. The holding by any member of the Employee's or Director's immediate family, without written Company authorization, of any position as director, officer or employee of any Company supplier, competitor or customer when such family member or the Employee or Director is in a position to influence the relationship between the Company and such supplier, competitor or customer is prohibited.
4. The holding by the employee of the position of director in any commercial enterprise without written Company authorization is prohibited.
5. Business decisions by Employees and Directors are expected to be made fairly and impartially and on the basis of quality, reputation, service, price and similar competitive factors.
6. The purchase of any materials, equipment, property or services at a cost to the Company in excess of the fair and reasonable value for them in a free, open, and competitive market is prohibited.
7. Competing with the Company by an Employee or Director in the purchase or sale of any kind of property, tangible or intangible, is prohibited.
8. Disclosure while an Employee or Director of the Company and thereafter of any of the Company's confidential business information or trade secrets, such as financial data, formulas, processes, advertising methods, marketing strategies or prospective transactions, to any other person, firm or corporation is prohibited except when such disclosure has been specifically authorized, in advance, in writing by Company management.
9. The use, directly or indirectly, of confidential business information while a Director or an Employee and thereafter for the Director's or the Employee's personal benefit or for the benefit of his or her immediate family or any other person, firm or corporation or conversely, the use of such information by the Director or Employee to the detriment of the Company is prohibited.

10. Internet Postings and Social Media:

All confidentiality policies included in this Code apply to multi-media, social networking websites, blogs and wikis for both professional and personal use. Internet postings that you make should not disclose any information that are trade secrets (which may include information about the development of systems, process,

products, know-how and technology) or is confidential or proprietary to the Company's business, such as internal reports, policies, procedures, business prospects, or other internal business-related confidential communications, or confidential information that any third party that has disclosed to the Company. You should express only your own opinions, and never represent yourself as a spokesperson for the Company (unless you are duly authorized in advance to do so). Internet postings must respect copyright, privacy, fair use, financial disclosure, and other applicable laws. For example, it is illegal to communicate or give a "tip" on inside information to others so that they may buy or sell stocks or other securities.

Any postings that you may make in these settings should follow the rules and guidelines below, in addition to complying with the material above:

- Know and follow the rules. Carefully read these guidelines, the Company's social media policy and the Code, and ensure that your postings are consistent with these policies. Inappropriate postings that may include discriminatory remarks, harassment and threats of violence or similar inappropriate or unlawful conduct will not be tolerated and may subject you to disciplinary action up to and including termination.
- Be respectful. Always be fair and courteous to fellow employees, customers, suppliers, people who work on behalf of the Company and the public. Keep in mind that you are more likely to resolve workplace related issues by speaking directly with your co-workers or using established mechanisms that are available to you than by posting complaints or criticisms on a social media channel. Nevertheless, if you decide to post complaints or criticism, avoid using statements, photographs, video or audio that reasonably could be used as malicious, obscene, threatening or intimidating, that disparage customers, employees, suppliers or others, or that might constitute harassment or bullying. Examples of such conduct might include offensive posts meant to harm intentionally someone's reputation or posts that could contribute to a hostile work environment on the basis of race, sex, disability, religion or any other status protected by law or company policy.
- Be honest and accurate. Make sure you are always honest and accurate when posting information or news, and if you make a mistake, correct it quickly. Be open about any previous posts that you have altered. Remember that the Internet archives almost everything. Therefore, even deleted posts can be searched. Never post any information or rumors that you know to be false about the Company, other employees, customers, suppliers, other people who work on behalf of the Company, competitors, or the public.

11. The provisions of paragraphs 1 through 10 above shall be in addition to, and not in substitution of, or in limitation of, any duties and obligations undertaken by an employee pursuant to any confidentiality or other agreement between such Employee or Director and the Company.

In instances where written Company authorization is required, such authorization shall be

determined on a case-by-case basis and the granting or denying thereof shall be within the sole discretion of the Company.

Gifts and Entertainment Policy

You may receive and give certain non-cash gifts from business partners if they are reasonable and customary, proportionate to the circumstances, and have a bona fide business purpose. Always use your judgment to consider how a gift would appear to others.

You may not ask a business partner for a gift, either directly or indirectly.

You may not accept or give cash gifts or the equivalent (e.g., gift cards) from/to a business partner (even if you have not asked for the gift).

You may not accept or give a single instance non-cash gift worth over \$100 from/to any business partner without approval from your supervisor.

Basic Rules for Entertainment with Business Partners

You may provide or accept entertainment to/from business partners if the purpose of the event is business-related, you and the business partner are attending the event, the value of the event is reasonable and customary and proportionate to the circumstances, it has a bona fide business purpose, and it is otherwise not unusually lavish or offered too frequently (so as to suggest some non-business purpose). You may not provide or accept entertainment in excess of \$100 from/to any business partner without approval from your supervisor.

Timely and Truthful Public Disclosure

In reports and documents filed with or submitted to the Securities and Exchange Commission and other regulators by the Company, and in other public communications made by the Company, the Employees and Directors involved in the preparation of such reports and documents (including those who are involved in the preparation of financial or other reports and the information included in such reports and documents) shall make disclosures that are full, fair, accurate, timely and understandable. Where applicable, these Employees and Directors shall provide thorough and accurate financial and accounting data for inclusion in such disclosures. They shall not knowingly conceal or falsify information, misrepresent material facts or omit material facts necessary to avoid misleading the Company's independent public auditors or investors.

Waivers

Any waiver of this Code for executive officers or Directors may be made only by the Directors or its Audit Committee and will be promptly disclosed as required by law or stock exchange regulation.

Reporting Irregularities and Suspected Violations

The Company's Directors, chief executive officer, senior financial officers and General Counsel and other Company professionals serving in a finance, accounting, corporate treasury or tax role shall promptly report (confidentially or anonymously, if desired) any known or suspected violations of laws, rules, regulations or provisions this Code, or any other matters that would compromise the integrity of the Company's financial statements, to the Chairman of the Company's Audit Committee. All other Employees should consult with the General Counsel or other appropriate personnel about known or suspected illegal or unethical behavior. These Employees may also report questionable behavior in the same manner as they may report complaints regarding accounting, internal accounting controls or auditing matters by notifying (anonymously, if desired) the Chairman of the Audit Committee. No retaliatory action of any kind will be permitted against anyone making such a report in good faith, and the Company's Audit Committee will strictly enforce this prohibition. "Good faith" does not mean that the report or concern raised must be correct, but it does require that the person making the report or raising the concern believes that he or she is providing truthful information.

The Audit Committee may be contacted by mail at the address listed below:

Pinnacle Foods Inc.

Attn: Audit Committee
399 Jefferson Road
Parsippany, New Jersey 07054

Accountability for Violations

If the Company's Audit Committee or its designee determines that this Code has been violated, either directly, by failure to report a violation, or by withholding information related to a violation, the offending Employee or Director may be disciplined for noncompliance with penalties up to and including removal from office or dismissal. Such penalties may include written notices to the individual involved that a violation has been determined, censure by the Audit Committee, demotion or re-assignment of the individual involved and suspension with or without pay or benefits. Violations of this Code may also constitute violations of law and may result in criminal penalties and civil liabilities for the offending Employee or Director and the Company. All Employees and Directors are expected to cooperate in internal investigations of misconduct.

APPENDIX: CONTACT LIST

ETHICS HOTLINE

(866) 266-7596 (U.S. and Canada) Information is also on Company intranet site.

GENERAL COUNSEL

Pinnacle Foods Inc.
Attn: Kelley Maggs
399 Jefferson Road
Parsippany, New Jersey 07054

LEGAL DEPARTMENT CONTACTS

Pinnacle Foods Inc.
Attn: Kelley Maggs
399 Jefferson Road
Parsippany, New Jersey 07054

Pinnacle Foods Inc.
Attn: John F Kroeger
399 Jefferson Road
Parsippany, New Jersey 07054

Pinnacle Foods Inc.
Attn: Uche Ndumele
399 Jefferson Road
Parsippany, New Jersey 07054

Boulder Brands, Inc.
Attn: Jessica Morgan
1600 Pearl Street. Suite 300
Boulder, Colorado 80302

I _____, am currently an employee of Pinnacle Foods Inc. or one of its subsidiaries, and I hereby acknowledge my receipt of the Code of Business Conduct and Ethics Policy. I further acknowledge that I have carefully read and understand, and am familiar with and will abide by the provisions of this Policy.

Signature

Office Location

Date