

**UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION**

COMMISSIONERS: **William E. Kovacic, Chairman**
 Pamela Jones Harbour
 Jon Leibowitz
 J. Thomas Rosch

In the Matter of)	
)	
)	
McCORMICK & COMPANY, INCORPORATED,)	File No. 081-0045
 a corporation.)	
)	
)	
)	

AGREEMENT CONTAINING CONSENT ORDERS

McCormick & Company, Incorporated ("McCormick") is a corporation organized under the laws of the State of Maryland. McCormick is a subsidiary of the parent corporation, The J.M. Smucker Company ("Smucker"), which is a corporation organized under the laws of the State of Ohio. McCormick is a public company as defined in Section 3(a)(1) of the Securities Exchange Act of 1934. McCormick is a member of the National Association of Manufacturers ("NAM").

IT IS HEREBY AGREED that the following consent orders shall be entered by the Commission:

1. McCormick shall, within 180 days of the date of the Commission's order, submit to the Commission a plan of reorganization of its corporate structure, including, but not limited to, the following:
 - (a) A list of all subsidiaries of McCormick;
2. McCormick shall, within 180 days of the date of the Commission's order, submit to the Commission a plan of reorganization of its corporate structure, including, but not limited to, the following:
 - (a) A list of all subsidiaries of McCormick;
3. McCormick shall, within 180 days of the date of the Commission's order, submit to the Commission a plan of reorganization of its corporate structure, including, but not limited to, the following:
 - (a) A list of all subsidiaries of McCormick;

13. *Handwritten text, possibly a name or title, followed by a comma and the word "D."*

... .., 2008.

**MCCORMICK & COMPANY,
INCORPORATED**

**FEDERAL TRADE COMMISSION,
BUREAU OF COMPETITION**

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D.
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M.
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APPROVED:

M.
... .. Director

... ..
Director