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United States

Securities and Exchange Commission

Washington, D.C. 20549

FORM 10-Q

x **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the quarterly period ended: October 1, 2011

¨ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the transition period from to

Commission File Number: 001-31410

COTT CORPORATION

(Exact name of registrant as specified in its charter)

CANADA	**98-0154711**
(State or Other Jurisdiction of Incorporation or Organization)	**(IRS Employer Identification No.)**
6525 VISCOUNT ROAD	
MISSISSAUGA, ONTARIO	
5519 WEST IDLEWILD AVE	**L4V 1H6**
TAMPA, FLORIDA	**33634**
(Address of principal executive offices)	**(Zip Code)**

Registrant s telephone number, including area code: (905) 672-1900 and (813) 313-1800

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant 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 x 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 large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	¨	Accelerated filer	x
Non-accelerated filer	¨ (do not check if a smaller reporting company)	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 x

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date.

Class	Outstanding at November 1, 2011
Common Stock, no par value per share	95,101,230 shares

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PART I FINANCIAL INFORMATION

Item 1. Financial Statements
Cott Corporation

Consolidated Statements of Operations

(in millions of U.S. dollars, except share and per share amounts)

Unaudited

	For the Three Months Ended		For the Nine Months Ended	
	October 1, 2011	**October 2, 2010**	**October 1, 2011**	**October 2, 2010**
Revenue, net	**$ 611.3**	$ 486.9	**$ 1,785.4**	$ 1,274.5
Cost of sales	**543.7**	419.8	**1,560.2**	1,076.7
Gross profit	**67.6**	67.1	**225.2**	197.8
Selling, general and administrative expenses	**38.1**	47.3	**128.3**	114.2
Loss on disposal of property, plant & equipment	**0.5**	0.3	**0.5**	0.4
Restructuring				(0.5)
Operating income	**29.0**	19.5	**96.4**	83.7
Other expense, net	**1.3**	1.3	**2.1**	3.6
Interest expense, net	**14.4**	10.3	**43.4**	22.6
Income before income taxes	**13.3**	7.9	**50.9**	57.5
Income tax (benefit) expense	**(4.0)**	0.7	**(1.7)**	13.9
Net income	**$ 17.3**	$ 7.2	**$ 52.6**	$ 43.6
Less: Net income attributable to non-controlling interests	**1.1**	1.4	**3.1**	4.0
Net income attributed to Cott Corporation	**$ 16.2**	$ 5.8	**$ 49.5**	$ 39.6
Net income per common share attributed to Cott Corporation				
Basic	**$ 0.17**	$ 0.07	**$ 0.53**	$ 0.48
Diluted	**$ 0.17**	$ 0.07	**$ 0.52**	$ 0.47
Weighted average outstanding shares (thousands) attributed to Cott Corporation				
Basic	**94,325**	87,196	**94,179**	82,675
Diluted	**95,146**	88,956	**94,899**	83,514

The accompanying notes are an integral part of these consolidated financial statements.

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Cott Corporation

Consolidated Balance Sheets

(in millions of U.S. dollars, except share amounts)

Unaudited

	October 1, 2011	January 1, 2011
ASSETS		
Current assets		
Cash & cash equivalents	**$ 28.2**	$ 48.2
Accounts receivable, net of allowance of $11.1 ($8.3 as of January 1, 2011)	**247.7**	213.6
Income taxes recoverable	**12.6**	0.3
Inventories	**216.0**	215.5
Prepaid expenses and other assets	**30.3**	32.7
Total current assets	**534.8**	510.3
Property, plant & equipment	**483.3**	503.8
Goodwill	**129.1**	130.2
Intangibles and other assets	**348.8**	371.1
Deferred income taxes	**1.9**	2.5
Other tax receivable	**2.8**	11.3
Total assets	**$ 1,500.7**	$ 1,529.2
LIABILITIES AND EQUITY		
Current liabilities		
Short-term borrowings	**$**	$ 7.9
Current maturities of long-term debt	**4.3**	6.0
Contingent consideration earn-out	**8.5**	32.2
Accounts payable and accrued liabilities	**241.8**	276.6
Total current liabilities	**254.6**	322.7
Long-term debt	**602.5**	605.5
Deferred income taxes	**39.3**	43.6
Other long-term liabilities	**20.5**	22.2
Total liabilities	**916.9**	994.0
Equity		
Capital stock, no par - 95,101,230 (January 1, 2011 - 94,750,120) shares issued	**395.9**	395.6
Treasury stock	**(2.1)**	(3.2)
Additional paid-in-capital	**41.9**	40.8
Retained earnings	**156.0**	106.5
Accumulated other comprehensive loss	**(21.6)**	(17.5)
Total Cott Corporation equity	**570.1**	522.2
Non-controlling interests	**13.7**	13.0

Total equity		**583.8**		535.2
Total liabilities and equity	**$**	**1,500.7**	$	1,529.2

The accompanying notes are an integral part of these consolidated financial statements.

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Cott Corporation

Consolidated Statements of Cash Flows

(in millions of U.S. dollars)

Unaudited

	For the Three Months Ended October 1, 2011	For the Three Months Ended October 2, 2010	For the Nine Months Ended October 1, 2011	For the Nine Months Ended October 2, 2010
Operating Activities				
Net income	**$ 17.3**	$ 7.2	**$ 52.6**	$ 43.6
Depreciation & amortization	**24.0**	19.1	**71.4**	49.9
Amortization of financing fees	**1.1**	0.6	**2.9**	1.6
Share-based compensation expense	**(1.6)**	1.1	**2.2**	2.8
(Decrease) increase in deferred income taxes	**(4.2)**	9.7	**(2.3)**	9.6
Write-off of financing fees		1.4		1.4
Loss on disposal of property, plant & equipment	**0.5**	0.3	**0.5**	0.4
Gain on buyback of Notes				0.1
Contract termination loss				(0.4)
Contract termination payments	**(3.1)**	(0.6)	**(3.1)**	(5.4)
Other non-cash items	**(0.1)**	0.1	**1.7**	4.3
Change in operating assets and liabilities:				
Accounts receivable	**29.5**	17.4	**(41.5)**	(28.9)
Inventories	**23.1**	(3.8)	**0.4**	(20.5)
Prepaid expenses and other assets	**2.1**	(0.5)	**0.9**	1.9
Other assets	**0.9**		**0.2**	(1.1)
Accounts payable and accrued liabilities	**(25.8)**	8.3	**(22.9)**	16.1
Income taxes recoverable	**0.2**	2.7	**(3.4)**	27.1
Net cash provided by operating activities	**63.9**	63.0	**59.6**	102.5
Investing Activities				
Acquisition	**(25.7)**	(507.7)	**(25.7)**	(507.7)
Additions to property, plant & equipment	**(8.1)**	(11.4)	**(31.4)**	(29.5)
Additions to intangibles and other assets	**(1.4)**	(0.2)	**(3.9)**	(3.6)
Proceeds from sale of property, plant & equipment	**0.1**	0.5	**0.1**	0.9
Other investing activities	**(0.1)**		**(1.8)**	
Net cash used in investing activities	**(35.2)**	(518.8)	**(62.7)**	(539.9)
Financing Activities				
Payments of long-term debt	**(1.8)**	(1.2)	**(5.2)**	(17.3)
Issuance of long-term debt		375.0		375.0
Borrowings under ABL	**80.7**	165.7	**224.1**	307.7
Payments under ABL	**(100.7)**	(126.2)	**(231.9)**	(277.8)
Distributions to non-controlling interests	**(1.7)**	(2.8)	**(4.2)**	(5.5)
Issuance of common shares, net of offering fees		71.1		71.1
Exercise of options	**0.2**		**0.3**	
Financing fees		(14.0)	**(0.1)**	(14.2)
Net cash (used in) provided by financing activities	**(23.3)**	467.6	**(17.0)**	439.0
Effect of exchange rate changes on cash	**(1.2)**	0.8	**0.1**	0.4

Net increase (decrease) in cash & cash equivalents		**4.2**		12.6		**(20.0)**		2.0
Cash & cash equivalents, beginning of period		**24.0**		20.3		**48.2**		30.9
Cash & cash equivalents, end of period	**$**	**28.2**	$	32.9	**$**	**28.2**	$	32.9
Supplemental Disclosures of Cash Flow information:								
Cash paid for interest	**$**	**16.2**	$	1.2	**$**	**44.1**	$	12.8
Cash paid (received) for income taxes, net	**$**	**0.2**	$	(10.0)	**$**	**4.4**	$	(21.8)

The accompanying notes are an integral part of these consolidated financial statements.

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Cott Corporation

Consolidated Statements of Equity

(in millions of U.S. dollars, except share amounts)

Unaudited

			Cott Corporation Equity						
	Number of Common Shares *(In thousands)*	**Number of Treasury Shares *(In thousands)***	**Common Shares**	**Treasury Shares**	**Additional Paid-in-Capital**	**Retained Earnings**	**Accumulated Other Comprehensive Loss**	**Non-Controlling Interests**	**Total Equity**
Balance at January 2, 2010	**81,331**	**1,504**	**$ 322.5**	**$ (4.4)**	**$ 37.4**	**$ 51.8**	**$ (21.3)**	**$ 15.3**	**$ 401.3**
Common shares issued	13,340		71.1						71.1
Treasury shares issued - PSU Plan		(437)		1.2	(1.2)				
Tax impact of common shares issuance			2.0						2.0
Treasury shares issued - EISPP		(1)							
Common shares issued - Directors Share Award	79				0.7				0.7
Share-based compensation					2.2				2.2
Distributions to non-controlling interests								(5.5)	(5.5)
Comprehensive income									
Currency translation adjustment							3.9		3.9
Pension liabilities							0.3		0.3
Net income						39.6		4.0	43.6
Balance at October 2, 2010	**94,750**	**1,066**	**$ 395.6**	**$ (3.2)**	**$ 39.1**	**$ 91.4**	**$ (17.1)**	**$ 13.8**	**$ 519.6**
Balance at January 1, 2011	**94,750**	**1,051**	**$ 395.6**	**$ (3.2)**	**$ 40.8**	**$ 106.5**	**$ (17.5)**	**$ 13.0**	**$ 535.2**
Options exercised	275		0.3						0.3
Treasury shares issued - PSU Plan		(181)		0.5	(0.5)				
Treasury shares issued - EISPP		(196)		0.6	(0.6)				
Common shares issued - Directors Share Award	76				0.7				0.7
Share-based compensation					1.5				1.5
Contributions to non-controlling interests								1.8	1.8
Distributions to non-controlling interests								(4.2)	(4.2)
Comprehensive income									
Currency translation adjustment							(5.2)		(5.2)
Pension liabilities							0.5		0.5
							0.6		0.6

Unrealized gain on derivative instruments									
Net income						49.5		3.1	52.6
Balance at October 1, 2011	**95,101**	**674**	**$ 395.9**	**$ (2.1)**	**$ 41.9**	**$ 156.0**	**$ (21.6)**	**$ 13.7**	**$ 583.8**

The accompanying notes are an integral part of these consolidated financial statements.

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Cott Corporation

Condensed Consolidated Statements of Comprehensive Income

(in millions of U.S. dollars)

Unaudited

	For the Three Months Ended		For the Nine Months Ended	
	October 1, 2011	**October 2, 2010**	**October 1, 2011**	**October 2, 2010**
Net income	**$ 17.3**	$ 7.2	**$ 52.6**	$ 43.6
Other comprehensive (loss) income:				
Currency translation adjustment	**(15.8)**	10.5	**(5.2)**	3.9
Pension liabilities	**0.1**	0.1	**0.5**	0.3
Unrealized gain (loss) on derivative instruments	**0.6**	(0.1)	**0.6**	
Total other comprehensive (loss) income	**(15.1)**	10.5	**(4.1)**	4.2
Comprehensive income	**$ 2.2**	$ 17.7	**$ 48.5**	$ 47.8
Less: Net income attributable to non-controlling interests	**1.1**	1.4	**3.1**	4.0
Comprehensive income attributed to Cott Corporation	**$ 1.1**	$ 16.3	**$ 45.4**	$ 43.8

The accompanying notes are an integral part of these consolidated financial statements.

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Cott Corporation

Notes to the Consolidated Financial Statements

Unaudited

Note 1 Business and Recent Accounting Pronouncements

Description of Business

Cott Corporation, together with its consolidated subsidiaries (Cott, the Company, our Company, Cott Corporation, we, us, or our), is tl largest retailer brand beverage company. Our product lines include carbonated soft drinks (CSDs), clear, still and sparkling flavored waters, energy-related drinks, juice, juice-based products, bottled water and ready-to drink teas.

Basis of Presentation

The accompanying interim unaudited consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X and in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial reporting. Accordingly, they do not include all information and notes presented in the annual consolidated financial statements in conformity with U.S. GAAP. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair statement of our results of operations for the interim periods reported and of our financial condition as of the date of the interim balance sheet have been included. This Quarterly Report on Form 10-Q should be read in conjunction with the annual audited consolidated financial statements and accompanying notes in our Annual Report on Form 10-K for the year ended January 1, 2011. The accounting policies used in these interim consolidated financial statements are consistent with those used in the annual consolidated financial statements.

During the quarter ended January 1, 2011, we identified an error relating to pricing discounts of $3.7 million for one of our customers that occurred in our quarter ended October 2, 2010. The impact of this error was an overstatement of net revenue and operating results for the quarter and nine months ended October 2, 2010. We assessed the materiality of this error in accordance with guidance within ASC 250-10-S99 (SEC s Staff Accounting Bulletin 99) and concluded that the previously issued interim financial statements for the quarter and nine months ended October 2, 2010 are not materially misstated. In accordance with guidance within ASC 250-10-S99 (SEC s Staff Accounting Bulletin 108), we have corrected the immaterial error by revising the prior interim period financial statements for the quarter ended and nine months ended October 2, 2010.

The presentation of these interim consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes.

Recent Accounting Pronouncements

ASU 2010-13 Effect of Denominating the Exercise Price of a Share-Based Payment Award in the Currency of the Market in Which the Underlying Equity Security Trades

In April 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2010-13, Effect of Denominating the Exercise Price of a Share-Based Payment Award in the Currency of the Market in Which the Underlying Equity Security Trades, to address the classification of an employee share-based payment award with an exercise price denominated in the currency of a market in which the underlying equity security trades. This update provides amendments to Topic 718 to clarify that an employee share-based payment award with an exercise price denominated in the currency of a market in which a substantial portion of the entity s equity securities trades should not be considered to contain a condition that is not a market, performance, or service condition. Therefore, an entity would not classify such an award as a liability if it otherwise qualifies as equity. We adopted the provisions of this standard during the first quarter of 2011. This standard does not have an impact on our consolidated financial statements.

ASU 2011-05 Comprehensive Income: Presentation of Comprehensive Income

In June 2011, the FASB amended its guidance on the presentation of comprehensive income in financial statements to improve the comparability, consistency and transparency of financial reporting and to increase the prominence of items that are recorded in other comprehensive income. The new accounting guidance requires entities to report components of comprehensive income in either (i) a continuous statement of comprehensive income or (ii) two separate but consecutive statements. The provisions of this new guidance are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. We are currently evaluating the impact on our consolidated financial statements of adopting this guidance.

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ASU 2011-08 Intangibles-Goodwill and Other: Testing Goodwill for Impairment

In September 2011, the FASB amended its guidance in regards to testing goodwill for impairment to address concern raised about the cost and complexity of performing the first step of the two-step goodwill impairment test required under Accounting Standards Codification (ASC) Topic 350 Intangibles-Goodwill and Other . The objective of this Update is to simplify how entities, both public and nonpublic, test goodwill for impairment. The amendments in the Update permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test described in Topic 350. The more-likely-than-not threshold is defined as having a likelihood of more than 50 percent. The amendments are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. We are currently evaluating the impact on our consolidated financial statements of adopting this guidance.

Note 2 Acquisitions

On August 17, 2010, we completed the acquisition (the Cliffstar Acquisition) of substantially all of the assets and liabilities of Cliffstar Corporation (Cliffstar) and its affiliated companies for approximately $507.0 million payable in cash, $14.0 million in deferred consideration to be paid over three years and contingent consideration of up to $55.0 million. The first $15.0 million of the contingent consideration was based upon the achievement of milestones in certain expansion projects in 2010, which were achieved in 2010. The remainder of the contingent consideration was based on the achievement of certain performance measures during the fiscal year ending January 1, 2011. The estimated working capital amount was subject to final adjustment and on February 11, 2011, the parties agreed that the final working capital amount was $3.0 million as compared to the original estimate of $7.7 million.

We were notified on May 9, 2011 by the seller of Cliffstar of certain objections to the performance measures used to calculate the contingent consideration, and the seller asserted a claim for amounts in excess of the amounts accrued as contingent consideration at July 2, 2011. During the third and fourth quarters of 2011, Cott made interim payments to the seller equal to $21.0 million and $8.6 million, respectively. The payment of $21.0 million was net of a $4.7 million refund due to Cott as a result of the final determination of working capital, and the payment of $8.6 million included $0.9 million in settlement of certain of the seller s objections to the calculation of the contingent consideration. The seller s remaining objections to the calculation of the contingent consideration will be subject to a binding arbitration process under the terms of the asset purchase agreement. The final resolution of these matters may result in amounts payable to the seller that materially vary from our current estimated fair value; however, we are currently not able to estimate a range of such amounts. Changes in the fair value of contingent consideration will be recorded in our Consolidated Statement of Operations. Also, during the third quarter of 2011, Cott made a payment equal to $4.7 million to satisfy the first of three annual deferred consideration payments.

Supplemental Pro Forma Data

The following unaudited pro forma financial information for the three and nine months ended October 2, 2010, respectively, represent the combined results of our operations as if the Cliffstar Acquisition had occurred on January 3, 2010. The unaudited pro forma results reflect certain adjustments related to the Cliffstar Acquisition such as increased amortization expense on acquired intangible assets resulting from the preliminary fair valuation of assets acquired. The unaudited pro forma financial information does not necessarily reflect the results of operations that would have occurred had we operated as a single entity during such period.

(in millions of U.S. dollars, except share amounts)	**For the Three Months Ended October 2, 2010**	**For the Nine Months Ended October 2, 2010**
Revenue	$ 560.0	$ 1,677.7
Net income	14.9	56.3
Net income per common share, diluted	$ 0.16	$ 0.60

Other

During the second quarter of 2011, our majority owned subsidiary acquired a grocery retailer s private label beverage business, which required Cott to contribute $1.8 million to the subsidiary. The identified assets are recorded at their estimated fair values per preliminary valuations and may change based on the result of final valuations. The acquisition does not have a material impact on our financial statements.

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Note 3 Share-Based Compensation

The table below summarizes the share-based compensation expense for the three and nine months ended October 1, 2011 and October 2, 2010, respectively. This share-based compensation expense was recorded in selling, general, and administrative expenses in our Consolidated Statements of Operations. As used below: (i) PSUs mean performance share units granted under our Amended and Restated Performance Share Unit Plan (the PSU Plan), (ii) Performance-based RSUs mean restricted share units with performance-based vesting granted under the Company s 2010 Equity Incentive Plan (the 2010 Equity Incentive Plan); (iii) Time-based RSUs mean restricted share units with time-based vesting granted under the 2010 Equity Incentive Plan, (iv) EISPP means common share units granted under the Restated Executive Incentive Share Purchase Plan (the Restated EISPP); and (v) Director share units mean common shares granted to the non-management members of Cott s Board of Directors under the 2010 Equity Incentive Plan, which were issued in consideration of such directors annual board retainer fee.

(in millions of U.S. dollars)	**For the Three Months Ended October 1, 2011**	**For the Three Months Ended October 2, 2010**	**For the Nine Months Ended October 1, 2011**	**For the Nine Months Ended October 2, 2010**
Stock options	**$**	$ 0.2	**$**	$ 1.0
PSUs				0.2
Director share units		0.1	**0.7**	0.7
Performance-based RSUs	**(2.7)**	0.4	**(1.2)**	0.4
Time-based RSUs	**1.1**	0.5	**2.7**	0.5
Share appreciation rights				0.1
Total	**$ (1.6)**	**$ 1.2**	**$ 2.2**	**$ 2.9**

During the third quarter, we concluded that it was no longer probable that the targets established for the Performance-based RSUs would be met, and we no longer expect these awards to ultimately vest. Accordingly, we recorded an adjustment to reverse $3.3 million in compensation costs that had been recorded to date for the Performance-based RSUs.

As of October 1, 2011, the unrecognized share-based compensation expense and years we expect to recognize as future compensation expense were as follows:

(in millions of U.S. dollars)	**Unrecognized share-based compensation expense as of October 1, 2011**	**Weighted average years expected to recognize compensation**
Time-based RSUs	**$ 4.2**	**1.3**

Stock option activity for the nine months ended October 1, 2011 was as follows:

	Shares *(in thousands)*	**Weighted average exercise price** *(Canadian $)*
Balance at January 1, 2011	**704**	**$ 16.67**
Awarded		
Exercised	**(275)**	**1.32**
Forfeited or expired	**(121)**	**39.94**
Outstanding at October 1, 2011	**308**	**21.27**

Exercisable at October 1, 2011	**308**	**$**	**21.27**

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During the nine months ended October 1, 2011, EISPP, PSU, Performance-based RSU and Time-based RSU activity was as follows:

(in thousands)	EISPP	Number of PSUs	Number of Performance-based RSUs	Number of Time-based RSUs
Balance at January 1, 2011	189	188	1,727	1,397
Awarded			592	151
Issued	(189)	(188)		
Forfeited				
Outstanding at October 1, 2011			2,319	1,548

Subsequent to the adoption of the 2010 Equity Incentive Plan, the Human Resources and Compensation Committee of the Board of Directors (HRCC) determined that certain of Cott s long-term incentive plans were no longer needed and terminated the Restated EISPP, the PSU Plan, and the Amended and Restated Share Appreciation Rights Plan, effective February 23, 2011. The board terminated the Restated 1986 Common Share Option Plan, as amended, effective as of the same date. In connection with the termination of these plans, outstanding awards will continue in accordance with the terms of these plans until vested, paid out, forfeited or terminated, as applicable. No further awards will be granted under these plans.

Average Canadian to U.S. Dollar Exchange Rate for the Nine Months Ended October 1, 2011

The weighted average exercise prices for options in Note 3 are disclosed in Canadian dollars. The table below represents the average Canadian dollar to U.S. dollar exchange rate for the nine months ended October 1, 2011:

	For the Nine Months Ended October 1, 2011
Average exchange rate	$ 1.024

Note 4 Income Taxes

Income tax benefit was $1.7 million on pretax income of $50.9 million for the nine months ended October 1, 2011, as compared to an income tax expense of $13.9 million on pretax income of $57.5 million for the nine months ended October 2, 2010. The third quarter s benefit includes favorable adjustments related to audit settlements and a tax rate change. During the second quarter of 2011, we completed a reorganization of our legal entity structure and refinanced intercompany debt. As a result of these activities and lower taxable income in the United States and Canada, our annual effective tax rate is expected to be lower than our statutory rates. Also during the quarter, we made significant progress in settling intercompany transfer pricing issues between Canada and the United States and expect, as a result, to receive income tax refunds approximating $7.0 million within the next 12 months.

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Note 5 Net Income Per Common Share

Basic net income per common share is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted net income per common share is calculated using the weighted average number of common shares outstanding adjusted to include the effect, if dilutive, of the exercise of in-the-money stock options, PSUs, Performance-based RSUs and Time-based RSUs.

A reconciliation of the denominators of the basic and diluted net income per common share computations is as follows:

	For the Three Months Ended		For the Nine Months Ended	
(in thousands)	**October 1, 2011**	**October 2, 2010**	**October 1, 2011**	**October 2, 2010**
Weighted average number of shares outstanding - basic	**94,325**	87,196	**94,179**	82,675
Dilutive effect of stock options	**34**	191	**34**	191
Dilutive effect of PSUs		189		189
Dilutive effect of Performance-based RSUs		1,100		366
Dilutive effect of Time-based RSUs	**787**	280	**686**	93
Adjusted weighted average number of shares outstanding - diluted	**95,146**	**88,956**	**94,899**	**83,514**

We excluded 233,500 (October 2, 2010 354,000) stock options from the computation of diluted net income per share because the options exercise price was greater than the average market price of the common shares. Shares purchased on the open market and held by independent trusts are categorized as treasury shares under applicable accounting rules. We excluded 674,397 (October 2, 2010 957,104) treasury shares held in various trusts in the calculation of basic and diluted earnings per share.

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Note 6 Segment Reporting

We produce, package and distribute private-label CSDs, clear, still and sparkling flavored waters, energy-related drinks, juice, juice-based products, bottled water and ready-to-drink teas to regional and national grocery, mass-merchandise and wholesale chains and customers in the dollar convenience and drug channels through five reportable segments North America (which includes our U.S. reporting unit and our Canada reporting unit), U.K. (which includes our United Kingdom reporting unit and our Continental European reporting unit), Mexico, Royal Crown International (RCI) and All Other.

	Operating Segments					
(in millions of U.S. dollars)	North America	United Kingdom	Mexico	RCI	All Other	Total
For the Three Months Ended October 1, 2011						
External revenue[1]	$ 468.1	$ 124.5	$ 12.7	$ 6.0	$	$ 611.3
Depreciation and amortization	20.1	3.5	0.4			24.0
Operating income (loss)	19.8	8.3	(0.9)	1.8		29.0
Additions to property, plant & equipment	6.8	1.2	0.1			8.1
For the Nine Months Ended October 1, 2011						
External revenue[1]	$ 1,388.2	$ 336.8	$ 40.3	$ 20.1	$	$ 1,785.4
Depreciation and amortization	59.7	10.2	1.5			71.4
Operating income (loss)	70.6	22.7	(3.0)	6.1		96.4
Additions to property, plant & equipment	23.2	8.1	0.1			31.4
As of October 1, 2011						
Property, plant & equipment	$ 382.3	$ 90.4	$ 10.6	$	$	$ 483.3
Goodwill	124.6			4.5		129.1
Intangibles and other assets	333.7	14.3	0.6		0.2	348.8
Total assets[2]	1,229.1	230.9	27.7	12.1	0.9	1,500.7

1 Intersegment revenue between North America and the other operating segments was $3.3 million and $11.5 million for the three and nine months ended October 1, 2011, respectively.

2 Excludes intersegment receivables, investments and notes receivable.

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(in millions of U.S. dollars)	Operating Segments North America	United Kingdom	Mexico	RCI	All Other	Total
For the Three Months Ended October 2, 2010						
External revenue[1]	$ 371.8	$ 96.6	$ 12.4	$ 6.1	$	$ 486.9
Depreciation and amortization	15.2	3.4	0.5			19.1
Operating income (loss)	12.6	7.3	(1.2)	0.8		19.5
Additions to property, plant & equipment	9.9	1.5				11.4
For the Nine Months Ended October 2, 2010						
External revenue[1]	$ 935.8	$ 277.5	$ 38.3	$ 22.9	$	$ 1,274.5
Depreciation and amortization	38.8	9.6	1.5			49.9
Operating income (loss)	63.7	19.0	(5.2)	6.2		83.7
Restructuring	(0.5)					(0.5)
Additions to property, plant & equipment	21.9	5.9	1.7			29.5
As of January 1, 2011						
Property, plant & equipment	$ 400.4	$ 90.2	$ 13.2	$	$	$ 503.8
Goodwill	125.7			4.5		130.2
Intangibles and other assets	354.7	15.7	0.7			371.1
Total assets[2]	1,275.9	207.4	31.5	13.7	0.7	1,529.2

1 Intersegment revenue between North America and the other operating segments was $10.2 million and $15.1 million for the three and nine months ended October 2, 2010, respectively.

2 Excludes intersegment receivables, investments and notes receivable.

For the nine months ended October 1, 2011, sales to Walmart accounted for 31.9% (October 2, 2010 30.6%) of our total revenues, 36.1% of our North America operating segment revenues (October 2, 2010 35.3%), 14.7% of our U.K. operating segment revenues (October 2, 2010 16.1%), and 46.5% of our Mexico operating segment revenues (October 2, 2010 38.7%).

Credit risk arises from the potential default of a customer in meeting its financial obligations to us. Concentrations of credit exposure may arise with a group of customers that have similar economic characteristics or that are located in the same geographic region. The ability of such customers to meet obligations would be similarly affected by changing economic, political or other conditions. We are not currently aware of any facts that would create a material credit risk.

Revenues are attributed to operating segment based on the location of the plant. Revenues by operating segment were as follows:

(in millions of U.S. dollars)	For the Three Months Ended October 1, 2011	October 2, 2010	For the Nine Months Ended October 1, 2011	October 2, 2010
United States	**$ 414.3**	$ 336.0	**$ 1,236.6**	$ 827.4
Canada	**66.0**	49.3	**189.8**	152.4
United Kingdom	**124.5**	96.6	**336.8**	277.5
Mexico	**12.7**	12.4	**40.3**	38.3
RCI	**6.0**	6.1	**20.1**	22.9
Elimination[1]	**(12.2)**	(13.5)	**(38.2)**	(44.0)
	$ 611.3	**$ 486.9**	**$ 1,785.4**	**$ 1,274.5**

1 Represents intersegment revenue among our reporting units, of which $3.3 million and $11.5 million represent intersegment revenue between North America and our other operating segments for the three and nine months ended October 1, 2011, respectively, and $10.2

million and $15.1 million represent intersegment revenue between North America and our other operating segments for the three and nine months ended October 2, 2010, respectively.

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Revenues by product were as follows:

For the Three Months Ended October 1, 2011					
(in millions of U.S. dollars)	**North America**	**United Kingdom**	**Mexico**	**RCI**	**Total**
Revenue					
Carbonated soft drinks	**$ 192.8**	**$ 47.5**	**$ 9.6**	**$**	**$ 249.9**
Juice	**144.1**	**3.4**	**0.7**		**148.2**
Concentrate	**2.5**	**0.7**		**6.0**	**9.2**
All other products	**128.7**	**72.9**	**2.4**		**204.0**
Total	**$ 468.1**	**$ 124.5**	**$ 12.7**	**$ 6.0**	**$ 611.3**

For the Nine Months Ended October 1, 2011					
(in millions of U.S. dollars)	**North America**	**United Kingdom**	**Mexico**	**RCI**	**Total**
Revenue					
Carbonated soft drinks	**$ 549.8**	**$ 134.4**	**$ 31.2**	**$**	**$ 715.4**
Juice	**456.3**	**9.6**	**2.4**		**468.3**
Concentrate	**6.8**	**2.4**		**20.1**	**29.3**
All other products	**375.3**	**190.4**	**6.7**		**572.4**
Total	**$ 1,388.2**	**$ 336.8**	**$ 40.3**	**$ 20.1**	**$ 1,785.4**

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For the Three Months Ended October 2, 2010					
(in millions of U.S. dollars)	**North America**	**United Kingdom**	**Mexico**	**RCI**	**Total**
Revenue					
Carbonated soft drinks	$ 181.1	$ 37.1	$ 10.6	$	$ 228.8
Juice	75.8	3.1	0.1		79.0
Concentrate	1.8	1.0		6.1	8.9
All other products	113.1	55.4	1.7		170.2
Total	**$ 371.8**	**$ 96.6**	**$ 12.4**	**$ 6.1**	**$ 486.9**

For the Nine Months Ended October 2, 2010					
(in millions of U.S. dollars)	**North America**	**United Kingdom**	**Mexico**	**RCI**	**Total**
Revenue					
Carbonated soft drinks	$ 531.5	$ 109.6	$ 33.1	$	$ 674.2
Juice	78.3	8.4	0.6		87.3
Concentrate	5.7	3.6		22.9	32.2
All other products	320.3	155.9	4.6		480.8
Total	**$ 935.8**	**$ 277.5**	**$ 38.3**	**$ 22.9**	**$ 1,274.5**

Property, plant and equipment by geographic area were as follows:

(in millions of U.S. dollars)	**October 1, 2011**	**January 1, 2011**
United States	**$ 336.2**	$ 350.4
Canada	**46.1**	50.0
United Kingdom	**90.4**	90.2
Mexico	**10.6**	13.2
	$ 483.3	**$ 503.8**

Note 7 Inventories

(in millions of U.S. dollars)	**October 1, 2011**	**January 1, 2011**
Raw materials	**$ 83.6**	$ 90.1
Finished goods	**112.7**	107.3
Other	**19.7**	18.1
	$ 216.0	**$ 215.5**

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Note 8 Intangibles and Other Assets including Goodwill

(in millions of U.S. dollars)	October 1, 2011 Cost	Accumulated Amortization	Net
Intangibles			
Not subject to amortization			
Rights	$ 45.4	$	$ 45.4
Subject to amortization			
Customer relationships	$ 369.4	$ 113.3	$ 256.1
Trademarks	27.5	21.0	6.5
Information technology	62.7	53.6	9.1
Other	11.4	5.1	6.3
	471.0	193.0	278.0
	516.4	193.0	323.4
Other Assets			
Financing costs	$ 23.2	$ 6.3	$ 16.9
Deposits	7.1		7.1
Other	1.5	0.1	1.4
	31.8	6.4	25.4
Total Intangibles & Other Assets	$ 548.2	$ 199.4	$ 348.8

Amortization expense of intangible and other assets was $9.4 million and $27.2 million for the three and nine months ended October 1, 2011, respectively, and $7.0 million and $16.9 million for the three and nine months ended October 2, 2010, respectively.

The estimated amortization expense for intangibles over the next five years is:

(in millions of U.S. dollars)	
Remainder of 2011	$ 8.0
2012	31.0
2013	29.8
2014	27.7
2015	25.2
Thereafter	156.3
	$ 278.0

The Rights are not subject to amortization and any change in goodwill reflects fluctuations in foreign currency exchange rates.

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Note 9 Debt

Our total debt was as follows:

(in millions of U.S. dollars)	**October 1, 2011**	**January 1, 2011**
8.375% senior notes due in 2017[1]	**$ 215.0**	$ 215.0
8.125% senior notes due in 2018	**375.0**	375.0
ABL facility		7.9
GE obligation	**13.4**	16.5
Other capital leases	**4.3**	5.8
Other debt	**1.6**	2.0
Total debt	**609.3**	622.2
Less: Short-term borrowings and current debt:		
ABL facility		7.9
Total short-term borrowings		7.9
GE obligation - current maturities	**3.5**	4.1
Other capital leases - current maturities	**0.6**	1.4
Other debt - current maturities	**0.2**	0.5
Total current debt	**4.3**	13.9
Long-term debt before discount	**605.0**	608.3
Less discount on 8.375% notes	**(2.5)**	(2.8)
Total long-term debt	**$ 602.5**	**$ 605.5**

1 Our 8.375% senior notes were issued at a discount of 1.425% on November 13, 2009.

Debt

Asset Based Lending Facility

On March 31, 2008, we entered into a credit agreement with JPMorgan Chase Bank N.A. as Agent that created an asset-based lending credit facility (the ABL facility) to provide financing for our North America, United Kingdom and Mexico operating segments. In connection with the Cliffstar Acquisition, we refinanced the ABL facility on August 17, 2010 to, among other things, provide for the Cliffstar Acquisition, the issuance of $375.0 million of 8.125% senior notes that are due on September 1, 2018 (the 2018 Notes) and the application of net proceeds therefrom, the underwritten public offering of 13,340,000 common shares at a price of $5.67 per share and the application of net proceeds therefrom and to increase the amount available for borrowings to $275.0 million. We drew down a portion of the indebtedness under the ABL facility in order to fund the Cliffstar Acquisition. We incurred $5.4 million of financing fees in connection with the refinancing of the ABL facility. The financing fees are being amortized using the effective interest method over a four-year period, which represents the duration of the ABL facility.

As of October 1, 2011, we had no borrowings under the ABL facility outstanding. The commitment fee was 0.5% per annum of the unused commitment, which was $265.2 million as of October 1, 2011.

8.125% Senior Notes due in 2018

On August 17, 2010, we issued the 2018 Notes. The issuer of the 2018 Notes is our wholly-owned subsidiary Cott Beverages Inc., but we and most of our U.S., Canadian and United Kingdom subsidiaries guarantee the 2018 Notes. The interest on the 2018 Notes is payable semi-annually on March 1st and September 1st of each year.

We incurred $8.6 million of financing fees in connection with the 2018 Notes. The financing fees are being amortized using the effective interest method over an eight-year period, which represents the duration of the 2018 Notes.

8.375% Senior Notes due in 2017

On November 13, 2009, we issued $215.0 million of senior notes that are due on November 15, 2017 (the 2017 Notes). The 2017 Notes were issued at a $3.1 million discount. The issuer of the 2017 Notes is Cott Beverages Inc., but we and most of our U.S., Canadian and United Kingdom subsidiaries guarantee the 2017 Notes. The interest on the 2017 Notes is payable semi-annually on May 15th and November 15th of each year.

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We incurred $5.1 million of financing fees in connection with the 2017 Notes. The financing fees are being amortized using the effective interest method over an eight-year period, which represents the duration of the 2017 Notes.

8% Senior Subordinated Notes due in 2011

We repurchased the remaining outstanding 8% senior subordinated notes due December 15, 2011 (the 2011 Notes) for $11.1 million on February 1, 2010, and recorded a loss on buyback of $0.1 million. The 2011 Notes acquired by us have been retired, and we have discontinued the payment of interest.

Note 10 Commitments and Contingencies

We are subject to various claims and legal proceedings with respect to matters such as governmental regulations, and other actions arising out of the normal course of business. Management believes that the resolution of these matters will not have a material adverse effect on our financial position, results of operations, or cash flow.

We are currently involved in legal matters related to various contract disputes. The Company intends to vigorously defend against all claims in these lawsuits; however, we are presently unable to predict the ultimate outcome of these actions. As of October 1, 2011, our accrued liability for litigation contingencies with a probable likelihood of loss was $0.8 million, with an expected range of loss from $0.8 million to $1.2 million.

In addition, we are involved in legal matters where the likelihood of loss has been judged to be reasonably possible, but for which a range of the potential loss cannot be reasonably estimated. Also, refer to Note 2 regarding contingent consideration relating to the Cliffstar Acquisition.

We had $9.8 million in standby letters of credit outstanding as of October 1, 2011 (October 2, 2010 $10.6 million).

Note 11 Shares Held in Trust treated as Treasury Shares

In May 2008, an independent trustee acting under certain of our benefit plans purchased 2.3 million of our common shares to be used to satisfy future liabilities under the PSU Plan and the Restated EISPP. During the nine months ended October 1, 2011, we distributed 0.2 million shares from the trust to satisfy certain PSU obligations that had vested. During the nine months ended October 1, 2011, we distributed 0.2 million shares from the trust to satisfy certain Restated EISPP obligations that had vested. As of October 1, 2011, 0.7 million shares were held in trust, and accounted for as treasury shares under applicable accounting rules. Treasury shares are reported at cost.

Subsequent to the adoption of the 2010 Equity Incentive Plan on May 4, 2010, the HRCC determined that certain of Cott s long-term incentive plans were no longer needed and terminated the PSU Plan and the Restated EISPP effective February 23, 2011. No further awards will be granted under such plans, as future awards will be made under the Company s 2010 Equity Incentive Plan.

Note 12 Hedging Transactions and Derivative Financial Instruments

We are directly and indirectly affected by changes in foreign currency market conditions. These changes in market conditions may adversely impact our financial performance and are referred to as market risks. When deemed appropriate by management, we use derivatives as a risk management tool to mitigate the potential impact of foreign currency market risks.

We purchase forward contract derivative instruments. Forward contracts are agreements to buy or sell a quantity of a currency at a predetermined future date, and at a predetermined rate or price. We do not enter into derivative financial instruments for trading purposes.

All derivatives are carried at fair value in the Consolidated Balance Sheets in the line item accounts receivable. The carrying values of the derivatives reflect the impact of legally enforceable agreements with the same counterparties. These allow us to net settle positive and negative positions (assets and liabilities) arising from different transactions with the same counterparty.

The accounting for gains and losses that result from changes in the fair values of derivative instruments depends on whether the derivatives have been designated and qualify as hedging instruments and the type of hedging relationships. The changes in fair values of derivatives that have been designated and qualify as cash flow hedges are recorded in accumulated other comprehensive income (loss) (AOCI) and are reclassified into the line item in the Consolidated Statements of Operations in which the hedged items are recorded in the same period the hedged items affect earnings. Due to the high degree of effectiveness between the hedging instruments and the underlying exposures being hedged, fluctuations in the value of the derivative instruments are generally offset by changes in the fair values or cash flows of the underlying exposures being hedged.

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We formally designate and document, at inception, the financial instrument as a hedge of a specific underlying exposure, the risk management objective and the strategy for undertaking the hedge transaction. In addition, we formally assess both at the inception and at least quarterly thereafter, whether the financial instruments used in hedging transactions are effective at offsetting changes in either the fair values or cash flows of the related underlying exposures. Any ineffective portion of a financial instrument s change in fair value is immediately recognized into earnings.

We estimate the fair values of its derivatives based on quoted market prices or pricing models using current market rates (refer to Note 13). The notional amounts of the derivative financial instruments do not necessarily represent amounts exchanged by the parties and, therefore, are not a direct measure of our exposure to the financial risks described above. The amounts exchanged are calculated by reference to the notional amounts and by other terms of the derivatives, such as interest rates, foreign currency exchange rates or other financial indices. We do not view the fair values of our derivatives in isolation, but rather in relation to the fair values or cash flows of the underlying hedged transactions. All of our derivatives are straightforward over-the-counter instruments with liquid markets.

Credit Risk Associated with Derivatives

We have established strict counterparty credit guidelines and enter into transactions only with financial institutions of investment grade or better. We mitigate pre-settlement risk by being permitted to net settle for transactions with the same counterparty.

Cash Flow Hedging Strategy

We use cash flow hedges to minimize the variability in cash flows of assets or liabilities or forecasted transactions caused by fluctuations in foreign currency exchange rates. The changes in the fair values of derivatives designated as cash flow hedges are recorded in AOCI and are reclassified into the line item in the Consolidated Statements of Operations in which the hedged items are recorded in the same period the hedged items affect earnings. The changes in fair values of hedges that are determined to be ineffective are immediately reclassified from AOCI into earnings. We did not discontinue any cash flow hedging relationships during the nine months ended October 1, 2011. The maximum length of time over which we hedge our exposure to future cash flows is typically one year.

We maintain a foreign currency cash flow hedging program to reduce the risk that our procurement activities will be adversely affected by changes in foreign currency exchange rates. We enter into forward contracts to hedge certain portions of forecasted cash flows denominated in foreign currencies. When the U.S. dollar strengthens significantly against foreign currencies, the decline in the present value of future foreign currency cash flows is partially offset by gains in the fair value of the derivative instruments. Conversely, when the U.S. dollar weakens as compared to other currencies, the increase in the present value of future foreign currency cash flows is partially offset by losses in the fair value of the derivative instruments. The total notional value of derivatives that have been designated and qualify for our foreign currency cash flow hedging program as of October 1, 2011 was approximately $6.8 million.

The following table summarizes our derivative instruments as of October 1, 2011:

(in millions of U.S. dollars)	**Asset Derivatives**	
Derivatives designated as cash flow hedging instruments	**Balance Sheet location**	**Fair Value**
Foreign exchange contracts	Accounts receivable	$ 0.2

The settlement of our derivative instruments resulted in a charge to cost of sales of $0.3 million and $0.9 million for the three and nine months ended October 1, 2011, respectively, and less than $0.1 million and $0.1 million for the three and nine months ended October 2, 2010, respectively.

Note 13 Fair Value Measurements

ASC No. 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. Additionally, the inputs used to measure fair value are prioritized based on a three-level hierarchy. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs.

The three levels of inputs used to measure fair value are as follows:

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

Level 2 Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

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Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

We have certain assets that are required to be recorded at fair value on a recurring basis in accordance with U.S. GAAP.

The following table summarizes those assets measured at fair value on a recurring basis as of October 1, 2011:

	October 1, 2011				
(in millions of U.S. dollars)	**Level 1**	**Level 2**	**Level 3**	**Netting Adjustment**	**Fair Value Measurements**
Assets					
Derivatives	**$**	**$ 0.2**	**$**	**$**	**$ 0.2**
Contingent Consideration	**$**	**$**	**$ 8.5**	**$**	**$ 8.5**
Total Assets	**$**	**$ 0.2**	**$ 8.5**	**$**	**$ 8.7**

Fair Value of Financial Instruments

The carrying amounts reflected in the Consolidated Balance Sheets for cash, receivables, payables, short-term borrowings and long-term debt approximate their respective fair values, except as otherwise indicated. The carrying values and estimated fair values of our significant outstanding debt as of October 1, 2011 and January 1, 2011 were as follows:

	October 1, 2011		January 1, 2011	
(in millions of U.S. dollars)	**Carrying Value**	**Fair Value**	**Carrying Value**	**Fair Value**
8.375% senior notes due in 2017[1]	**$ 215.0**	**$ 220.4**	$ 215.0	$ 232.7
8.125% senior notes due in 2018[1]	**375.0**	**388.9**	375.0	404.1
ABL facility			7.9	7.9
Total	**$ 590.0**	**$ 609.3**	**$ 597.9**	**$ 644.7**

1 The fair values are based on the trading levels and bid/offer prices observed by a market participant.

Fair value of contingent consideration

The fair value of the contingent consideration payable in the Cliffstar Acquisition was based on significant inputs not observed in the market and thus represented a Level 3 instrument. Level 3 instruments are valued based on unobservable inputs that are supported by little or no market activity and reflect our own assumptions in measuring fair value.

(in millions of U.S. dollars)	
Balance at January 1, 2011	**$ 32.2**
Accretion to fair value	**1.0**
Payment	**(25.6)**
Increase in fair value	**0.9**
Ending balance at October 1, 2011	**$ 8.5**

We were notified on May 9, 2011 by the seller of Cliffstar of certain objections to the performance measures used to calculate the contingent consideration, and the seller asserted a claim for amounts in excess of the amounts accrued as contingent consideration at July 2, 2011. During the third and fourth quarters of 2011, Cott made interim payments to the seller equal to $21.0 million and $8.6 million, respectively. The payment of $21.0 million was net of a $4.7 million refund due to Cott as a result of the final determination of working capital, and the payment of $8.6 million included $0.9 million in settlement of certain of the seller s objections to the calculation of the contingent consideration. The seller s remaining objections to the calculation of the contingent consideration will be subject to a binding arbitration process under the terms of the asset purchase agreement. The final resolution of these matters may result in amounts payable to the seller that materially vary from our current estimated fair value; however, we are currently not able to estimate a range of such amounts. Changes in the fair value of contingent consideration will be recorded in our Consolidated Statement of Operations.

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Note 14 Guarantor Subsidiaries

The 2017 Notes and 2018 Notes issued by our wholly owned subsidiary, Cott Beverages, Inc., are unconditionally guaranteed on a senior basis pursuant to guarantees by Cott Corporation and certain other wholly owned subsidiaries (the Guarantor Subsidiaries). The guarantees of the Guarantor Subsidiaries are subject to release in limited circumstances only upon the occurrence of certain customary conditions.

We have not presented separate financial statements and separate disclosures have not been provided concerning subsidiary guarantors because management has determined such information is not material to the holders of the above-mentioned notes.

The following supplemental financial information sets forth on an unconsolidated basis, our Balance Sheets, Statements of Operations and Cash Flows for Cott Corporation, Cott Beverages Inc., Guarantor Subsidiaries and our other subsidiaries (the Non-guarantor Subsidiaries). The supplemental financial information reflects our investments and those of Cott Beverages Inc. in their respective subsidiaries using the equity method of accounting.

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Condensed Consolidating Statements of Operations

(in millions of U.S. dollars)

Unaudited

	For the Three Months Ended October 1, 2011					
	Cott Corporation	Cott Beverages Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Elimination Entries	Consolidated
Revenue, net	$ 55.7	$ 241.7	$ 277.7	$ 45.5	$ (9.3)	$ 611.3
Cost of sales	43.9	217.0	251.3	40.8	(9.3)	543.7
Gross profit	11.8	24.7	26.4	4.7		67.6
Selling, general and administrative expenses	7.0	15.3	12.7	3.1		38.1
Loss on disposal of property, plant & equipment		0.4	0.1			0.5
Operating income	4.8	9.0	13.6	1.6		29.0
Other expense (income), net	1.2	(1.0)	0.5	0.6		1.3
Intercompany interest (income) expense, net		(2.1)	2.1			
Interest expense, net	0.1	13.7	0.5	0.1		14.4
Income (loss) before income tax expense (benefit) and equity income (loss)	3.5	(1.6)	10.5	0.9		13.3
Income tax expense (benefit)	1.0	(2.2)	(2.8)			(4.0)
Equity income	13.7	1.2	1.9		(16.8)	
Net income	$ 16.2	$ 1.8	$ 15.2	$ 0.9	$ (16.8)	$ 17.3
Less: Net income attributable to non-controlling interests				1.1		1.1
Net income (loss) attributed to Cott Corporation	$ 16.2	$ 1.8	$ 15.2	$ (0.2)	$ (16.8)	$ 16.2

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Condensed Consolidating Statements of Operations

(in millions of U.S. dollars)

Unaudited

	For the Three Months Ended October 2, 2010					
	Cott Corporation	Cott Beverages Inc.	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Elimination Entries	Consolidated
Revenue	$ 49.3	$ 235.7	$ 177.1	$ 35.1	$ (10.3)	$ 486.9
Cost of sales	39.0	204.8	156.1	30.2	(10.3)	419.8
Gross profit	10.3	30.9	21.0	4.9		67.1
Selling, general and administrative expenses	8.0	23.7	12.7	2.9		47.3
Loss on disposal of property, plant & equipment		0.1		0.2		0.3
Operating income	2.3	7.1	8.3	1.8		19.5
Other expense (income), net	0.6	0.9		(0.2)		1.3
Intercompany interest (income) expense, net	(1.8)	1.8				
Interest expense , net		10.2	0.1			10.3
Income (loss) before income tax expense (benefit) and equity income (loss)	3.5	(5.8)	8.2	2.0		7.9
Income tax expense (benefit)	2.1	(1.8)	0.3	0.1		0.7
Equity income (loss)	6.9	1.4	(0.1)		(8.2)	
Net income (loss)	$ 8.3	$ (2.6)	$ 7.8	$ 1.9	$ (8.2)	$ 7.2
Less: Net income attributable to non-controlling interests				1.4		1.4
Net income (loss) attributed to Cott Corporation	$ 8.3	$ (2.6)	$ 7.8	$ 0.5	$ (8.2)	$ 5.8

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Condensed Consolidating Statements of Operations

(in millions of U.S. dollars)

Unaudited

	For the Nine Months Ended October 1, 2011					
	Cott Corporation	Cott Beverages Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Elimination Entries	Consolidated
Revenue, net	$ 158.4	$ 711.0	$ 818.6	$ 125.9	$ (28.5)	$ 1,785.4
Cost of sales	126.4	625.8	724.7	111.8	(28.5)	1,560.2
Gross profit	32.0	85.2	93.9	14.1		225.2
Selling, general and administrative expenses	24.8	55.8	37.8	9.9		128.3
Loss on disposal of property, plant & equipment		0.4	0.1			0.5
Operating income	7.2	29.0	56.0	4.2		96.4
Other expense (income), net	1.3	(0.3)	0.6	0.5		2.1
Intercompany interest (income) expense, net	(3.5)	(1.9)	5.4			
Interest expense, net	0.3	41.3	1.6	0.2		43.4
Income (loss) before income tax expense (benefit) and equity income (loss)	9.1	(10.1)	48.4	3.5		50.9
Income tax expense (benefit)	2.1	(1.0)	(3.0)	0.2		(1.7)
Equity income (loss)	42.5	3.4	(5.3)		(40.6)	
Net income (loss)	$ 49.5	$ (5.7)	$ 46.1	$ 3.3	$ (40.6)	$ 52.6
Less: Net income attributable to non-controlling interests				3.1		3.1
Net income (loss) attributed to Cott Corporation	$ 49.5	$ (5.7)	$ 46.1	$ 0.2	$ (40.6)	$ 49.5

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Condensed Consolidating Statements of Operations

(in millions of U.S. dollars)

Unaudited

	For the Nine Months Ended October 2, 2010					
	Cott Corporation	Cott Beverages Inc.	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Elimination Entries	Consolidated
Revenue	$ 151.4	$ 689.9	$ 358.7	$ 106.1	$ (31.6)	$ 1,274.5
Cost of sales	118.8	586.6	311.1	91.8	(31.6)	1,076.7
Gross profit	32.6	103.3	47.6	14.3		197.8
Selling, general and administrative expenses	25.6	50.8	27.6	10.2		114.2
Loss on disposal of property, plant & equipment		0.2		0.2		0.4
Restructuring		(0.5)				(0.5)
Operating income	7.0	52.8	20.0	3.9		83.7
Other expense (income), net	2.5	1.0	0.4	(0.3)		3.6
Intercompany interest (income) expense, net	(5.1)	8.2	(3.1)			
Interest expense, net	0.2	22.0	0.3	0.1		22.6
Income before income tax expense and equity income	9.4	21.6	22.4	4.1		57.5
Income tax expense	4.2	7.5	1.8	0.4		13.9
Equity income	36.9	4.6	21.3		(62.8)	
Net income	$ 42.1	$ 18.7	$ 41.9	$ 3.7	$ (62.8)	$ 43.6
Less: Net income attributable to non-controlling interests				4.0		4.0
Net income (loss) attributed to Cott Corporation	$ 42.1	$ 18.7	$ 41.9	$ (0.3)	$ (62.8)	$ 39.6

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Consolidating Balance Sheets

(in millions of U.S. dollars)

Unaudited

	As of October 1, 2011					
	Cott Corporation	**Cott Beverages Inc.**	**Guarantor Subsidiaries**	**Non-Guarantor Subsidiaries**	**Elimination Entries**	**Consolidated**
ASSETS						
Current assets						
Cash & cash equivalents	$ 2.3	$ 1.9	$ 17.4	$ 6.6	$	$ 28.2
Accounts receivable, net of allowance	23.6	95.8	172.0	16.0	(59.7)	247.7
Income taxes recoverable		11.6	0.9	0.1		12.6
Inventories	22.0	77.6	108.9	7.5		216.0
Prepaid expenses and other assets	2.9	20.3	7.0	0.1		30.3
Total current assets	50.8	207.2	306.2	30.3	(59.7)	534.8
Property, plant & equipment	46.9	176.8	248.4	11.2		483.3
Goodwill	26.3	4.5	98.3			129.1
Intangibles and other assets	1.3	107.3	220.6	19.6		348.8
Deferred income taxes	1.9					1.9
Other tax receivable	2.5		0.3			2.8
Due from affiliates	30.7	167.9	102.5	41.9	(343.0)	
Investments in subsidiaries	477.0	365.6	517.3	178.4	(1,538.3)	
Total assets	$ 637.4	$ 1,029.3	$ 1,493.6	$ 281.4	$ (1,941.0)	$ 1,500.7
LIABILITIES AND EQUITY						
Current liabilities						
Short-term borrowings	$	$	$	$	$	$
Current maturities of long-term debt	0.1	3.7	0.1	0.4		4.3
Contingent consideration earn-out		8.5				8.5
Accounts payable and accrued liabilities	23.8	122.3	141.2	14.2	(59.7)	241.8
Total current liabilities	23.9	134.5	141.3	14.6	(59.7)	254.6
Long-term debt	0.2	599.2	1.3	1.8		602.5
Deferred income taxes		30.8	7.8	0.7		39.3
Other long-term liabilities	0.3	3.6	16.6			20.5
Due to affiliates	42.9	101.3	170.6	28.2	(343.0)	
Total liabilities	67.3	869.4	337.6	45.3	(402.7)	916.9
Equity						
Capital stock, no par	395.9	518.3	1,361.2	175.1	(2,054.6)	395.9
Treasury stock	(2.1)					(2.1)
Additional paid-in-capital	41.9					41.9
Retained earnings (deficit)	156.0	(354.1)	(301.4)	(40.7)	696.2	156.0

Accumulated other comprehensive (loss) income	(21.6)	(4.3)	96.2	88.0	(179.9)	(21.6)
Total Cott Corporation equity	570.1	159.9	1,156.0	222.4	(1,538.3)	570.1
Non-controlling interests				13.7		13.7
Total equity	570.1	159.9	1,156.0	236.1	(1,538.3)	583.8
Total liabilities and equity	$ 637.4	$ 1,029.3	$ 1,493.6	$ 281.4	$ (1,941.0)	$ 1,500.7

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Consolidating Balance Sheets

(in millions of U.S. dollars)

	As of January 1, 2011					
	Cott Corporation	**Cott Beverages Inc.**	**Guarantor Subsidiaries**	**Non-Guarantor Subsidiaries**	**Elimination Entries**	**Consolidated**
ASSETS						
Current assets						
Cash & cash equivalents	$ 7.8	$ 9.1	$ 26.0	$ 5.3	$	$ 48.2
Accounts receivable, net of allowance	108.6	151.6	128.6	17.3	(192.5)	213.6
Income taxes recoverable		1.3	(1.3)	0.3		0.3
Inventories	18.1	66.1	124.6	6.7		215.5
Prepaid expenses and other assets	3.6	19.3	8.1	1.7		32.7
Total current assets	138.1	247.4	286.0	31.3	(192.5)	510.3
Property, plant & equipment	50.0	180.4	259.5	13.9		503.8
Goodwill	27.4	4.5	98.3			130.2
Intangibles and other assets	1.3	114.8	233.6	21.4		371.1
Deferred income taxes	3.7			(1.2)		2.5
Other tax receivable	2.5	7.6	1.2			11.3
Due from affiliates	241.8	166.9	220.9	41.9	(671.5)	
Investments in subsidiaries	198.4	351.5	322.7	161.0	(1,033.6)	
Total assets	$ 663.2	$ 1,073.1	$ 1,422.2	$ 268.3	$ (1,897.6)	$ 1,529.2
LIABILITIES AND EQUITY						
Current liabilities						
Short-term borrowings	$	$ 7.9	$	$	$	$ 7.9
Current maturities of long-term debt	0.1	5.4	0.1	0.4		6.0
Contingent consideration earn-out		32.2				32.2
Accounts payable and accrued liabilities	97.3	171.8	185.9	14.1	(192.5)	276.6
Total current liabilities	97.4	217.3	186.0	14.5	(192.5)	322.7
Long-term debt		601.9	1.4	2.5	(0.3)	605.5
Deferred income taxes		31.8	10.7	1.1		43.6
Other long-term liabilities		5.4	16.9		(0.1)	22.2
Due to affiliates	43.2	219.6	377.2	31.7	(671.7)	
Total liabilities	140.6	1,076.0	592.2	49.8	(864.6)	994.0
Equity						
Capital stock, no par	395.6	354.4	1,182.6	175.0	(1,712.0)	395.6
Treasury stock	(3.2)					(3.2)
Additional paid-in-capital	40.7	0.4			(0.3)	40.8
Retained earnings (deficit)	106.4	(350.4)	(352.0)	(36.4)	738.9	106.5
Accumulated other comprehensive (loss) income	(16.9)	(7.3)	(0.6)	66.9	(59.6)	(17.5)

Total Cott Corporation equity	522.6	(2.9)	830.0	205.5	(1,033.0)	522.2
Non-controlling interests				13.0		13.0
Total equity	522.6	(2.9)	830.0	218.5	(1,033.0)	535.2
Total liabilities and equity	$ 663.2	$ 1,073.1	$ 1,422.2	$ 268.3	$ (1,897.6)	$ 1,529.2

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Consolidating Statements of Condensed Cash Flows

(in millions of U.S. dollars)

Unaudited

	For the Three Months Ended October 1, 2011					
	Cott Corporation	**Cott Beverages Inc.**	**Guarantor Subsidiaries**	**Non-Guarantor Subsidiaries**	**Elimination Entries**	**Consolidated**
Operating Activities						
Net income	$ 16.2	$ 1.8	$ 15.2	$ 0.9	$ (16.8)	$ 17.3
Depreciation & amortization	1.5	8.8	12.1	1.6		24.0
Amortization of financing fees	0.1	0.9	0.1			1.1
Share-based compensation expense		(1.6)				(1.6)
Increase (decrease) in deferred income taxes	0.5	(1.7)	(2.8)	(0.2)		(4.2)
Loss on disposal of property, plant & equipment		0.4	0.1			0.5
Contract termination payments	(0.8)	(2.3)				(3.1)
Equity (loss) income, net of distributions	(14.0)	(1.3)	(1.4)		16.7	
Intercompany transactions	8.9	5.1			(14.0)	
Other non-cash items		(0.1)				(0.1)
Net change in operating assets and liabilities	(12.0)	206.6	(174.9)	(3.8)	14.1	30.0
Net cash provided by (used in) operating activities	0.4	216.6	(151.6)	(1.5)		63.9
Investing Activities						
Acquisition		(25.7)				(25.7)
Additions to property, plant & equipment	(1.3)	(5.7)	(1.1)			(8.1)
Additions to intangibles and other assets		(0.9)	(0.4)	(0.1)		(1.4)
Proceeds from sale of property, plant & equipment		0.1				0.1
Other investing activities		(0.1)				(0.1)
Advances to affiliates			162.5	5.1	(167.6)	
Net cash (used in) provided by investing activities	(1.3)	(32.3)	161.0	5.0	(167.6)	(35.2)
Financing Activities						
Payments of long-term debt		(1.6)		(0.2)		(1.8)
Borrowings under ABL		80.7				80.7
Payments under ABL		(100.7)				(100.7)
Advances from affiliates	(5.1)	(162.5)			167.6	
Distributions to non-controlling interests				(1.7)		(1.7)
Exercise of options		0.2				0.2
Net cash (used in) provided by financing activities	(5.1)	(183.9)		(1.9)	167.6	(23.3)
Effect of exchange rate changes on cash	(0.4)		(0.4)	(0.4)		(1.2)
Net (decrease) increase in cash & cash equivalents	**(6.4)**	**0.4**	**9.0**	**1.2**		**4.2**
Cash & cash equivalents, beginning of period	**8.7**	**1.5**	**8.4**	**5.4**		**24.0**

Cash & cash equivalents, end of period	**$**	**2.3**	**$**	**1.9**	**$**	**17.4**	**$**	**6.6**	**$**	**$**	**28.2**

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Consolidating Statements of Condensed Cash Flows

(in millions of U.S. dollars)

Unaudited

	For the Three Months Ended October 2, 2010					
	Cott Corporation	**Cott Beverages Inc.**	**Guarantor Subsidiaries**	**Non-guarantor Subsidiaries**	**Elimination Entries**	**Consolidated**
Operating Activities						
Net income (loss)	$ 8.3	$ (2.6)	$ 7.8	$ 1.9	$ (8.2)	$ 7.2
Depreciation & amortization	1.5	8.6	7.5	1.5		19.1
Amortization of financing fees	0.1	0.4	0.1			0.6
Share-based compensation expense		1.1				1.1
Increase (decrease) in deferred income taxes		9.8	(0.1)			9.7
Equity income (loss), net of distributions	6.9	1.4	(0.1)		(8.2)	
Intercompany transactions	2.5	3.0			(5.5)	
Lease contract termination payments		(0.6)				(0.6)
Other non-cash items	0.5	(0.1)	(0.3)			0.1
Net change in operating assets and liabilities	(3.3)	20.5	(13.0)	(0.3)	21.9	25.8
Net cash provided by operating activities	16.5	41.5	1.9	3.1		63.0
Investing Activities						
Acquisitions		(507.7)				(507.7)
Additions to property, plant & equipment	(1.1)	(6.9)	(3.4)			(11.4)
Additions to intangibles and other assets		(0.2)				(0.2)
Proceeds from disposal of property, plant & equipment		(0.1)	0.1	0.5		0.5
Advances to affiliates			(3.2)	(2.1)	5.3	
Net cash used in investing activities	(1.1)	(514.9)	(6.5)	(1.6)	5.3	(518.8)
Financing Activities						
Payments of long-term debt		(1.1)		(0.1)		(1.2)
Issuance of long-term debt		375.0				375.0
Borrowings under ABL		148.8	16.9			165.7
Payments under ABL		(106.7)	(19.5)			(126.2)
Advances from affiliates	2.1	3.2			(5.3)	
Distributions to non-controlling interests				(2.8)		(2.8)
Issuance of common shares, net of offering fees	71.1					71.1
Intercompany investments	(89.8)	71.1	18.7			
Financing fees		(14.0)				(14.0)
Net cash (used in) provided by financing activities	(16.6)	476.3	16.1	(2.9)	(5.3)	467.6
Effect of exchange rate on cash	0.5		0.2	0.1		0.8
Net (decrease) increase in cash & cash equivalents	**(0.7)**	**2.9**	**11.7**	**(1.3)**		**12.6**

Cash & cash equivalents, beginning of period		**9.7**		**1.6**		**2.7**		**6.3**			**20.3**
Cash & cash equivalents, end of period	**$**	**9.0**	**$**	**4.5**	**$**	**14.4**	**$**	**5.0**	**$**	**$**	**32.9**

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Consolidating Statements of Condensed Cash Flows

(in millions of U.S. dollars)

Unaudited

	For the Nine Months Ended October 1, 2011					
	Cott Corporation	Cott Beverages Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Elimination Entries	Consolidated
Operating Activities						
Net income (loss)	$ 49.5	$ (5.7)	$ 46.1	$ 3.3	$ (40.6)	$ 52.6
Depreciation & amortization	4.5	26.1	36.2	4.6		71.4
Amortization of financing fees	0.2	2.5	0.2			2.9
Share-based compensation expense	1.0	0.6	0.6			2.2
Increase (decrease) in deferred income taxes	1.4	(0.5)	(3.0)	(0.2)		(2.3)
Loss on disposal of property, plant & equipment		0.4	0.1			0.5
Contract termination payments	(0.8)	(2.3)				(3.1)
Equity (loss) income, net of distributions	(42.8)	(3.5)	5.8		40.5	
Intercompany transactions	15.8	7.8			(23.6)	
Other non-cash items		1.7				1.7
Net change in operating assets and liabilities	(28.8)	185.0	(242.7)	(3.5)	23.7	(66.3)
Net cash provided by (used in) operating activities		212.1	(156.7)	4.2		59.6
Investing Activities						
Acquisition		(25.7)				(25.7)
Additions to property, plant & equipment	(3.5)	(19.9)	(8.0)			(31.4)
Additions to intangibles and other assets	1.4	(3.5)	(0.5)	(1.3)		(3.9)
Proceeds from sale of property, plant & equipment		0.1				0.1
Other investing activities		(1.8)				(1.8)
Advances to affiliates			156.1	3.2	(159.3)	
Net cash (used in) provided by investing activities	(2.1)	(50.8)	147.6	1.9	(159.3)	(62.7)
Financing Activities						
Payments of long-term debt		(4.8)		(0.4)		(5.2)
Borrowings under ABL		224.1				224.1
Payments under ABL		(231.9)				(231.9)
Advances from affiliates	(3.2)	(156.1)			159.3	
Distributions to non-controlling interests				(4.2)		(4.2)
Exercise of options		0.3				0.3
Financing fees		(0.1)				(0.1)
Net cash used in financing activities	(3.2)	(168.5)		(4.6)	159.3	(17.0)
Effect of exchange rate changes on cash	(0.2)		0.5	(0.2)		0.1
Net (decrease) increase in cash & cash equivalents	**(5.5)**	**(7.2)**	**(8.6)**	**1.3**		**(20.0)**
Cash & cash equivalents, beginning of period	**7.8**	**9.1**	**26.0**	**5.3**		**48.2**

Cash & cash equivalents, end of period	**$**	**2.3**	**$**	**1.9**	**$**	**17.4**	**$**	**6.6**	**$**	**$**	**28.2**

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Consolidating Statements of Condensed Cash Flows

(in millions of U.S. dollars)

Unaudited

	For the Nine Months Ended October 2, 2010					
	Cott Corporation	Cott Beverages Inc.	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Elimination Entries	Consolidated
Operating Activities						
Net income	$ 42.1	$ 18.7	$ 41.9	$ 3.7	$ (62.8)	$ 43.6
Depreciation & amortization	4.7	26.7	14.1	4.4		49.9
Amortization of financing fees	0.3	1.2	0.1			1.6
Share-based compensation expense	0.6	2.1	0.1			2.8
Increase (decrease) in deferred income taxes		9.8	(0.2)			9.6
Equity loss, net of distributions	(36.9)	(4.6)	(21.3)		62.8	
Intercompany transactions	6.8	5.7			(12.5)	
Lease contract termination payments		(5.4)				(5.4)
Other non-cash items	2.6	1.7				4.3
Net change in operating assets and liabilities	(18.5)	10.9	(13.0)	4.2	12.5	(3.9)
Net cash provided by operating activities	1.7	66.8	21.7	12.3		102.5
Investing Activities						
Acquisitions		(507.7)				(507.7)
Additions to property, plant and equipment	(4.2)	(15.8)	(7.8)	(1.7)		(29.5)
Additions to intangibles and other assets		(3.6)				(3.6)
Proceeds from disposal of property, plant & equipment		0.2	0.2	0.5		0.9
Advances to affiliates	21.0		(9.2)	(4.5)	(7.3)	
Net cash provided by (used in) investing activities	16.8	(526.9)	(16.8)	(5.7)	(7.3)	(539.9)
Financing Activities						
Payments of long-term debt	0.1	(17.1)		(0.3)		(17.3)
Issuance of long-term debt		375.0				375.0
Borrowings under ABL		248.3	59.4			307.7
Payments under ABL		(218.1)	(59.7)			(277.8)
Advances from affiliates	4.5	9.2	(21.0)		7.3	
Distributions to non-controlling interests				(5.5)		(5.5)
Issuance of common shares, net of offering fees	71.1					71.1
Intercompany investments	(89.8)	71.1	18.7			
Financing fees		(14.2)				(14.2)
Net cash (used in) provided by financing activities	(14.1)	454.2	(2.6)	(5.8)	7.3	439.0
Effect of exchange rate on cash	0.4		(0.1)	0.1		0.4
Net increase (decrease) in cash & cash equivalents	**4.8**	**(5.9)**	**2.2**	**0.9**		**2.0**
Cash & cash equivalents, beginning of period	**4.2**	**10.4**	**12.2**	**4.1**		**30.9**

Cash & cash equivalents, end of period	**$**	**9.0**	**$**	**4.5**	**$**	**14.4**	**$**	**5.0**	**$**	**$**	**32.9**

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

This Management s Discussion and Analysis of Financial Condition and Results of Operations is intended to further the reader s understanding of the consolidated financial condition and results of operations of our Company. It should be read in conjunction with the financial statements included in this quarterly report on Form 10-Q and our annual report on Form 10-K for the year ended January 1, 2011 (the 2010 Annual Report). These historical financial statements may not be indicative of our future performance. This discussion contains a number of forward-looking statements, all of which are based on our current expectations and could be affected by the uncertainties and risks referred to under Risk Factors in Item 1A in our 2010 Annual Report.

Overview

We are the world s largest retailer brand beverage company. Our objective of creating sustainable long-term growth in revenue and profitability is predicated on working closely with our retailer partners to provide proven profitable products. As a fast follower of innovative products, our goal is to identify which new products are succeeding in the marketplace and develop similar private label products to provide our retail partners and their consumers with high quality products at a better value. This objective is increasingly relevant in more difficult economic times.

The beverage market is subject to some seasonal variations. Our beverage sales are generally higher during the warmer months and also can be influenced by the timing of holidays and weather fluctuations. This seasonality also causes our working capital needs to fluctuate, with inventory being higher in the first half of the year to meet the peak summer demand and accounts receivable declining in the fall as customers pay their higher-than-average outstanding balances from the summer deliveries.

Retailer brand suppliers, such as us, typically operate at low margins and therefore relatively small changes in cost structures can materially impact results.

Ingredient and packaging costs represent a significant portion of our cost of sales. These costs are subject to global and regional commodity price trends. Our largest commodities are polyethylene terephthalate (PET) resin, aluminum, corn, fruit and fruit concentrates. We attempt to manage our exposure to fluctuations in ingredient and packaging costs of our products by implementing price increases as needed and entering into fixed price commitments for a portion of our ingredient and packaging requirements. We have entered into fixed price commitments for the majority of our forecasted aluminum and fruit requirements for the remainder of 2011, as well as over half of our aluminum requirements and a portion of our fruit requirements for 2012.

On August 17, 2010, we completed the acquisition (the Cliffstar Acquisition) of substantially all of the assets and liabilities of Cliffstar Corporation (Cliffstar) and its affiliated companies for approximately $507.0 million payable in cash, $14.0 million in deferred consideration to be paid over three years and contingent consideration of up to $55.0 million. The first $15.0 million of the contingent consideration was based upon the achievement of milestones in certain expansion projects in 2010, which were achieved in 2010. The remainder of the contingent consideration was based on the achievement of certain performance measures during the fiscal year ending January 1, 2011. The estimated working capital amount was subject to final adjustment and on February 11, 2011, the parties agreed that the final working capital amount was $3.0 million as compared to the original estimate of $7.7 million.

We were notified on May 9, 2011 by the seller of Cliffstar of certain objections to the performance measures used to calculate the contingent consideration, and the seller asserted a claim for amounts in excess of the amounts accrued as contingent consideration at July 2, 2011. During the third and fourth quarters of 2011, Cott made interim payments to the seller equal to $21.0 million and $8.6 million, respectively. The payment of $21.0 million was net of a $4.7 million refund due to Cott as a result of the final determination of working capital, and the payment of $8.6 million included $0.9 million in settlement of certain of the seller s objections to the calculation of the contingent consideration. The seller s remaining objections to the calculation of the contingent consideration will be subject to a binding arbitration process under the terms of the asset purchase agreement. The final resolution of these matters may result in amounts payable to the seller that materially vary from our current estimated fair value; however, we are currently not able to estimate a range of such amounts. Changes in the fair value of contingent consideration will be recorded in our Consolidated Statement of Operations. Also, during the third quarter of 2011, Cott made a payment equal to $4.7 million to satisfy the first of three annual deferred consideration payments.

In the U.S., we have been supplying Walmart with private label carbonated soft drinks (CSDs) under an exclusive supply agreement dated December 21, 1998, between our wholly-owned subsidiary Cott Beverages Inc. and Walmart Stores, Inc. (the Exclusive U.S. Supply Contract). We also supply Walmart and its affiliated companies with a variety of products on a non-exclusive basis in the United States, Canada, United Kingdom and Mexico, including CSDs, clear, still and sparkling flavored waters, juice, juice-based products, bottled water, energy drinks and ready-to-drink teas. On January 27, 2009, we received written notice from Walmart stating that Walmart was exercising its right to terminate, without cause, the Exclusive U.S. Supply Contract. The termination is effective on January 28, 2012. This has the effect of returning our relationship to more typical market terms over time, and allows Walmart to introduce other suppliers in the future, if it so desires. The termination provision of the Exclusive U.S. Supply Contract provides for our exclusive right to supply CSDs to Walmart in the U.S. to be phased out over a period of three years following notice of termination (the Notice Period). Accordingly, we had the exclusive right to supply at least two-thirds of Walmart s total CSD volumes in the United States during the first 12 months of the Notice Period, and we had the exclusive right to supply at least one-third of Walmart s total CSD volumes in the United States during the second 12 months of the Notice Period. During the final 12 months of the Notice Period, there is no minimum supply requirement. Notwithstanding the notice of termination of the Exclusive U.S. Supply Contract, we continue to supply Walmart with all of its private label CSDs in the U.S. However, should Walmart choose to introduce an additional supplier to fulfill a portion of its requirements for its private label CSDs, our operating results could be materially adversely affected. Sales to Walmart for the nine months ended October 1, 2011 and October 2, 2010 accounted for 31.9% and 30.6% of total revenue, respectively.

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Summary financial results

Our net income for the three months ended October 1, 2011 (the third quarter) and the nine months ended October 1, 2011 (first nine months of 2011 or year to date) was $16.2 million or $0.17 per diluted share and $49.5 million or $0.52 per diluted share, respectively, compared with net income of $5.8 million or $0.07 per diluted share and $39.6 million or $0.47 per diluted share for the three and nine months ended October 2, 2010, respectively.

The following items of significance impacted our financial results for the third quarter and first nine months of 2011:

- the Cliffstar Acquisition contributed $401.7 million to revenue and $26.8 million to operating income on a year to date basis;

- our gross margins were 11.1% and 12.6% for the third quarter and year to date, respectively, compared to 13.8% and 15.5%, respectively, from the comparable prior year period;