

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended April 2, 2011

or

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

Commission File No. 1-9973

THE MIDDLEBY CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

36-3352497

(I.R.S. Employer Identification No.)

1400 Toastmaster Drive, Elgin, Illinois

(Address of Principal Executive Offices)

60120

(Zip Code)

Registrant's Telephone No., including Area Code

(847) 741-3300

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

Yes No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "accelerated filer, large accelerated filer and smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

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

As of May 6, 2011 there were 18,739,633 shares of the registrant's common stock outstanding.

THE MIDDLEBY CORPORATION AND SUBSIDIARIES

QUARTER ENDED APRIL 2, 2011

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PART I. FINANCIAL INFORMATION**Item 1. Condensed Consolidated Financial Statements****THE MIDDLEBY CORPORATION AND SUBSIDIARIES**
CONDENSED CONSOLIDATED BALANCE SHEETS
(In Thousands, Except Share Data)
(Unaudited)

	<u>April 2, 2011</u>	<u>January 1, 2011</u>
<u>ASSETS</u>		
Current assets:		
Cash and cash equivalents	\$ 9,258	\$ 7,656
Accounts receivable, net of reserve for doubtful accounts of \$7,925 and \$7,975	111,774	112,049
Inventories, net	116,225	106,463
Prepaid expenses and other	10,308	11,971
Current deferred taxes	25,667	25,520
Total current assets	<u>273,232</u>	<u>263,659</u>
Property, plant and equipment, net of accumulated depreciation of \$50,480 and \$47,355	44,268	43,656
Goodwill	370,752	369,989
Other intangibles	187,085	189,254
Other assets	6,427	6,614
Total assets	<u>\$ 881,764</u>	<u>\$ 873,172</u>
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
Current liabilities:		
Current maturities of long-term debt	\$ 6,141	\$ 5,097
Accounts payable	46,780	52,945
Accrued expenses	102,517	125,810
Total current liabilities	<u>155,438</u>	<u>183,852</u>
Long-term debt	233,455	208,920
Long-term deferred tax liability	12,672	11,858
Other non-current liabilities	44,245	43,629
Stockholders' equity:		
Preferred stock, \$0.01 par value; nonvoting; 2,000,000 shares authorized; none issued	—	—
Common stock, \$0.01 par value; 47,500,000 shares authorized; 23,086,993 and 22,691,821 shares issued in 2011 and 2010, respectively	137	137
Paid-in capital	181,611	179,575
Treasury stock at cost; 4,347,360 and 4,233,810 shares in 2011 and 2010, respectively	(120,472)	(111,019)
Retained earnings	378,079	360,254
Accumulated other comprehensive income	(3,401)	(4,034)
Total stockholders' equity	<u>435,954</u>	<u>424,913</u>
Total liabilities and stockholders' equity	<u>\$ 881,764</u>	<u>\$ 873,172</u>

See accompanying notes

THE MIDDLEBY CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS
(In Thousands, Except Per Share Data)
(Unaudited)

	Three Months Ended	
	Apr 2, 2011	Apr 3, 2010
Net sales	\$ 182,572	\$ 160,683
Cost of sales	<u>110,742</u>	<u>97,210</u>
Gross profit	71,830	63,473
Selling expenses	20,568	17,625
General and administrative expenses	<u>19,898</u>	<u>19,413</u>
Income from operations	31,364	26,435
Net interest expense and deferred financing amortization	2,060	2,475
Other (income) expense, net	(162)	344
Earnings before income taxes	29,466	23,616
Provision for income taxes	11,641	9,854
Net earnings	<u>\$ 17,825</u>	<u>\$ 13,762</u>
Net earnings per share:		
Basic	<u>\$ 1.00</u>	<u>\$ 0.78</u>
Diluted	<u>\$ 0.97</u>	<u>\$ 0.74</u>
Weighted average number of shares		
Basic	17,901	17,754
Dilutive stock options ¹	<u>544</u>	<u>962</u>
Diluted	<u>18,445</u>	<u>18,716</u>

¹ There were no anti-dilutive stock options excluded from common stock equivalents for any period presented.

See accompanying notes

THE MIDDLEBY CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands)
(Unaudited)

	Three Months Ended	
	<u>Apr 2, 2011</u>	<u>Apr 3, 2010</u>
Cash flows from operating activities-		
Net earnings	\$ 17,825	\$ 13,762
Adjustments to reconcile net earnings to cash provided by operating activities:		
Depreciation and amortization	4,047	3,916
Deferred taxes	(300)	(83)
Non-cash share-based compensation	1,956	3,234
Unrealized gain on derivative financial instruments	(40)	(7)
Changes in assets and liabilities, net of acquisitions		
Accounts receivable, net	524	(5,588)
Inventories, net	(10,309)	552
Prepaid expenses and other assets	2,005	6,435
Accounts payable	(6,870)	741
Accrued expenses and other liabilities	(18,379)	(16,156)
Net cash (used in) provided by operating activities	<u>(9,541)</u>	<u>6,806</u>
Cash flows from investing activities-		
Net additions to property and equipment	(1,703)	(1,401)
Acquisition of Giga	(1,025)	(1,621)
Acquisition of Cozzini	(2,000)	—
Net cash (used in) investing activities	<u>(4,728)</u>	<u>(3,022)</u>
Cash flows from financing activities-		
Net proceeds (repayments) under revolving credit facilities	24,450	(4,800)
Net proceeds (repayments) under foreign bank loan	623	514
Repurchase of treasury stock	(9,453)	—
Net proceeds from stock issuances	80	270
Net cash provided by (used in) financing activities	<u>15,700</u>	<u>(4,016)</u>
Effect of exchange rates on cash and cash equivalents	<u>171</u>	<u>164</u>
Changes in cash and cash equivalents-		
Net increase (decrease) in cash and cash equivalents	1,602	(68)
Cash and cash equivalents at beginning of year	<u>7,656</u>	<u>8,363</u>
Cash and cash equivalents at end of the three-month period	<u>\$ 9,258</u>	<u>\$ 8,295</u>
Supplemental disclosure of cash flow information:		
Interest paid	<u>\$ 1,727</u>	<u>\$ 2,475</u>
Income tax payments	<u>\$ 2,646</u>	<u>\$ 2,156</u>

See accompanying notes

THE MIDDLEBY CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

April 2, 2011
(Unaudited)

1) Summary of Significant Accounting Policies

A) Basis of Presentation

The condensed consolidated financial statements have been prepared by The Middleby Corporation (the "company"), pursuant to the rules and regulations of the Securities and Exchange Commission. The financial statements are unaudited and certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations, although the company believes that the disclosures are adequate to make the information not misleading. These financial statements should be read in conjunction with the financial statements and related notes contained in the company's 2010 Form 10-K. The company's interim results are not necessarily indicative of future full year results for the fiscal year 2011.

In the opinion of management, the financial statements contain all adjustments necessary to present fairly the financial position of the company as of April 2, 2011 and January 1, 2011, and the results of operations for the three months ended April 2, 2011 and April 3, 2010 and cash flows for the three months ended April 2, 2011 and April 3, 2010.

B) Non-Cash Share-Based Compensation

The company estimates the fair value of market-based stock awards and stock options at the time of grant and recognizes compensation cost over the vesting period of the awards and options. Non-cash share-based compensation expense was \$2.0 million and \$3.2 million for the first quarter of 2011 and 2010, respectively.

C) Income Tax Contingencies

As of January 1, 2011, the total amount of liability for unrecognized tax benefits related to federal, state and foreign taxes was approximately \$17.8 million (of which \$15.9 million would impact the effective tax rate if recognized) plus approximately \$2.1 million of accrued interest and \$2.4 million of penalties. The company recognizes interest and penalties accrued related to unrecognized tax benefits in income tax expense. Interest of \$0.1 million and less than \$0.1 million were recognized in the first quarter of 2011 and 2010, respectively. Penalties of less than \$0.1 million were recognized in the first quarter of 2011 and 2010, respectively. As of April 2, 2011, there were no significant changes in the total amount of liability for unrecognized tax benefits.

It is reasonably possible that the amounts of unrecognized tax benefits associated with state, federal and foreign tax positions may decrease over the next twelve months due to expiration of a statute or completion of an audit. While a reasonable range of the amount cannot be determined, the company believes such decrease would not be material.

The company operates in multiple taxing jurisdictions, both within the United States and outside of the United States, and faces audits from various tax authorities. The company remains subject to examination until the statute of limitations expires for the respective tax jurisdiction. Within specific countries, the company and its operating subsidiaries may be subject to audit by various tax authorities and may be subject to different statute of limitations expiration dates. A summary of the tax years that remain subject to examination in the company's major tax jurisdictions are:

United States – federal	2008 - 2010
United States – states	2003 - 2010
Brazil	2010
Canada	2009 - 2010
China	2002 - 2010
Denmark	2006 - 2010
Italy	2008 - 2010
Mexico	2005 - 2010
Philippines	2006 - 2010
South Korea	2005 - 2010
Spain	2007 - 2010
Taiwan	2007 - 2010
United Kingdom	2007 - 2010

D) Fair Value Measures

Accounting Standards Codification (“ASC”) 820 “Fair Value Measurements and Disclosures”, defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosure about fair value measurements.

ASC 820 defines fair value as the price that would be received for an asset or paid to transfer a liability (an exit price) in the principal most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 establishes a fair value hierarchy, which prioritizes the inputs used in measuring fair value into the following levels:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Inputs, other than quoted prices in active markets, that are observable either directly or indirectly.

Level 3 – Unobservable inputs based on our own assumptions.

The company’s financial assets and liabilities that are measured at fair value and are categorized using the fair value hierarchy are as follows (in thousands):

	Fair Value Level 1	Fair Value Level 2	Fair Value Level 3	Total
<u>As of April 2, 2011</u>				
Financial Assets:				
None	—	—	—	\$ —
Financial Liabilities:				
Interest rate swaps	—	\$ 1,990	—	\$ 1,990
Contingent consideration	—	—	\$ 3,579	\$ 3,579
<u>As of January 1, 2011</u>				
Financial Assets:				
None	—	—	—	\$ —
Financial Liabilities:				
Interest rate swaps	—	\$ 2,196	—	\$ 2,196
Contingent consideration	—	—	\$ 5,579	\$ 5,579

The remaining contingent consideration relates to earnout provisions recorded in conjunction with the acquisition of CookTek LLC.

2) Acquisitions and Purchase Accounting

The company operates in a highly fragmented industry and has completed numerous acquisitions over the past several years as a component of its growth strategy. The company has acquired industry leading brands and technologies to position itself as a leader in the commercial foodservice equipment and food processing equipment industries.

The company has accounted for all business combinations using the purchase method to record a new cost basis for the assets acquired and liabilities assumed. The difference between the purchase price and the fair value of the assets acquired and liabilities assumed has been recorded as goodwill in the financial statements. The results of operations are reflected in the consolidated financial statements of the company from the date of acquisition.

CookTek

On April 26, 2009, the company completed its acquisition of substantially all of the assets and operations of CookTek LLC ("CookTek"), a leading manufacturer of induction cooking and warming systems for a purchase price of \$8.0 million in cash. An additional deferred payment of \$1.0 million was made during the second quarter of 2010 as provided in the purchase agreement. Additional contingent payments are also payable over the course of four years upon the achievement of certain sales targets as described below.

The final allocation of cash paid for the CookTek acquisition is summarized as follows (in thousands):

	<u>Apr 26, 2009</u>
Current assets	\$ 2,583
Property, plant and equipment	152
Goodwill	5,895
Other intangibles	6,622
Current liabilities	(3,263)
Other non-current liabilities	<u>(3,989)</u>
Consideration paid at closing	\$ 8,000
Deferred cash payment	1,000
Contingent consideration	<u>4,700</u>
Net assets acquired and liabilities assumed	<u>\$ 13,700</u>

The CookTek purchase agreement included an earnout provision providing for contingent payments due to the sellers to the extent certain financial targets are exceeded. The earnout amounts are payable in the four consecutive years subsequent to the acquisition date if CookTek is to exceed certain sales targets for each of those years. The earnout payment will amount to 10% of the sales in excess of the target for each of the respective years. There is no cap on the potential earnout payment, however, the company's estimated probable range of the contingent consideration is between \$0 and \$8 million. The fair value of the contractual obligation associated with the contingent earnout provision recognized as of April 2, 2011 is \$3.6 million. This amount was determined based on an income approach.

The goodwill and \$3.5 million of other intangibles associated with the trade name are subject to the non-amortization provisions of ASC 350 “Intangibles – Goodwill and Other”. Other intangibles also includes less than \$0.1 million allocated to backlog, \$0.7 million allocated to developed technology and \$2.4 million allocated to customer relationships which are to be amortized over periods of 3 months, 6 years and 5 years, respectively. Goodwill and other intangibles of CookTek are allocated to the Commercial Foodservice Equipment Group for segment reporting purposes. These assets are deductible for tax purposes.

Anets

On April 30, 2009, the company completed its acquisition of substantially all of the assets and operations of Anetsberger Brothers, Inc. (“Anets”), a leading manufacturer of griddles, fryers and dough rollers, for a purchase price of \$3.4 million in cash. An additional deferred payment of \$0.5 million was made in the second quarter of 2010 upon the achievement of certain transition objectives.

The final allocation of cash paid for the Anets acquisition is summarized as follows (in thousands):

	<u>Apr 30, 2009</u>
Current assets	\$ 2,210
Goodwill	3,342
Other intangibles	1,085
Current liabilities	(3,129)
Other non-current liabilities	<u>(150)</u>
Consideration paid at closing	\$ 3,358
Deferred cash payment	<u>500</u>
Net assets acquired and liabilities assumed	<u>\$ 3,858</u>

The goodwill and \$0.9 million of other intangibles associated with the trade name are subject to the non-amortization provisions of ASC 350. Other intangibles also includes less than \$0.1 million allocated to developed technology and \$0.2 million allocated to customer relationships, both of which are to be amortized over a period of 3 years. Goodwill and other intangibles of Anets are allocated to the Commercial Foodservice Equipment Group for segment reporting purposes. These assets are deductible for tax purposes.

Doyon

On December 14, 2009, the company completed its acquisition of Doyon Equipment, Inc. (“Doyon”), a leading Canadian manufacturer of baking ovens for the commercial foodservice industry, for a purchase price of approximately \$6.4 million.

The final allocation of cash paid for the Doyon acquisition is summarized as follows (in thousands):

	<u>Dec 14, 2009</u>
Current assets	\$ 5,004
Property, Plant and Equipment	1,876
Goodwill	1,522
Other intangibles	2,273
Current maturities of long-term debt	(285)
Current liabilities	(2,426)
Long-term debt	(1,081)
Other non-current liabilities	(487)
	<u> </u>
Net assets acquired and liabilities assumed	<u>\$ 6,396</u>

The goodwill and \$1.4 million of other intangibles associated with the trade name are subject to the non-amortization provisions of ASC 350. Other intangibles also includes \$0.1 million allocated to developed technology and \$0.8 million allocated to customer relationships which are to be amortized a period of 5 years. Goodwill and other intangibles of Doyon are allocated to the Commercial Foodservice Equipment Group for segment reporting purposes. These assets are not deductible for tax purposes.

PerfectFry

On July 13, 2010, the company completed its acquisition of substantially all of the assets and operations of PerfectFry Company LTD (“PerfectFry”), a leading manufacturer of ventless countertop frying units for the commercial foodservice industry for a purchase price of approximately \$4.9 million.

The following estimated fair values of assets acquired and liabilities assumed are provisional and are based on the information that was available as of the acquisition date to estimate the fair value of assets acquired and liabilities assumed (in thousands):

	(as initially reported)	Measurement Period	(as adjusted)
	<u>Jul 13, 2010</u>	<u>Adjustments</u>	<u>Jul 13, 2010</u>
Cash	\$ 247	\$ —	\$ 247
Current assets	1,949	(316)	1,633
Goodwill	2,502	(296)	2,206
Other intangibles	1,653	—	1,653
Current liabilities	(1,497)	612	(885)
	<u> </u>	<u> </u>	<u> </u>
Net assets acquired and liabilities assumed	<u>\$ 4,854</u>	<u>\$ —</u>	<u>\$ 4,854</u>

The goodwill and \$1.2 million of other intangibles associated with the trade name are subject to the non-amortization provisions of ASC 350. Other intangibles also include \$0.1 million allocated to developed technology and \$0.3 million allocated to customer relationships which are to be amortized over a period of 5 years. Goodwill and other intangibles of PerfectFry are allocated to the Commercial Foodservice Equipment Group for segment reporting purposes. These assets are expected to be deductible for tax purposes.

The company believes that information gathered to date provides a reasonable basis for estimating the fair values of assets acquired and liabilities assumed but the company is waiting for additional information necessary to finalize those fair values. Thus, the provisional measurements of fair value set forth above are subject to change. Such changes are not expected to be significant. The company expects to complete the purchase price allocation as soon as practicable but no later than one year from the acquisition date.

Cozzini

On September 21, 2010, the company completed its acquisition of the food processing equipment business of Cozzini, Inc. ("Cozzini"), a leading manufacturer of equipment solutions for the food processing industry, for an aggregate purchase price of approximately \$19.2 million, net of cash acquired, including \$17.4 million in cash and 34,263 shares of Middleby common stock valued at \$1.8 million. An additional contingent payment of \$2.0 million was made in the first quarter of 2011 upon the achievement of certain sales targets. The purchase price is subject to adjustment based upon a working capital provision within the purchase agreement.

The following estimated fair values of assets acquired and liabilities assumed are provisional and are based on the information that was available as of the acquisition date to estimate the fair value of assets acquired and liabilities assumed (in thousands):

	(as initially reported) Sep 21, 2010	Measurement Period Adjustments	(as adjusted) Sep 21, 2010
Cash	\$ 557	\$ 30	\$ 587
Current assets	13,601	(191)	13,410
Property, Plant and Equipment	863	(30)	833
Goodwill	9,601	(1,279)	8,322
Other intangibles	6,691	1,120	7,811
Other assets	636	71	707
Current liabilities	(11,859)	(35)	(11,894)
Consideration paid at closing	\$ 20,090	\$ (314)	\$ 19,776
Contingent consideration	2,000	—	2,000
Net assets acquired and liabilities assumed	<u>\$ 22,090</u>	<u>\$ (314)</u>	<u>\$ 21,776</u>

The goodwill and \$3.6 million of other intangibles associated with the trade name are subject to the non-amortization provisions of ASC 350. Other intangibles also include \$2.7 million allocated to customer relationships and \$1.4 million allocated to backlog which are to be amortized over the periods of 4 years and 3 months respectively. Goodwill and other intangibles of Cozzini are allocated to the Food Processing Group for segment reporting purposes. These assets are expected to be deductible for tax purposes.

The company believes that information gathered to date provides a reasonable basis for estimating the fair values of assets acquired and liabilities assumed but the company is waiting for additional information necessary to finalize those fair values. Thus, the provisional measurements of fair value set forth above are subject to change. Such changes are not expected to be significant. The company expects to complete the purchase price allocation as soon as practicable but no later than one year from the acquisition date.

3) Litigation Matters

From time to time, the company is subject to proceedings, lawsuits and other claims related to products, suppliers, employees, customers and competitors. The company maintains insurance to partially cover product liability, workers compensation, property and casualty, and general liability matters. The company is required to assess the likelihood of any adverse judgments or outcomes to these matters as well as potential ranges of probable losses. A determination of the amount of accrual required, if any, for these contingencies is made after assessment of each matter and the related insurance coverage. The reserve requirement may change in the future due to new developments or changes in approach such as a change in settlement strategy in dealing with these matters. The company does not believe that any pending litigation will have a material adverse effect on its financial condition, results of operations or cash flows.

4) Recently Issued Accounting Standards

In December 2010, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2010-29, Business Combinations (Topic 805). ASU No. 2010-29 clarifies the disclosures required for pro forma information for business combinations. ASU No. 2010-29 specifies if comparative financial statements are presented, revenue and earnings of a combined entity should be disclosed as though the business combination that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. The amendments in ASU 2010-29 are effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. The company adopted the provisions of ASU No. 2010-29 on January 2, 2011. The adoption of ASU No. 2010-29 did not have any impact on the company’s financial position, results of operations or cash flow. As the company had no material acquisitions during the first quarter of 2011, there were no disclosures required.

5) **Other Comprehensive Income**

The company reports changes in equity during a period, except those resulting from investments by owners and distributions to owners, in accordance with ASC 220, "Comprehensive Income."

Components of other comprehensive income were as follows (in thousands):

	Three Months Ended	
	<u>Apr 2, 2011</u>	<u>Apr 3, 2010</u>
Net earnings	\$ 17,825	\$ 13,762
Currency translation adjustment	559	(709)
Unrealized gain on interest rate swaps, net of tax	74	63
Comprehensive income	<u>\$ 18,458</u>	<u>\$ 13,116</u>

Accumulated other comprehensive income is comprised of unrecognized pension benefit costs of \$2.5 million, net of taxes as of April 2, 2011 and January 1, 2011, cumulative foreign currency translation gains of \$0.1 million as of April 2, 2011 and losses of \$0.5 million as of January 1, 2011 and an unrealized loss on interest rate swaps of \$1.0 million and \$1.1 million, net of taxes as of April 2, 2011 and January 1, 2011.

6) **Inventories**

Inventories are composed of material, labor and overhead and are stated at the lower of cost or market. Costs for inventory at two of the company's manufacturing facilities have been determined using the last-in, first-out ("LIFO") method. These inventories under the LIFO method amounted to \$19.6 million at April 2, 2011 and \$17.5 million at January 1, 2011 and represented approximately 17% and 16% of the total inventory in each respective period. Costs for all other inventory have been determined using the first-in, first-out ("FIFO") method. The company estimates reserves for inventory obsolescence and shrinkage based on its judgment of future realization. Inventories at April 2, 2011 and January 1, 2011 are as follows:

	<u>Apr 2, 2011</u>	<u>Jan 1, 2011</u>
	(in thousands)	
Raw materials and parts	\$ 65,110	\$ 60,452
Work-in-process	14,269	12,292
Finished goods	<u>36,559</u>	<u>33,432</u>
	115,938	106,176
LIFO reserve	<u>287</u>	<u>287</u>
	<u>\$ 116,225</u>	<u>\$ 106,463</u>

7) **Goodwill**

Changes in the carrying amount of goodwill for the three months ended April 2, 2011 are as follows (in thousands):

	<u>Commercial Foodservice</u>	<u>Food Processing</u>	<u>Total</u>
Balance as of January 1, 2011	<u>\$ 330,501</u>	<u>\$ 39,488</u>	<u>\$ 369,989</u>
Adjustments to prior year acquisitions	—	360	360
Foreign exchange rate effect	<u>615</u>	<u>(212)</u>	<u>403</u>
Balance as of April 2, 2011	<u>\$ 331,116</u>	<u>\$ 39,636</u>	<u>\$ 370,752</u>

8) **Accrued Expenses**

Accrued expenses consist of the following:

	<u>Apr 2, 2011</u>	<u>Jan 1, 2011</u>
	(in thousands)	
Accrued payroll and related expenses	\$ 18,455	\$ 32,625
Accrued warranty	13,743	14,468
Advanced customer deposits	11,998	13,357
Accrued product liability and workers compensation	10,648	9,711
Accrued customer rebates	7,694	18,086
Accrued agent commission	7,021	7,824
Accrued professional services	5,721	5,944
Other accrued expenses	<u>27,237</u>	<u>23,795</u>
	<u>\$ 102,517</u>	<u>\$ 125,810</u>

9) Warranty Costs

In the normal course of business the company issues product warranties for specific product lines and provides for the estimated future warranty cost in the period in which the sale is recorded. The estimate of warranty cost is based on contract terms and historical warranty loss experience that is periodically adjusted for recent actual experience. Because warranty estimates are forecasts that are based on the best available information, actual claims costs may differ from amounts provided. Adjustments to initial obligations for warranties are made as changes in the obligations become reasonably estimable.

A rollforward of the warranty reserve is as follows:

	Three Months Ended Apr 2, 2011 <u>(in thousands)</u>
Beginning balance	\$ 14,468
Warranty reserve related to acquisitions	537
Warranty expense	5,510
Warranty claims	<u>(6,772)</u>
Ending balance	<u>\$ 13,743</u>

10) Financing Arrangements

	<u>Apr 2, 2011</u>	<u>Jan 1, 2011</u>
	(in thousands)	
Senior secured revolving credit line	\$ 231,700	\$ 207,250
Foreign loan	<u>7,896</u>	<u>6,767</u>
Total debt	\$ 239,596	\$ 214,017
Less: Current maturities of long-term debt	<u>6,141</u>	<u>5,097</u>
Long-term debt	<u>\$ 233,455</u>	<u>\$ 208,920</u>

Terms of the company's senior credit agreement provide for \$497.8 million of availability under a revolving credit line. As of April 2, 2011, the company had \$231.7 million of borrowings outstanding under this facility. The company also has \$5.6 million in outstanding letters of credit as of April 2, 2011, which reduces the borrowing availability under the revolving credit line. Remaining borrowing availability under this facility, which is also reduced by the company's foreign borrowings, was \$252.6 million at April 2, 2011.

At April 2, 2011, borrowings under the senior secured credit facility are assessed at an interest rate of 0.875% above LIBOR for long-term borrowings or at the higher of the Prime rate and the Federal Funds Rate. At April 2, 2011 the average interest rate on the senior debt amounted to 1.44%. The interest rates on borrowings under the senior secured credit facility may be adjusted quarterly based on the company's indebtedness ratio on a rolling four-quarter basis. Additionally, a commitment fee based upon the indebtedness ratio is charged on the unused portion of the revolving credit line. This variable commitment fee amounted to 0.175% as of April 2, 2011.

In August 2006, the company completed its acquisition of Houno A/S in Denmark. This acquisition was funded in part with locally established debt facilities with borrowings in Danish Krone. On April 2, 2011 these facilities amounted to \$3.8 million in U.S. dollars, including \$1.9 million outstanding under a revolving credit facility and \$1.9 million of a term loan. The interest rate on the revolving credit facility is assessed at 1.25% above Euro LIBOR, which amounted to 4.0% on April 2, 2011. The term loan matures in 2013 and the interest rate is assessed at 5.0%.

In April 2008, the company completed its acquisition of Giga Grandi Cucine S.r.l in Italy. This acquisition was funded in part with locally established debt facilities with borrowings denominated in Euro. On April 2, 2011 these facilities amounted to \$4.1 million in U.S. dollars. The interest rate on the credit facilities is tied to six-month Euro LIBOR. At April 2, 2011, the average interest rate on these facilities was approximately 3.0%. The facilities mature in April of 2015.

The company's debt is reflected on the balance sheet at cost. Based on current market conditions, the company believes its interest rate margins on its existing debt are below the rate available in the market, which causes the fair value of debt to fall below the carrying value. The company believes the current interest rate margin is approximately 1.0% below current market rates. However, as the interest rate margin is based upon numerous factors, including but not limited to the credit rating of the borrower, the duration of the loan, the structure and restrictions under the debt agreement, current lending policies of the counterparty, and the company's relationships with its lenders, there is no readily available market data to ascertain the current market rate for an equivalent debt instrument. As a result, the current interest rate margin is based upon the company's best estimate based upon discussions with its lenders.

The company estimated the fair value of its loans by calculating the upfront cash payment a market participant would require to assume the company's obligations. The upfront cash payment is the amount that a market participant would be able to lend at April 2, 2011 to achieve sufficient cash inflows to cover the cash outflows under the company's senior revolving credit facility assuming the facility was outstanding in its entirety until maturity. Since the company maintains its borrowings under a revolving credit facility and there is no predetermined borrowing or repayment schedule, for purposes of this calculation the company calculated the fair value of its obligations assuming the current amount of debt at the end of the period was outstanding until the maturity of the company's senior revolving credit facility in December 2012. Although borrowings could be materially greater or less than the current amount of borrowings outstanding at the end of the period, it is not practical to estimate the amounts that may be outstanding during future periods. The fair value of the company's senior debt obligations as estimated by the company based upon its assumptions is approximately \$235.5 million at April 2, 2011, as compared to the carrying value of \$239.6 million.

The carrying value and estimated aggregate fair value, based primarily on market prices, of debt is as follows (in thousands):

	April 2, 2011		January 1, 2011	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Total debt	\$ 239,596	\$ 235,465	\$ 214,017	\$ 209,808

The company believes that its current capital resources, including cash and cash equivalents, cash generated from operations, funds available from its revolving credit facility and access to the credit and capital markets will be sufficient to finance its operations, debt service obligations, capital expenditures, product development and integration expenditures for the foreseeable future.

The company has historically entered into interest rate swap agreements to effectively fix the interest rate on its outstanding debt. The agreements swap one-month LIBOR for fixed rates. As of April 2, 2011 the company had the following interest rate swaps in effect:

Notional Amount	Fixed Interest Rate	Effective Date	Maturity Date
\$ 10,000,000	3.590%	06/10/08	06/10/11
10,000,000	3.460%	09/08/08	09/06/11
25,000,000	3.670%	11/23/08	09/23/11
15,000,000	1.220%	11/23/09	11/23/11
20,000,000	1.800%	11/23/09	11/23/12
20,000,000	1.560%	03/11/10	12/11/12
10,000,000	1.120%	03/11/10	03/11/12
15,000,000	0.950%	08/06/10	12/06/12
25,000,000	1.610%	02/23/11	02/24/14
25,000,000	2.520%	02/23/11	02/23/16

The terms of the senior secured credit facility limit the paying of dividends, capital expenditures and leases, and require, among other things, a maximum ratio of indebtedness of 3.5 debt to earnings before interest, taxes, depreciation and amortization ("EBITDA") and a minimum fixed charge coverage of 1.25 EBITDA to fixed charges. The credit agreement also provides that if a material adverse change in the company's business operations or conditions occurs, the lender could declare an event of default. Under terms of the agreement, a material adverse effect is defined as (a) a material adverse change in, or a material adverse effect upon, the operations, business properties, condition (financial and otherwise) or prospects of the company and its subsidiaries taken as a whole; (b) a material impairment of the ability of the company to perform under the loan agreements and to avoid any event of default; or (c) a material adverse effect upon the legality, validity, binding effect or enforceability against the company of any loan document. A material adverse effect is determined on a subjective basis by the company's creditors. The credit facility is secured by the capital stock of the company's domestic subsidiaries, 65% of the capital stock of the company's foreign subsidiaries and substantially all other assets of the company. At April 2, 2011, the company was in compliance with all covenants pursuant to its borrowing agreements.

11) Financial Instruments

ASC 815 "Derivatives and Hedging" requires an entity to recognize all derivatives as either assets or liabilities and measure those instruments at fair value. Derivatives that do not qualify as a hedge must be adjusted to fair value in earnings. If the derivative does qualify as a hedge under ASC 815, changes in the fair value will either be offset against the change in fair value of the hedged assets, liabilities or firm commitments or recognized in other accumulated comprehensive income until the hedged item is recognized in earnings. The ineffective portion of a hedge's change in fair value will be immediately recognized in earnings.

Foreign Exchange: The company has entered into derivative instruments, principally forward contracts to reduce exposures pertaining to fluctuations in foreign exchange rates. As of April 2, 2011, the company had forward contracts to sell \$3.0 million Euro dollars for \$4.1 million U.S dollars which mature in the next fiscal quarter. As of April 2, 2011, the fair value of the forward contract was \$0.2 million.

Sell	Purchase	Maturity
3,000,000 Euro	4,116,000 U.S Dollars	June 29, 2011

Interest Rate: The company has entered into interest rate swaps to fix the interest rate applicable to certain of its variable-rate debt. The agreements swap one-month LIBOR for fixed rates. The company has designated these swaps as cash flow hedges and all changes in fair value of the swaps are recognized in accumulated other comprehensive income. As of April 2, 2011, the fair value of these instruments was a loss of \$2.0 million. The change in fair value of these swap agreements in the first three months of 2011 was a gain of \$0.1 million, net of taxes.

The following tables summarize the company's fair value of interest rate swaps (in thousands):

	Condensed Consolidated Balance Sheet Presentation	Apr 2, 2011	Jan 1, 2011
Fair value	Other non-current liabilities	\$ (1,990)	\$ (2,186)

The impact on earnings from interest rate swaps was as follows (in thousands):

	Presentation of gain/(loss)	Three Months Ended	
		Apr 2, 2011	Apr 3, 2010
Gain/(loss) recognized in other comprehensive income	Other comprehensive income	\$ (634)	\$ (876)
Gain/(loss) reclassified from accumulated other comprehensive income (effective portion)	Interest expense	\$ (790)	\$ (991)
Gain recognized in income (ineffective portion)	Other expense	\$ 40	\$ 7

Interest rate swaps are subject to default risk to the extent the counterparties are unable to satisfy their settlement obligations under the interest rate swap agreements. The company reviews the credit profile of the financial institutions and assesses its creditworthiness prior to entering into the interest rate swap agreements. The interest rate swap agreements typically contain provisions that allow the counterparty to require early settlement in the event that the company becomes insolvent or is unable to maintain compliance with its covenants under its existing debt agreements.

12) Segment Information

The company operates in two reportable operating segments defined by management reporting structure and operating activities.

The Commercial Foodservice Equipment Group manufactures, sells and distributes cooking equipment for the restaurant and institutional kitchen industry. This business segment has manufacturing facilities in California, Illinois, Michigan, New Hampshire, North Carolina, Tennessee, Texas, Vermont, China, Denmark, Italy and the Philippines. Principal product lines of this group include conveyor ovens, ranges, steamers, convection ovens, combi-ovens, broilers and steam cooking equipment, induction cooking systems, baking and proofing ovens, griddles, charbroilers, catering equipment, fryers, toasters, hot food servers, foodwarming equipment, griddles and coffee and beverage dispensing equipment. These products are sold and marketed under the brand names: Anets, Blodgett, Blodgett Combi, Blodgett Range, Bloomfield, CTX, Carter-Hoffmann, CookTek, Doyon, Frifri, Giga, Holman, Houno, Jade, Lang, MagiKitch'n, Middleby Marshall, Nu-Vu, PerfectFry, Pitco, Southbend, Star, Toastmaster, TurboChef and Wells.

The Food Processing Equipment Group manufactures preparation, cooking, packaging and food safety equipment for the food processing industry. This business division has manufacturing operations in Illinois, Iowa, Wisconsin and Mexico. Its principal products include batch ovens, belt ovens and conveyORIZED cooking systems sold under the Alkar brand name; grinding and slicing equipment and food suspension, reduction and emulsion systems sold under the Cozzini brand name; breadng, battering, mixing, slicing and forming equipment sold under the MP Equipment brand name and packaging and food safety equipment sold under the RapidPak brand name.

The accounting policies of the segments are the same as those described in the summary of significant accounting policies. The chief decision maker evaluates individual segment performance based on operating income. Management believes that intersegment sales are made at established arms-length transfer prices.

Net Sales Summary (dollars in thousands)

	Three Months Ended			
	Apr 2, 2011		Apr 3, 2010	
	Sales	Percent	Sales	Percent
<u>Business Divisions:</u>				
Commercial Foodservice	\$ 153,733	84.2	\$ 140,537	87.5
Food Processing	28,839	15.8	20,146	12.5
Total	\$ 182,572	100.0%	\$ 160,683	100.0%

The following table summarizes the results of operations for the company's business segments ⁽¹⁾(in thousands):

	Commercial Foodservice	Food Processing	Corporate and Other ⁽²⁾	Total
Three months ended April 2, 2011				
Net sales	\$ 153,733	\$ 28,839	\$ —	\$ 182,572
Income from operations	35,835	4,787	(9,258)	31,364
Depreciation and amortization expense	3,323	551	173	4,047
Net capital expenditures	1,533	26	144	1,703
Three months ended April 3, 2010				
Net sales	\$ 140,537	\$ 20,146	\$ —	\$ 160,683
Income from operations	31,335	4,372	(9,272)	26,435
Depreciation and amortization expense	3,433	358	125	3,916
Net capital expenditures	1,339	62	—	1,401
Total assets	693,823	68,880	47,957	810,660
Long-lived assets	524,190	43,445	29,386	597,021

(1) Non-operating expenses are not allocated to the operating segments. Non-operating expenses consist of interest expense and deferred financing amortization, foreign exchange gains and losses and other income and expense items outside of income from operations.

(2) Includes corporate and other general company assets and operations.

Long-lived assets by major geographic region are as follows (in thousands):

	Apr 2, 2011	Apr 3, 2010
United States and Canada	\$ 584,750	\$ 570,621
Asia	1,778	1,916
Europe and Middle East	21,174	24,279
Latin America	830	205
Total international	\$ 23,782	\$ 26,400
	<u>\$ 608,532</u>	<u>\$ 597,021</u>

Net sales by major geographic region were as follows (in thousands):

	Three Months Ended	
	Apr 2, 2011	Apr 3, 2010
United States and Canada	\$ 140,631	\$ 128,929
Asia	10,296	8,913
Europe and Middle East	21,910	18,825
Latin America	9,735	4,016
Total international	\$ 41,941	\$ 31,754
	<u>\$ 182,572</u>	<u>\$ 160,683</u>

13) Employee Retirement Plans

(a) Pension Plans

The company maintains a non-contributory defined benefit plan for its employees at the Smithville, Tennessee facility, which was acquired as part of the New Star International Holdings, Inc. ("Star") acquisition. Benefits are determined based upon retirement age and years of service with the company. This defined benefit plan was frozen on April 1, 2008 and no further benefits accrue to the participants beyond this date. Plan participants will receive or continue to receive payments for benefits earned on or prior to April 1, 2008 upon reaching retirement age.

The company maintains a non-contributory defined benefit plan for its union employees at the Elgin, Illinois facility. Benefits are determined based upon retirement age and years of service with the company. This defined benefit plan was frozen on April 30, 2002 and no further benefits accrue to the participants beyond this date. Plan participants will receive or continue to receive payments for benefits earned on or prior to April 30, 2002 upon reaching retirement age. The employees participating in the defined benefit plan were enrolled in a newly established 401K savings plan on July 1, 2002, further described below.

The company also maintains a retirement benefit agreement with its Chairman. The retirement benefits are based upon a percentage of the Chairman's final base salary. Additionally, the company maintains a retirement plan for non-employee directors who served on the Board of Directors prior to 2004. In November 2010, the Board of Directors approved a revision to the directors' compensation program that resulted in the plan being frozen and the benefits being distributed to the plan participants. Benefit distributions were made in December 2010 and January 2011. As of April 2, 2011, there were no longer any participants in the plan for non-employee directors. This plan is not available to any new non-employee directors.

(b) *401K Savings Plans*

The company maintains two separate defined contribution 401K savings plans covering all employees in the United States. These two plans separately cover the union employees at the Elgin, Illinois facility and all other remaining union and non-union employees in the United States. The company makes profit sharing contributions to the various plans in accordance with the requirements of the plan. Profit sharing contributions for the Elgin Union 401K savings plans are made in accordance with the agreement.

14) Subsequent Events

On March 23, 2011, the company announced that it had entered into an agreement to acquire Lincat Group PLC (“Lincat”). Under terms of the agreement, Lincat shareholders will receive 1,050 pence or approximately \$17.16 U.S. dollars in cash per share for each share held. As of the agreement date, there were approximately 5,525,000 shares outstanding. The approximate total purchase price is \$94.8 million U.S. dollars. Lincat is a leading manufacturer of equipment for the commercial foodservice industry in the United Kingdom.

On April 12, 2011, the company completed its acquisition of Beech Ovens, Pty. Ltd (“Beech”), for approximately \$13.5 million U.S. dollars. Beech is a leading manufacturer of stone hearth ovens for the commercial foodservice industry located in Brisbane, Australia.

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

Informational Notes

This report contains forward-looking statements subject to the safe harbor created by the Private Securities Litigation Reform Act of 1995. The company cautions readers that these projections are based upon future results or events and are highly dependent upon a variety of important factors which could cause such results or events to differ materially from any forward-looking statements which may be deemed to have been made in this report, or which are otherwise made by or on behalf of the company. Such factors include, but are not limited to, volatility in earnings resulting from goodwill impairment losses which may occur irregularly and in varying amounts; variability in financing costs; quarterly variations in operating results; dependence on key customers; international exposure; foreign exchange and political risks affecting international sales; ability to protect trademarks, copyrights and other intellectual property; changing market conditions; the impact of competitive products and pricing; the timely development and market acceptance of the company's products; the availability and cost of raw materials; and other risks detailed herein and from time-to-time in the company's Securities and Exchange Commission ("SEC") filings, including the company's 2010 Annual Report on Form 10-K.

Net Sales Summary
(dollars in thousands)

	Three Months Ended			
	Apr 2, 2011		Apr 3, 2010	
	Sales	Percent	Sales	Percent
<u>Business Divisions:</u>				
Commercial Foodservice	\$ 153,733	84.2	\$ 140,537	87.5
Food Processing	28,839	15.8	20,146	12.5
Total	\$ 182,572	100.0%	\$ 160,683	100.0%

Results of Operations

The following table sets forth certain consolidated statements of earnings items as a percentage of net sales for the periods.

	Three Months Ended	
	Apr 2, 2011	Apr 3, 2010
Net sales	100.0%	100.0%
Cost of sales	60.7	60.5
Gross profit	39.3	39.5
Selling, general and administrative expenses	22.1	23.0
Income from operations	17.2	16.5
Net interest expense and deferred financing amortization	1.1	1.6
Other (income) expense, net	(0.1)	0.2
Earnings before income taxes	16.2	14.7
Provision for income taxes	6.4	6.1
Net earnings	9.8%	8.6%

Three Months Ended April 2, 2011 Compared to Three Months Ended April 3, 2010

NET SALES. Net sales for the first quarter of fiscal 2011 were \$182.6 million as compared to \$160.7 million in the first quarter of 2010.

- Net sales at the Commercial Foodservice Equipment Group amounted to \$153.7 million in the first quarter of 2011 as compared to \$140.5 million in the prior year quarter. Net sales resulting from the acquisition of PerfectFry, which was acquired on July 13, 2010, accounted for an increase of \$0.9 million during the first quarter of 2011. Excluding the impact of this acquisition, net sales of commercial foodservice equipment increased \$12.3 million in the first quarter of 2011. The improvement in net sales reflects an improvement in market conditions as commercial restaurant customers increased their spending on replacement of equipment. Additionally, net sales reflects increased market penetration resulting from new product introductions and increased sales activities focused on major restaurant chain accounts and the emerging markets.
- Net sales for the Food Processing Equipment Group amounted to \$28.8 million in the first quarter of 2011 as compared to \$20.1 million in the prior year quarter. Net sales resulting from the Cozzini acquisition, which was acquired on September 21, 2010 accounted for an increase of \$9.3 million. Excluding the impact of this acquisition, net sales of food processing equipment decreased by \$0.6 million due to timing of customer orders.

GROSS PROFIT. Gross profit increased to \$71.8 million in the first quarter of 2011 from \$63.5 million in the prior year period, reflecting the impact of higher sales volumes. The gross margin rate was 39.3% in the first quarter of 2011 as compared to 39.5% in the prior year quarter. The net decrease in the gross margin rate reflects:

- The impact of rising material costs.
- Lower margins at newly acquired companies which unfavorably impacted the margin rate.
- The benefit of increased sales volumes.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES. Combined selling, general, and administrative expenses increased from \$37.0 million in the first quarter of 2010 to \$40.5 million in the first quarter of 2011. As a percentage of net sales, operating expenses decreased from 23.0% in the first quarter of 2010 to 22.1% in the first quarter of 2011. Selling expenses increased from \$17.6 million in the first quarter of 2010 to \$20.6 million in the first quarter of 2011. Selling expenses reflect increased costs of \$1.4 million associated with the Cozzini acquisition, \$0.9 million associated with trade show expenses and \$0.7 million associated with commission expense due to higher sales volumes. General and administrative expenses increased from \$19.4 million in the first quarter of 2010 to \$19.9 million in the first quarter of 2011. General and administrative expenses reflect \$1.0 million of increased costs associated with the Cozzini acquisition offset by lower employee compensation costs.

NON-OPERATING EXPENSES. Interest and deferred financing amortization costs decreased to \$2.1 million in the first quarter of 2011 as compared to \$2.5 million in the first quarter of 2010, due to lower interest rates on lower average debt balances. Other income was \$0.2 million in the first quarter of 2011 as compared to \$0.3 million of other expense in the prior year first quarter and primarily consisted of foreign exchange gains and losses.

INCOME TAXES. A tax provision of \$11.6 million, at an effective rate of 40%, was recorded during the first quarter of 2011, as compared to a \$9.9 million provision at a 42% effective rate in the prior year quarter. The reduced effective rate reflects increased deductions for qualified manufacturing activities.

Financial Condition and Liquidity

During the three months ended April 2, 2011, cash and cash equivalents increased by \$1.6 million to \$9.3 million at April 3, 2010 from \$7.7 million at January 1, 2011. Net borrowings increased from \$214.0 million at January 1, 2011 to \$239.6 million at April 2, 2011.

OPERATING ACTIVITIES. Net cash used by operating activities was \$9.5 million for the three month period ended April 2, 2011, compared to net cash provided by operating activities of \$6.8 million for the three-month period ended April 3, 2010.

During the three months ended April 2, 2011, working capital levels changed due to increased seasonal working capital needs. These changes in working capital levels included a \$10.3 million increase in inventory, due to several factors including increased steel purchases ahead of anticipated price increases, increased inventory levels during build out periods in conjunction with plant consolidation efforts and higher levels of stock associated with foreign sourcing initiatives. Changes in working capital levels also included a \$0.5 million decrease in accounts receivable, a \$2.0 million decrease in prepaid expenses and other assets and a \$6.9 million decrease in accounts payable. Accrued expenses and other non-current liabilities decreased by \$18.4 million primarily due to the payment of 2010 annual rebate and incentive compensation programs in the first quarter of 2011.

INVESTING ACTIVITIES. During the three months ended April 2, 2011, net cash used in investing activities amounted to \$4.7 million. Investing activities include deferred payments of \$3.0 million related to the Giga and Cozzini acquisitions completed in prior years. The company also had net capital expenditures of \$1.7 million primarily associated with additions and upgrades of production equipment.

FINANCING ACTIVITIES. Net cash flows provided by financing activities amounted to \$15.7 million during the three months ended April 2, 2011. The company's borrowing activities included \$24.5 million of proceeds under its \$497.8 million revolving credit facility and \$0.6 million of proceeds of foreign borrowings. Related to restricted stock vestings during the first quarter of 2011, the company used \$9.5 million to repurchase 113,550 shares of its common stock that were surrendered to the company by employees in lieu of cash for payment of withholding taxes.

At April 2, 2011, the company was in compliance with all covenants pursuant to its borrowing agreements. Management believes that future cash flows from operating activities and borrowing availability under the revolving credit facility will provide the company with sufficient financial resources to meet its anticipated requirements for working capital, capital expenditures and debt amortization for the foreseeable future.

Recently Issued Accounting Standards

In December 2010, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2010-29, Business Combinations (Topic 805). ASU No. 2010-29 clarifies the disclosures required for pro forma information for business combinations. ASU No. 2010-29 specifies if comparative financial statements are presented, revenue and earnings of a combined entity should be disclosed as though the business combination that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. The amendments in ASU 2010-29 are effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. The company adopted the provisions of ASU No. 2010-29 on January 2, 2011. The adoption of ASU No. 2010-29 did not have any impact on the company’s financial position, results of operations or cash flow. As the company had no material acquisitions during the first quarter of 2011, there were no disclosures required.

Critical Accounting Policies and Estimates

Management's discussion and analysis of financial condition and results of operations are based upon the company's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires the company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses as well as related disclosures. On an ongoing basis, the company evaluates its estimates and judgments based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

Revenue Recognition. The company recognizes revenue on the sale of its products when risk of loss has passed to the customer, which occurs at the time of shipment, and collectibility is reasonably assured. The sale prices of the products sold are fixed and determinable at the time of shipment. Sales are reported net of sales returns, sales incentives and cash discounts based on prior experience and other quantitative and qualitative factors.

At the Food Processing Equipment Group, the company enters into long-term sales contracts for certain products. Revenue under these long-term sales contracts is recognized using the percentage of completion method defined within ASC 605-35 “Construction-Type and Production-Type Contracts” due to the length of time to fully manufacture and assemble the equipment. The company measures revenue recognized based on the ratio of actual labor hours incurred in relation to the total estimated labor hours to be incurred related to the contract. Because estimated labor hours to complete a project are based upon forecasts using the best available information, the actual hours may differ from original estimates. The percentage of completion method of accounting for these contracts most accurately reflects the status of these uncompleted contracts in the company's financial statements and most accurately measures the matching of revenues with expenses. At the time a loss on a contract becomes known, the amount of the estimated loss is recognized in the consolidated financial statements.

Property and equipment. Property and equipment are depreciated or amortized on a straight-line basis over their useful lives based on management's estimates of the period over which the assets will be utilized to benefit the operations of the company. The useful lives are estimated based on historical experience with similar assets, taking into account anticipated technological or other changes. The company periodically reviews these lives relative to physical factors, economic factors and industry trends. If there are changes in the planned use of property and equipment or if technological changes were to occur more rapidly than anticipated, the useful lives assigned to these assets may need to be shortened, resulting in the recognition of increased depreciation and amortization expense in future periods.

Long-lived assets. Long-lived assets (including goodwill and other intangibles) are reviewed for impairment annually and whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. In assessing the recoverability of the company's long-lived assets, the company considers changes in economic conditions and makes assumptions regarding estimated future cash flows and other factors. Estimates of future cash flows are judgments based on the company's experience and knowledge of operations. These estimates can be significantly impacted by many factors including changes in global and local business and economic conditions, operating costs, inflation, competition, and consumer and demographic trends. If the company's estimates or the underlying assumptions change in the future, the company may be required to record impairment charges.

Warranty. In the normal course of business the company issues product warranties for specific product lines and provides for the estimated future warranty cost in the period in which the sale is recorded. The estimate of warranty cost is based on contract terms and historical warranty loss experience that is periodically adjusted for recent actual experience. Because warranty estimates are forecasts that are based on the best available information, claims costs may differ from amounts provided. Adjustments to initial obligations for warranties are made as changes in the obligations become reasonably estimable.

Litigation. From time to time, the company is subject to proceedings, lawsuits and other claims related to products, suppliers, employees, customers and competitors. The company maintains insurance to partially cover product liability, workers compensation, property and casualty and general liability matters. The company is required to assess the likelihood of any adverse judgments or outcomes to these matters as well as potential ranges of probable losses. A determination of the amount of accrual required, if any, for these contingencies is made after assessment of each matter and the related insurance coverage. The reserve requirements may change in the future due to new developments or changes in approach such as a change in settlement strategy in dealing with these matters. The company does not believe that any pending litigation will have a material adverse effect on its financial condition or results of operations.

Income taxes. The company operates in numerous foreign and domestic taxing jurisdictions where it is subject to various types of tax, including sales tax and income tax. The company's tax filings are subject to audits and adjustments. Because of the nature of the company's operations, the nature of the audit items can be complex and the objectives of the government auditors can result in a tax on the same transaction or income in more than one state or country. As part of the company's calculation of the provision for taxes, the company establishes reserves for the amount that it expects to incur as a result of audits. The reserves may change in the future due to new developments related to the various tax matters.

Contractual Obligations

The company's contractual cash payment obligations as of April 2, 2011 are set forth below (in thousands):

	Amounts Due Sellers From <u>Acquisitions</u>	Long-term <u>Debt</u>	Operating <u>Leases</u>	Idle Facility <u>Leases</u>	Total Contractual Cash <u>Obligations</u>
Less than 1 year	\$ 720	\$ 6,141	\$ 4,094	\$ 641	\$ 11,596
1-3 years	3,437	231,956	5,288	734	241,415
3-5 years	—	281	2,340	404	3,025
After 5 years	—	1,218	1,782	—	3,000
	<u>\$ 4,157</u>	<u>\$ 239,596</u>	<u>\$ 13,504</u>	<u>\$ 1,779</u>	<u>\$ 259,036</u>

The company has obligations to make \$4.2 million of purchase price payments to the sellers of CookTek and Giga that were deferred in conjunction with the acquisitions.

The company has contractual obligations under its various debt agreements to make interest payments. These amounts are subject to the level of borrowings in future periods and the interest rate for the applicable periods, and therefore the amounts of these payments is not determinable.

The company has \$5.6 million in outstanding letters of credit, which expire on April 2, 2012, to secure potential obligations under various business programs.

Idle facility leases consist of obligations for manufacturing locations that were exited in conjunction with the company's manufacturing consolidation efforts. These lease obligations continue through June 2015. The obligations presented above do not reflect any anticipated sublease income from the facilities.

The projected benefit obligation of the company's defined benefit plans exceeded the plans' assets by \$11.5 million at the end of 2010. The unfunded benefit obligations were comprised of a \$3.7 million underfunding of the company's Smithville plan, which was acquired as part of the Star acquisition, \$0.8 million underfunding of the company's Elgin union plan and \$7.0 million of underfunding of the company's director plans. The company does not expect to contribute to the director plans in 2011. The company expects to continue to make minimum contributions to the Smithville and Elgin plan as required by the Employee Retirement Income Security Act of 1974, which are expected to be \$0.3 million and \$0.1 million, respectively in 2011.

The company places purchase orders with its suppliers in the ordinary course of business. These purchase orders are generally to fulfill short-term manufacturing requirements of less than 90 days and most are cancelable with a restocking penalty. The company has no long-term purchase contracts or minimum purchase obligations with any supplier.

The company has no activities, obligations or exposures associated with off-balance sheet arrangements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

The company is exposed to market risk related to changes in interest rates. The following table summarizes the maturity of the company's debt obligations.

Twelve Month Period Ending	Fixed	Variable
	Rate	Rate
	Debt	Debt
	(in thousands)	
April 2, 2012	\$ —	\$ 6,141
April 2, 2013	—	231,826
April 2, 2014	—	130
April 2, 2015	—	137
April 2, 2016 and thereafter	—	1,362
	<u>\$ —</u>	<u>\$239,596</u>

Terms of the company's senior credit agreement provide for \$497.8 million of availability under a revolving credit line. As of April 2, 2011, the company had \$231.7 million of borrowings outstanding under this facility. The company also has \$5.6 million in outstanding letters of credit as of April 2, 2011, which reduces the borrowing availability under the revolving credit line. Remaining borrowing availability under this facility, which is also reduced by the company's foreign borrowings, was \$252.6 million at April 2, 2011.

At April 2, 2011, borrowings under the senior secured credit facility are assessed at an interest rate 0.875% above LIBOR for long-term borrowings or at the higher of the Prime rate and the Federal Funds Rate. At April 2, 2011 the average interest rate on the senior debt amounted to 1.44%. The interest rates on borrowings under the senior secured credit facility may be adjusted quarterly based on the company's indebtedness ratio on a rolling four-quarter basis. Additionally, a commitment fee, based upon the indebtedness ratio is charged on the unused portion of the revolving credit line. This variable commitment fee amounted to 0.175% as of April 2, 2011.

In August 2006, the company completed its acquisition of Houno A/S in Denmark. This acquisition was funded in part with locally established debt facilities with borrowings in Danish Krone. On April 2, 2011 these facilities amounted to \$3.8 million in U.S. dollars, including \$1.9 million outstanding under a revolving credit facility and \$1.9 million of a term loan. The interest rate on the revolving credit facility is assessed at 1.25% above Euro LIBOR, which amounted to 4.0% on April 2, 2011. The term loan matures in 2013 and the interest rate is assessed at 5.0%.

In April 2008, the company completed its acquisition of Giga Grandi Cucine S.r.l in Italy. This acquisition was funded in part with locally established debt facilities with borrowings denominated in Euro. On April 2, 2011 these facilities amounted to \$4.1 million in U.S. dollars. The interest rate on the credit facilities is tied to six-month Euro LIBOR. At April 2, 2011, the average interest rate on these facilities was approximately 3.0%. The facilities mature in April of 2015.

The company believes that its current capital resources, including cash and cash equivalents, cash generated from operations, funds available from its revolving credit facility and access to the credit and capital markets will be sufficient to finance its operations, debt service obligations, capital expenditures, product development and integration expenditures for the foreseeable future.

The company has historically entered into interest rate swap agreements to effectively fix the interest rate on its outstanding debt. The agreements swap one-month LIBOR for fixed rates. As of April 2, 2011 the company had the following interest rate swaps in effect:

Notional Amount	Fixed Interest Rate	Effective Date	Maturity Date
\$ 10,000,000	3.590%	06/10/08	06/10/11
10,000,000	3.460%	09/08/08	09/06/11
25,000,000	3.670%	11/23/08	09/23/11
15,000,000	1.220%	11/23/09	11/23/11
20,000,000	1.800%	11/23/09	11/23/12
20,000,000	1.560%	03/11/10	12/11/12
10,000,000	1.120%	03/11/10	03/11/12
15,000,000	0.950%	08/06/10	12/06/12
25,000,000	1.610%	02/23/11	02/24/14
25,000,000	2.520%	02/23/11	02/23/16

The terms of the senior secured credit facility limit the paying of dividends, capital expenditures and leases, and require, among other things, a maximum ratio of indebtedness of 3.5 debt to earnings before interest, taxes, depreciation and amortization ("EBITDA") and a minimum fixed charge coverage of 1.25 EBITDA to fixed charges. The credit agreement also provides that if a material adverse change in the company's business operations or conditions occurs, the lender could declare an event of default. Under terms of the agreement a material adverse effect is defined as (a) a material adverse change in, or a material adverse effect upon, the operations, business properties, condition (financial and otherwise) or prospects of the company and its subsidiaries taken as a whole; (b) a material impairment of the ability of the company to perform under the loan agreements and to avoid any event of default; or (c) a material adverse effect upon the legality, validity, binding effect or enforceability against the company of any loan document. A material adverse effect is determined on a subjective basis by the company's creditors. The credit facility is secured by the capital stock of the company's domestic subsidiaries, 65% of the capital stock of the company's foreign subsidiaries and substantially all other assets of the company. At April 2, 2011, the company was in compliance with all covenants pursuant to its borrowing agreements.

Financing Derivative Instruments

The company has entered into interest rate swaps to fix the interest rate applicable to certain of its variable-rate debt. The agreements swap one-month LIBOR for fixed rates. The company has designated these swaps as cash flow hedges and all changes in fair value of the swaps are recognized in accumulated other comprehensive income. As of April 2, 2011, the fair value of these instruments was a loss of \$2.0 million. The change in fair value of these swap agreements in the first three months of 2011 was a gain of \$0.1 million, net of taxes.

Foreign Exchange Derivative Financial Instruments

The company uses foreign currency forward purchase and sale contracts with terms of less than one year to hedge its exposure to changes in foreign currency exchange rates. The company's primary hedging activities are to mitigate its exposure to changes in exchange rates on intercompany and third party trade receivables and payables. The company does not currently enter into derivative financial instruments for speculative purposes. In managing its foreign currency exposures, the company identifies and aggregates naturally occurring offsetting positions and then hedges residual balance sheet exposures. The following table summarizes the forward and option purchase contracts outstanding at April 2, 2011. The fair value of the forward contract was \$0.2 million at the end of the first quarter of 2011.

<u>Sell</u>	<u>Purchase</u>	<u>Maturity</u>
3,000,000 Euro	4,116,000 U.S Dollars	June 29, 2011

Item 4. Controls and Procedures

The company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the company's Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

As of April 2, 2011, the company carried out an evaluation, under the supervision and with the participation of the company's management, including the company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the company's disclosure controls and procedures. Based on the foregoing, the company's Chief Executive Officer and Chief Financial Officer concluded that the company's disclosure controls and procedures were effective as of the end of this period.

During the quarter ended April 2, 2011, there has been no change in the company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting.

PART II. OTHER INFORMATION

The company was not required to report the information pursuant to Items 1 through 6 of Part II of Form 10-Q for the three months ended April 2, 2011, except as follows:

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

c) Issuer Purchases of Equity Securities

	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan or Program	Maximum Number of Shares that May Yet be Purchased Under the Plan or Program
January 2 to January 29, 2011	2,831	\$ 84.42	2,831	463,435
January 30 to February 26, 2011	—	—	—	463,435
February 27, 2011 to April 2, 2011	113,550	83.25	113,550	349,885
Quarter ended April 2, 2011	<u>116,381</u>	<u>\$ 83.27</u>	<u>116,381</u>	<u>349,885</u>

In July 1998, the company's Board of Directors adopted a stock repurchase program that authorized the purchase of common shares in open market purchases. As of April 2, 2011, 1,450,115 shares had been purchased under the 1998 stock repurchase program.

Item 6. Exhibits

Exhibits – The following exhibits are filed herewith:

- Exhibit 31.1 – Rule 13a-14(a)/15d -14(a) Certification of the Chief Executive Officer as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- Exhibit 31.2 – Rule 13a-14(a)/15d -14(a) Certification of the Chief Financial Officer as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- Exhibit 32.1 – Certification by the Principal Executive Officer of The Middleby Corporation Pursuant to Rule 13A-14(b) under the Exchange Act and Section 906 of the Sarbanes-Oxley Act of 2002(18 U.S.C. 1350).
- Exhibit 32.2 – Certification by the Principal Financial Officer of The Middleby Corporation Pursuant to Rule 13A-14(b) under the Exchange Act and Section 906 of the Sarbanes-Oxley Act of 2002(18 U.S.C. 1350).
- Exhibit 101 – Financial statements on Form 10-Q for the quarter ended April 2, 2011, filed on May 12, 2011, formatted in Extensive Business Reporting Language (XBRL); (i) condensed consolidated balance sheets, (ii) condensed consolidated statements of earnings, (iii) condensed statements of cash flows, (iv) notes to the condensed consolidated financial statements.

SIGNATURE

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

THE MIDDLEBY CORPORATION
(Registrant)

Date May 12, 2011

By: /s/ Timothy J. FitzGerald
Timothy J. FitzGerald
Vice President,
Chief Financial Officer

CERTIFICATIONS

I, Selim A. Bassoul, certify that:

1. I have reviewed this report on Form 10-Q of The Middleby Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: May 12, 2011

/s/ Selim A. Bassoul

Selim A. Bassoul

Chairman, President and

Chief Executive Officer of The Middleby Corporation

CERTIFICATIONS

I, Timothy J. Fitzgerald, certify that:

1. I have reviewed this report on Form 10-Q of The Middleby Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: May 12, 2011

/s/ Timothy J. FitzGerald

Timothy J. FitzGerald

Chief Financial Officer of The Middleby Corporation

**CERTIFICATION BY THE PRINCIPAL EXECUTIVE OFFICER OF
THE MIDDLEBY CORPORATION
PURSUANT TO RULE 13A-14(b) UNDER THE EXCHANGE ACT AND
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 (18 U.S.C. 1350)**

This certification is being furnished pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

I, Selim A. Bassoul, Chairman, President and Chief Executive Officer (principal executive officer) of The Middleby Corporation (the "Registrant"), certify, to the best of my knowledge, based upon a review of the Quarterly Report on Form 10-Q for the period ended April 2, 2011 of the Registrant (the "Report"), that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
- (2) The information contained in the Report fairly presents, in all material aspects, the financial condition and results of operations of the Registrant.

Date: May 12, 2011

/s/ Selim A. Bassoul

Selim A. Bassoul

**CERTIFICATION BY THE PRINCIPAL FINANCIAL OFFICER OF
THE MIDDLEBY CORPORATION
PURSUANT TO RULE 13A-14(b) UNDER THE EXCHANGE ACT AND
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 (18 U.S.C. 1350)**

This certification is being furnished pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

I, Timothy J. FitzGerald, Vice President and Chief Financial Officer (principal financial officer) of The Middleby Corporation (the "Registrant"), certify, to the best of my knowledge, based upon a review of the Quarterly Report on Form 10-Q for the period ended April 2, 2011 of the Registrant (the "Report"), that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
- (2) The information contained in the Report fairly presents, in all material aspects, the financial condition and results of operations of the Registrant.

Date: May 12, 2011

/s/ Timothy J. FitzGerald
Timothy J. FitzGerald
