



with
every
step

From Our Chairman and Chief Executive Officer

Our Journey Continues

In early 2008, I introduced our first Corporate Responsibility Update with a statement that is still true today: Finding ways to become more sustainable is a critical business priority. It is more than just the right thing to do, it is a requirement to succeed and stay competitive.

In the two years since our first report, the world has changed dramatically. Our company, like so many others, continues to feel the effects of a global recession that fundamentally shifted consumer buying habits and changed the food industry. Despite these challenges, we continue to improve our business practices and remain focused on becoming a best-in-class food and beverage company. With every step in our journey, a strong sense of corporate responsibility remains an integral part of our efforts.

As a first step, we align our corporate responsibility initiatives with our business objectives. As we work to transform our business, we are committed to doing it in a way that is right for us, right for consumers, right for our retail customers and right for the environment.

This means becoming more efficient in the way we operate and continuing to identify opportunities for improvement.

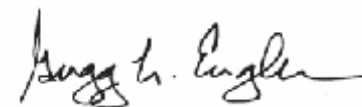
The bulk of our sustainability programs focus on our manufacturing and distribution networks, where we can have the greatest impact. So far, we have realized millions of dollars in savings largely by reducing waste and duplication. As we begin to apply this same focus to our entire supply chain, we expect the result to be a business that is not only leaner, but also greener.

We also continue to support programs that improve our local communities. Through the Dean Foods Foundation, we focus our giving on three key areas where we can have the greatest impact, and which align with our identity as a producer of healthy foods and beverages: ending childhood hunger, promoting nutrition education, and supporting a strong and sustainable agricultural community. In addition, our employees volunteer thousands of hours to charitable causes nationwide. Our management team works closely

with civic and business leaders to advance policy and other initiatives that help local economies thrive and prosper.

Today, Dean Foods is one of the leading food and beverage companies in the U.S. and a European leader in soy foods and beverages. Continuing our success means making the right long-term choices for all of our stakeholders. This year's report is about our progress and our plans to improve the impact we have on the food industry, on our communities and on our environment. We have made good progress and are proud of our accomplishments, but we know we have more to do.

With every step forward we strive for a better, brighter future.



Gregg L. Engles

Chairman of the Board and Chief Executive Officer

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The Dean Foods Journey

WHO WE ARE

Every journey begins with a single step. Our journey began when our founders combined a number of local dairies, along with leading national beverage brands, to create Dean Foods. Today, Dean Foods is the largest processor and distributor of milk, dairy, and soy products in the U.S. with an expanding European presence. Our fresh and nutritious foods and beverages are created with pride by more than 27,000 people working in approximately 100 plants across the U.S. and Western Europe.

Throughout our history, families have trusted Dean Foods to provide fresh, nutritious products and to support their communities and causes. We are committed to building on that legacy by improving our efficiencies, growing our capabilities and shrinking our environmental footprint. In this, our second Corporate Responsibility Report, we chart our progress on that journey. Our goal is to assure our consumers, employees and stakeholders that the Dean Foods commitment to sound and ethical business practices, environmental stewardship and social responsibility is behind every product we sell, every step of the way.

WHAT WE DO

From our Dallas headquarters, Dean Foods is organized into two business divisions. Our Fresh Dairy Direct-Morningstar segment is the largest U.S. processor and distributor of milk, creamer and cultured dairy products marketed under more than 50 local and regional dairy brands, as well as through private labels. The WhiteWave-Alpro segment produces and sells an array of branded dairy, soy and plant-based beverages and foods. Our WhiteWave brands are category leaders and consumer favorites, including *Silk*® soy and almondmilk, *Horizon Organic*® milk and dairy products, *International Delight*® coffee creamers and *LAND O LAKES*® creamers. Alpro is the pan-European leader in branded soy food products.

HOW WE DO IT

We purchase agricultural inputs, mostly conventional and organic raw milk, from more than 12,000 dairy farmers and 500 organic family farms across the U.S. We also buy conventional and organic soybeans and sugar, juice concentrates, flavorings, oils and resins (to make plastic bottles). On the Fresh Dairy Direct side, we then process these materials into consumer products and transport them in our fleet of refrigerated vehicles – one of the largest in the country – to more than 150,000 outlets, including grocery and mass merchandise retailers, hotels and restaurants, convenience stores, schools, hospitals and other institutions. Our WhiteWave division processes and distributes its products nationally through a warehouse delivery system.





Mapping Our Way

OUR APPROACH TO CORPORATE RESPONSIBILITY

As the largest processor of milk and dairy products in the U.S. and a world leader in the soy food and beverage market, we are privileged to touch many lives. With privilege comes responsibility. While our corporate responsibility journey continues to highlight the material issues we described in our 2008 report, we have since sharpened our focus to ensure that our initiatives directly align with our enterprise and business unit strategies.

Since our last report, we have tried to become more engaged with corporate responsibility issues that exist throughout our supply chain, from raw inputs to finished products. We have made significant progress in working with the dairy industry and developing internal expertise to support our efforts.

Additionally, we are investing in learning more about the impacts of our business through life cycle assessments (LCAs) of our products and our industry. Gaining a holistic and precise understanding of where the most significant impacts occur across our supply chain enables us to focus resources where we can make the most difference.

HOW WE MANAGE OUR EFFORTS

Dean Foods corporate responsibility programs and policies are managed through an organizational structure designed to ensure accountability and elicit stakeholder input. The Audit Committee of the Board of Directors provides oversight of activities.

Our cross-functional Issues Working Group, led by the Vice President of Corporate Communications, identifies, prioritizes and manages issues and trends related to our corporate reputation and the interests of our stakeholders. This group helps ensure that the viewpoints of various constituencies are appropriately considered, and that our corporate positions are communicated and applied consistently across the company.

In addition, we have focused our Sustainability Working Group on ensuring the inclusion of sustainability metrics when appropriate. The best example is work to achieve the goals set forth in our Environmental 2013 Roadmap. We also continue to identify key performance indicators (KPIs) to diligently measure our efforts and allow our management team to monitor progress and results across the organization.

ABOUT THIS REPORT

This Corporate Responsibility Report covers the 2008 and 2009 activities of Dean Foods Company, a Delaware corporation and its wholly-owned subsidiaries. All of our operations are located in the U.S. and Western Europe. Unless noted otherwise, all information in this report is based on U.S. data. We acquired the European-based Alpro division in mid-2009. Alpro publishes a separate Corporate Responsibility Report, which can be found at www.alprosoya.co.uk.

mapping
our way

The impact of our company and our products starts on the farm, continues through our factories and delivery vehicles, and doesn't end until we reach consumers. We trace our journey throughout this Corporate Responsibility Report.

From the Farm

SOURCING

Our customers depend on us every day to deliver safe, high-quality products. Because it all begins on the farm, we work with suppliers who have values like ours and who intend to continuously improve the entire supply chain.

CONVENTIONAL RAW MILK

Raw, unprocessed milk is our largest purchase (more than \$5 billion per year), and we have long-standing partnerships with 12,000 dairy farmers across the U.S. who deliver it. Our farmer suppliers provide their animals with a nutritious diet, quality veterinary care, and healthy and comfortable living conditions. We focus most of our efforts on these interrelated areas:

1. Reducing on-farm environmental impacts;
2. Dairy policies; and
3. Ensuring a safe and high-quality supply of milk from animals that are cared for properly.

On-farm Environmental Impacts

Everyone in the food business needs to consider how to meet the growing demand for food as population increases and standards of living improve.

Over the past two years, we sharpened our focus on this topic by using life-cycle assessments (LCAs) to more accurately understand the impacts and resource requirements of our dairy and soy businesses and products. An LCA is a tool for analyzing emissions, waste and the natural resources used throughout the "life" of a product. For agricultural-based food products, an LCA starts at the farm level and continues all the way to the consumer's home. Using LCA results allows us to focus more quickly on areas where we can have the greatest impact.

The peer-reviewed LCA results also help us deliver accurate information to our retail customers and consumers. With products that are both livestock-based and plant-based, we believe that consumers should have fact-based data from which to make informed diet decisions.

In 2008 and 2009, the dairy industry weathered the worst economic environment in memory. Despite these challenges, Dairy Management, Inc. and the entire dairy supply chain worked together to found the Innovation Center for U.S. Dairy. The Innovation

Center is leading the work in developing LCAs that will be used to guide the dairy industry for many years to come.

Through the Innovation Center, the U.S. dairy supply chain has made a commitment to reduce greenhouse gas (GHG) emissions 25 percent by 2020 — this, on top of having already reduced emissions by 63 percent due to improved management of the cow's diet and streamlining farm operations. Working with the University of Arkansas, the Innovation Center conducted the U.S. Fluid Milk Carbon Footprint Study, the most comprehensive national study of GHG emissions of fluid milk. We are working with the Innovation Center on many other sustainability projects as well. We are proud to be actively engaged with the work of this organization. To learn more about this landmark research and industry collaboration, please visit www.usdairy.com.

We also invest in projects outside of industry efforts. One innovative Dean Foods project is a state-of-the-art anaerobic digester at the Big Sky Dairy farm near Gooding, Idaho. The anaerobic digester is designed to capture animal waste from the farm's approximately 4,700 dairy cows, reducing both odors and emissions of methane gas into the atmosphere. The resulting captured methane is used to generate more than 1 megawatt (MW) per hour of renewable energy, which is sold into the local power grid. That's enough energy to power about 700 homes for an hour.

Dairy Policies

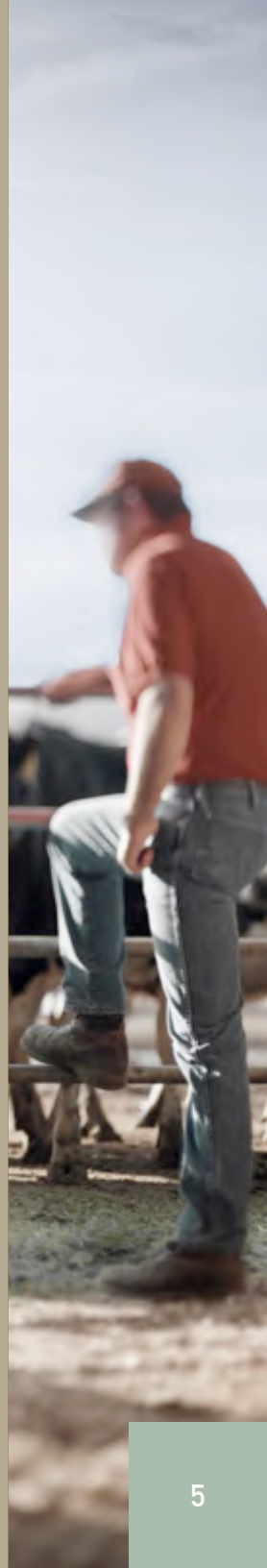
As a company that depends on dairy farm businesses, we recognize many farmers are hurting because of today's challenging economic conditions. We are concerned about the future and economic well-being of the entire U.S. dairy industry. We are taking a leading role in efforts to modernize an antiquated U.S. dairy policy that was not designed to deal with the complexity of today's global markets. Staying competitive in both the U.S. and world markets will be vital for the long-term growth of the U.S. dairy industry. We are committed to working toward a national dairy policy that relies on the laws of supply and demand, giving farmers the tools they need to manage risk and allowing all segments of the industry to grow and prosper.

A Safe and High-quality Supply

We believe that a safe and high-quality milk supply is intertwined with the proper nutrition, care and living conditions of the cow. We support and promote the National Dairy FARM Program, a nationwide, verifiable program that addresses animal well-being. Learn more about the National Dairy FARM Program at www.nationaldairyfarm.com.

Next Steps

To help us and the industry continue to make improvements, we created a professional position in 2010 based on the idea that the health of the cow, the state of the environment, the quality of the milk, and the cost to innovate are interrelated. Our Director of Dairy Stewardship, hired in 2010, works with dairy farmers to make sure they have the support and information needed to make decisions in managing their farms.



ORGANIC MILK

At Dean Foods, we offer a variety of choices to consumers including organic products. Horizon Organic® is the largest national brand of milk in the U.S. We partner with more than 500 family farms across the country—each certified organic according to National Organic Program regulations—to obtain more than 90 percent of the raw organic milk needed to make Horizon Organic brand foods. These include plain and flavored milk, yogurt, butter and cheese. We source the remainder of our milk from two organic dairy farms that we own and operate.

Horizon Organic publicly supported the U.S. Department of Agriculture (USDA) adopting stricter rules as it relates to animal grazing and, in 2010, actively supported the revision of the National Organic Standards to adopt those practices. We are dedicated to providing holistic, preventive, and natural animal care and welfare standards. To learn more about our Standards of Care, please visit www.horizonorganicfacts.com.

Horizon Organic believes in sustainable farming practices that protect and enhance our natural resources for the good of our animals, our communities and our planet. The brand is committed to managing pastures to improve soil quality, enhance its ability to sequester carbon, and promote the biodiversity and nutritional value of our crops.

As part of our commitment to social responsibility and environmental sustainability, our WhiteWave division is proud to partner with Conservation International™, Holistic Management International, Farm Aid®, Bonneville Environmental Foundation, The Organic Farming Research Foundation and The Organic Center.

In 2001, we established the Horizon Organic Producer Education (HOPE) program to encourage conventional family farms to convert to organic, and to guide and support them in their efforts. The program provides financial and technical assistance, access to dairy and land conservation experts, assistance in obtaining organic certification, and a scholarship program to promote the study of organic dairy production and veterinary science. In 2008 alone, Horizon Organic helped prevent the use of more than 15 million pounds of pesticides, herbicides and chemical fertilizers.



organic success

Certified organic in 1994, the Horizon Organic farm in Paul, Idaho, is a prime example of a fully integrated, organic grazing dairy. The picturesque dairy is in the region known as the “Magic Valley,” so named in the early 20th century because of its lush, productive farmland.

We use environmentally responsible methods to feed the soil, control weeds and pests, and keep cows healthy. This holistic approach is applied through pasture management, grazing, composting, maintaining buffer zones, biodiversity and other conservation practices,

which prevent ground water contamination, soil erosion and nutrient run-off, as well as increase the soil’s water absorption and foster healthy plant and animal habitats.

Because of the organic practices on the Idaho farm, we prevent 2 million pounds of pesticides, herbicides and fertilizer from entering the Snake River watershed every year — and the dairy has inspired many others to convert their farms to organic, further improving the environmental health of the Snake River Valley.

SOYBEANS

We are a world leader in soy with our Silk and Alpro businesses, which sell a full line of soy-based beverages, creamers, yogurts, desserts and meat replacements. Each business has a strong legacy of pursuing responsible, sustainable and transparent business practices, and each of the businesses conducts independent soy-beverage LCAs.

Initial results from these LCAs indicate that our soy business has an advantage in the marketplace as a “better for the environment” choice and is well-situated to help feed a growing population. For Silk and Alpro, we also are focused on using only soybeans that are not genetically modified. We employ robust quality-testing protocols to detect genetically modified organisms (GMOs), pesticide residue and other potential contaminants. This ensures that our beans meet the highest standards of quality, consistency and safety.

Silk®


Silk sources all of its soybeans from North America and all are non-genetically modified (non-GMO). From planting to processing, the soybeans are tested several times to ensure that they are non-GMO. Silk is a participant in the Non-GMO Project, which is the leading organization providing independent, third-party verification of testing and GMO controls for products in the U.S. and Canada. Silk also is a major purchaser of organic soybeans. We source more than 700,000 bushels of organic and non-GMO soybeans from U.S. producers each year.

Silk has partnered with Conservation International, a leader in championing and preserving our planet’s natural resources, to develop a Responsible Soybean Sourcing and Production Program. The program seeks to ensure that the soybeans are produced in a sustainable, socially responsible and ethical manner. In 2009, we began collecting data with a Responsible Purchasing Survey from our soybean farmers to create a baseline and identify areas where we can improve. This information was utilized in 2010 to launch an online traceability tool for Silk consumers so they can trace the soybeans in a carton of Silk back to the U.S. county where they were grown. For more information on Silk’s traceability program, go to www.silksoymilk.com/traceit.

Silk also is a sponsor of Farm Aid, an organization that helps support family farms across the country. Nurturing farming communities helps strengthen local economies and ensures a safe, healthful food supply for all Americans, in addition to providing sustainable livelihoods for many U.S. farmers.

Alpro®

Alpro sources its soybeans from a limited number of countries (Canada and France for non-GMO beans and China and Brazil for organic beans). To ensure that the soybeans meet our non-GMO and organic specifications, Alpro uses a traceability system certified by Cert ID and also by IBD and Certisys for organic products. Alpro does not source soybeans grown on ancient rainforest land, and farmers must comply with the Basel Criteria for Responsible Soy Production. EcoSocial®2 certifies soybeans purchased from China and Brazil. For more information about Alpro’s sourcing programs, please go to www.alprosoya.co.uk.



700,000 bushels
of organic and
non-GMO soybeans
sourced from
inside the U.S.



natural solutions



NON-DAIRY PURCHASES

We also are committed to responsible sourcing of our non-dairy purchases.

Sugars and Sweeteners

Our sugars and sweeteners are sourced principally from U.S. suppliers. In some cases, suppliers rely on inputs from international sources. These sources, too, must meet our quality and sustainability expectations.

As we looked at our sugar sourcing program, we found some opportunities to improve delivery of this ingredient. In order to deliver sweetener to the central portion of the U.S., we transported sugar long distances from the east or west coasts or far northern sections of the country. By simply sourcing certain sugar supplies from Mexico, we can more efficiently and sustainably deliver to our locations.

Orange Juice Concentrate

We are the third-largest processor of orange juice in the U.S. and conduct in-person, on-farm inspections of our suppliers. Until recently, the orange juice concentrate we sourced for our products came almost exclusively from Brazil through one port on the eastern seaboard of the U.S. While this arrangement brought a steady, high-quality supply, the product needed to travel long distances over the road to reach our plants in the central portion of the U.S. By supplementing a portion of this supply with high-quality juices from Mexico, we are able to deliver orange juice concentrate more efficiently across our entire system and reduce freight miles by 32 percent.

From Our Other Suppliers

We made great strides in the past two years in formalizing our Total Customer Satisfaction (TCS) framework to ensure accountability, commitment and quality service from our suppliers. The framework is aligned with the Institute for Management's Principles and Standards of Ethical Supply Management Conduct and Principles of Sustainability and Social Responsibility. Using our TCS approach, we choose to work with suppliers that share these same values. To learn more about this procurement model, please go to www.deanfoods.com/procurement.

For our larger suppliers, we began piloting a supplier scorecard that evaluates the supplier's performance in the following areas: product and technology leadership, which includes questions

related to sustainability and corporate social responsibility; service and support leadership; quality; delivery and lead time performance; and total cost performance. Because our suppliers better understand how they will be evaluated, we have experienced several success stories in which strategic suppliers have come to us with innovative ideas to pilot or explore that have helped us save money, become more efficient and reduce our environmental impacts. Examples of those ideas are: providing assistance to conduct water audits in our manufacturing operations, diverting specific types of waste into renewable energy sources, and eliminating unnecessary packaging.

We also seek to engage diverse and smaller suppliers on an expanded level. We created a Supplier Diversity program in 2010, and also joined the Dallas/Fort Worth Minority Supplier Development Council and the Women's Business Council-Southwest. We have initiated a dialogue with other leading corporations to benchmark best practices in the supplier diversity arena. We encourage all Diversity and Small Business suppliers to submit their company profiles on the Dean Foods Supplier Registry website so we can include them in opportunities to compete for our business.

Since 2008, we also have developed experience and expertise to refine our packaging specifications to make sure that our packages provide superior performance in protecting our products while using only the amount of material necessary to do the job. Some of the projects we have accomplished in the past two years include: continued light-weighting our HDPE gallon and half-gallon containers; requiring corrugate suppliers to utilize virgin paper fibers produced from SFI or FSC certified forests and with 20 percent minimum recycled content; and converting to a square pail ice cream container. The square container uses more resin, but its impact is more than offset with transportation efficiencies. We also require that all ingredient and direct contact packaging suppliers maintain HACCP food safety practices. Beginning in 2010, key ingredient and packaging suppliers are required to pursue Safe Quality Food (SQF) Level 2 Certification.

To Our Manufacturing Plants

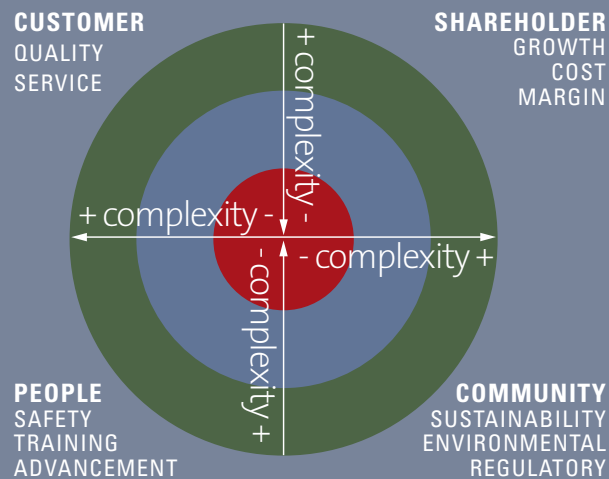
CONTINUOUS IMPROVEMENT FOCUS

Since our last report, we made significant investments in retooling how we manage our manufacturing operations. Our Fresh Dairy Direct-Morningstar segment operates approximately 100 manufacturing facilities throughout the country. WhiteWave-Alpro operates several other domestic and international manufacturing plants. While the business units may have slightly different approaches and terminology, our management teams follow a disciplined approach to managing day-to-day activities with an eye for opportunities to make continuous improvement.

THE OPPORTUNITY RADAR

Most of our plants use an opportunity radar like the one below to brainstorm improvement ideas. Opportunities that promise significant improvement with low complexity are located near the center. They are then turned over to Performance Improvement Teams (PITs) who seize the opportunity.

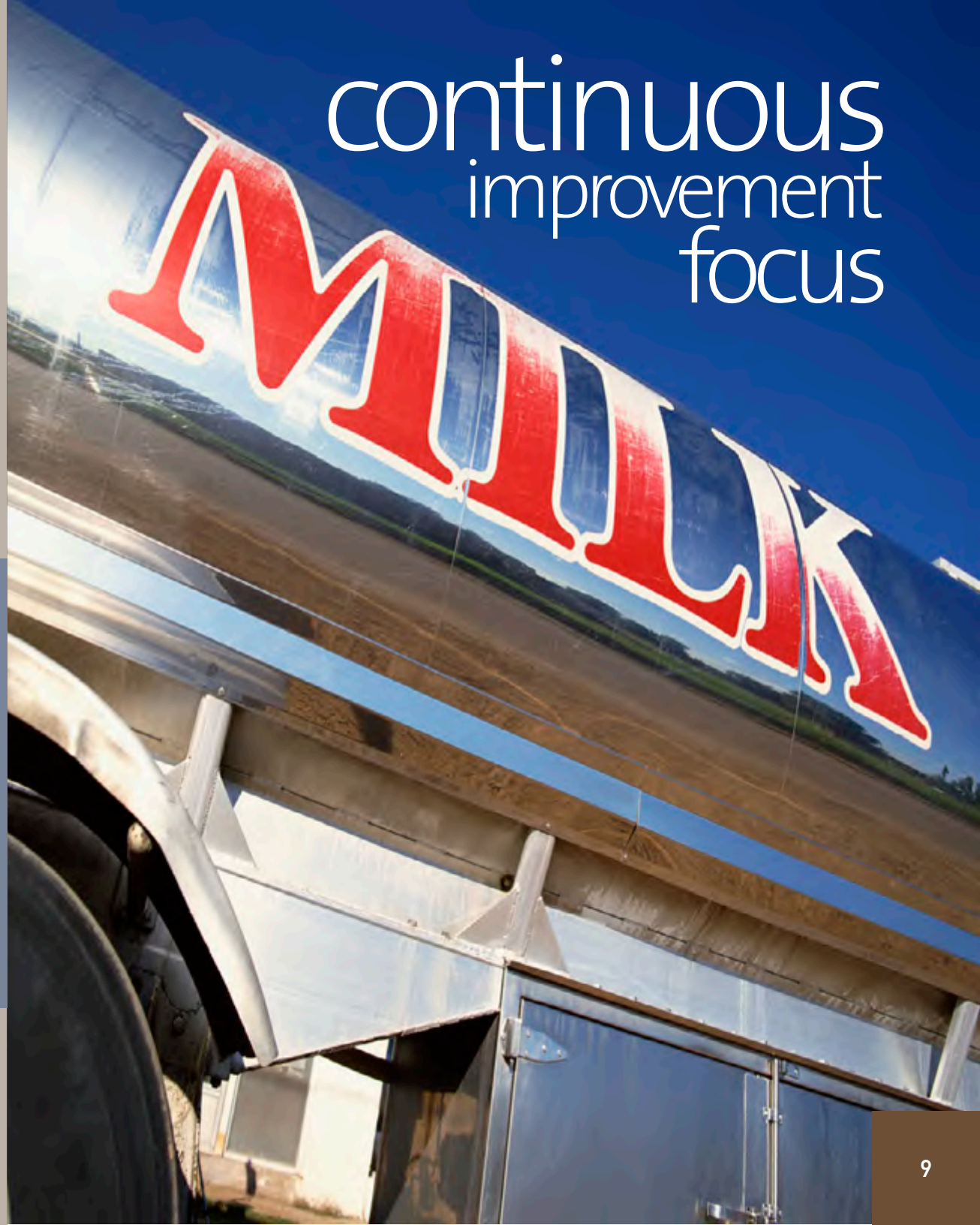
The Opportunity Radar



KEY PERFORMANCE INDICATORS

Our Continuous Improvement initiative would fail without a robust data management system to measure actual progress and improvement. Since 2008, the entire organization has been focused on identifying key performance indicators (KPIs) to track progress.

continuous improvement focus





spotlight on quality

PRODUCT QUALITY

Food safety and quality are always at the top of our priority list. The KPIs we track to measure our quality performance are: raw milk quality attributes; Total Quality Score (a combined measure of conformance to specification for several finished product quality attributes); consumer complaints; and number of product recalls/withdrawals. From the moment a tanker drives into our plant, the milk is inspected and tested by our on-site labs to ensure it meets our high standards as well as state and federal regulations. Then, through each stage of the manufacturing process, we work aggressively to ensure the safety of our products and the health of our consumers. Finally, our finished products are tested to ensure product quality and stability for the duration of the product shelf life.

In 2008, we launched a Quality Improvement Program (QIP) in our Fresh Dairy Direct supply chain. The goal of the program is to ensure food safety and quality standards throughout the supply chain. As part of this program, our Directors of Quality conduct annual QIP Assessments Audits. In 2009, we completed 21 audits; in 2010, we expect to complete another 22. Additionally, each plant performs monthly self-assessments, which are updated and reported quarterly. WhiteWave and Morningstar launched similar programs, which included week-long assessments to evaluate laboratory, manufacturing, quality and technical capabilities. We used the results to create a long-term improvement plan for each facility, which we began executing in 2010.

We also conduct third-party food safety audits using standards recognized by the Global Food Safety Initiative (GFSI). In 2009, we achieved Safe Quality Food (SQF) Level 3 certification in all our facilities—the highest level possible.

Dean Foods complies with the provisions of the Grade A Pasteurized Milk Ordinance (PMO) as required for the Fluid Milk Segment of the dairy industry. The PMO requires implementation of sanitation measures throughout the production, handling, pasteurization, and distribution of milk and milk products.

For our organic products, we comply with strict internal quality standards as well as the requirements set forth by the National Organic Program. We are inspected by third-party organic certification agencies accredited by the USDA, and we maintain organic system plans. In addition, Producer Relations Managers deal directly with our Organic Producers to help maintain our high standards. WhiteWave has significant organic management and compliance expertise and is actively involved in growing and enhancing access to organic dairy products for our consumers.

With all of these efforts and more, Dean Foods works hard to prevent problems before they occur. If there is ever a concern that a product does not meet our high standards, we remove that product from the marketplace. We implemented three Class I product recalls in 2008 and four in 2009. We constantly work to improve our processes to minimize similar events in the future.

safety matters

EMPLOYEE SAFETY

Improving employee safety is another goal we set for ourselves in our last report. As our most important asset, our employees deserve a safe and healthy work environment.

We implemented an aggressive training program to ensure our employees are well versed in all areas of safety and standardization, and we are piloting an incentive program to further reinforce the importance of safety and quality in our plants.

We monitor several safety KPIs on a monthly basis. The two most significant KPIs are Days Away rate (lost time) and the DART (days away, restricted and transferred) rate. These rates are computed using OSHA rates and are used to monitor important trends in safety performance. We are making good progress in both categories. In fact, all four WhiteWave plants accumulated more than 4,100 days with no lost-time accidents.

In 2009, our Days Away rate was 1.6, down from 2.1 in 2008. Our DART rate in 2009 was 4.3, down from 5.6 in 2008. While improved significantly since 2008, our DART rate measures higher than we would like and is an area in which we continue to focus.

Dean Foods participated in 14 OSHA inspections and paid \$45,092 in penalties in 2009. While the goal is to avoid violations, this benchmark allows us to report progress in future years. Toward that end, our Morningstar plant in Sulphur Springs, Texas, already achieved the STAR program status in OSHA's Voluntary Protection Program.

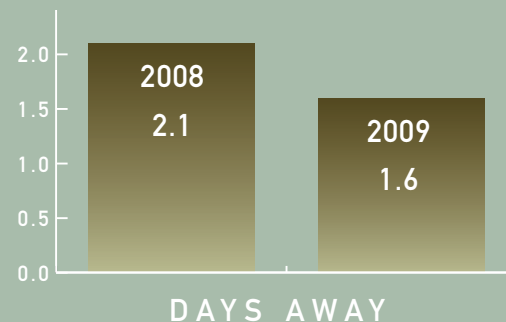
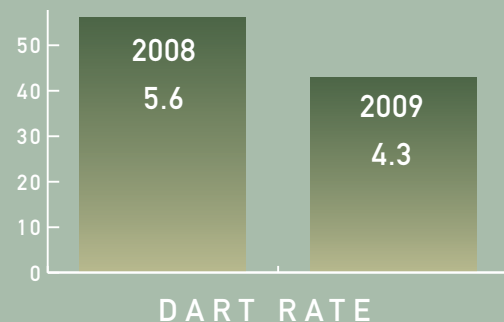
Participants in this program partner with OSHA to achieve safety programs that exceed the requirements of OSHA standards.

ENVIRONMENTAL MANAGEMENT

In addition to employee safety, we focus on improvements in environmental safety. Our environmental management system continues to be managed by our Vice President of Environmental, Health and Safety, and is essentially the same as we described in our 2008 report. We continue to use the framework of the Dakota Environmental Auditing Plan to conduct internal audits of our U.S.-based manufacturing plants, but increased the frequency of the audits. In 2009, we met our goal to audit at least 50 plants, up from the 24 plants audited in 2007. We also updated and revised environmental compliance manuals at 51 of our facilities.

In the 2008 report, we announced our plan to begin tracking state environmental inspections in addition to those conducted by the Environmental Protection Agency (EPA). From 2008-2009, Dean Foods manufacturing facilities received a total of 53 notices of violation from 17 different state environmental agencies and paid \$225,669 in penalties. Over 60 percent of the penalties related to violations at two facilities, and we remedied those two situations. Because of the number of Notices of Violation (NOV) and the amount of penalties, we will establish a KPI to begin measuring performance in the future.

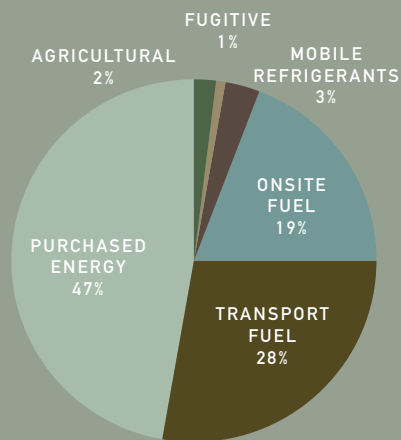
Key Performance Indicators



20% GHG REDUCTION

- Reduced GHG per gallon of product produced by 5.85 percent in two years
- 2009 GHG emissions – 1.6 million metric tons
- Megawatt hours of energy – 3,444,197

2009 Emissions by Source



ENVIRONMENTAL 2013 ROADMAP

Finding ways to reduce our environmental impacts and become more efficient at the same time is what our Environmental 2013 Roadmap is all about. Since our last report, we made significant advancement in reducing our environmental impact in the three key strategic areas outlined in our 2013 Roadmap: greenhouse gas emissions, water usage and solid waste. Our employees and strategic partners use the Roadmap framework to identify and respond to opportunities. Across the enterprise, reducing costs is the most important component of our strategic growth plan, and the Environmental 2013 Roadmap plays a vital role with this plan. In both 2008 and 2009, we invested over \$300 million in capital projects, and each year a significant amount of that investment went into energy efficiency and water conservation projects. We will continue to invest in energy and water conservation projects that also will provide financial returns for our shareholders.

Measuring and Reporting

We are proud to be included in the Carbon Disclosure Project's (CDP) S&P 500 Leadership Index for the quality of our disclosures about our carbon footprint and management strategy. In 2010, we were the only company in the consumer staples category to be placed on CDP's 2010 Performance Index. View our full CDP response and search for our reports at www.cdproject.net.

Focus on Biogas: Do It Yourself Energy

We are pursuing a number of strategies and technologies to reduce our GHG emissions, including projects to convert biogas into energy. At our two Garelick Farms plants in Franklin and Lynn, Massachusetts, we completed projects to capture methane emitted from our waste water treatment operations. The water treatment facilities at these plants can hold approximately 5 million gallons of liquid waste. As the biological components of the wastewater decompose, methane gas, or "biogas," is produced.

Using grants awarded to us by the Massachusetts Technology Collaborative, we built two biogas plants to convert the methane gas into electricity. To accomplish the feat, we installed 10 microturbine generators that burn methane, a potent GHG, and convert the energy produced into providing up to 8 percent of the plant's electricity demand. The electricity we produce offsets electricity purchased from the electric grid. Our Alpro business also has been focused on similar biogas projects in Europe as part of its strategy to become carbon neutral by 2020.

Commitment to Support Renewable Energy

We have been a longtime supporter of the development of wind energy projects across the U.S. Since 2003, our Silk and Horizon brands have offset the electricity used in the production of their products with renewable energy certificates. We work closely with the nonprofit Bonneville Environmental Foundation (BEF) not only to offset electricity consumption, but also to offset important industry events and operations at our Colorado headquarters. In 2008, our International Delight brand began purchasing carbon offsets for 50 percent of the emissions associated with its production. In addition, we began working with BEF in 2009 to purchase the newly established Water Restoration Certificates (WRCs) for the water consumption of our Colorado headquarters. WRCs support farmers in maintaining their water rights and their efforts to keep unneeded water in the natural system while avoiding overuse of this resource.

Partnerships

The International Dairy Foods Association® and the Innovation Center for U.S. Dairy™ have partnered with the EPA to create the EPA's Energy Star Challenge for the Dairy Industry. To date, we have signed up 51 of our plants for this challenge, which sets a goal to improve energy efficiency by 10 percent in five years.



using water wisely

30%

WATER REDUCTION

- Reduced water used per gallon of product produced by 5.63 percent in one year
- Water used—5.5 billion gallons
- Water saved in 2009—350 million gallons

30%

SOLID WASTE REDUCTION

- Approximately 74,000 tons of solid waste sent to landfill in 2009
- Now collecting recycling and waste data for all facilities
- Many individual plant success stories of increased recycling and diversion of milk waste into animal feed

Using Water Wisely

In the manufacturing of our foods and beverages, we use substantial amounts of water, both in our processing and in the cleaning and sanitation of our equipment. We understand water's importance as a natural resource and the possible supply constraints in the future.

Understanding how efficiently we use water is at the heart of our water conservation efforts, which include both reducing water usage and finding ways to return clean water to the ecosystem. Since 2008, we have conducted thorough audits of water usage in our plants to:

1. Identify and document all water systems;
2. Observe, measure and record operating conditions; and
3. Identify best practices for asset protection and improved efficiency.

With these audits, we have identified more than 250 efficiency projects that are being evaluated for implementation. In 2008, we used 1.626 gallons of water per gallon of product manufactured, and our efficiency ratio improved to 1.5275 in 2009. Each manufacturing plant has a monthly water efficiency KPI target that is connected to our Environmental Roadmap Goal.

Understanding Our Solid Waste Streams

In the process of turning raw materials into high-quality dairy foods and beverages, there is bound to be some waste. It may come in the form of food by-products, plastics, paper, cardboard—anything that leaves our plants that is not a part of our finished product.

We quickly learned that we did not have all of the source data to calculate the amount of our total solid waste, particularly waste sent to recycling and converted to animal feed. To correct this, we retained a third-party agent to collect and manage our solid waste disposal and recycling programs. Based on their work, we now estimate that the total amount sent to the landfill in 2009 was approximately 74,000 tons. Going forward, we will use 2009 as our baseline.

Since 2006, our WhiteWave Foods corporate office in Colorado has worked to become a zero waste facility, reducing waste and conserving resources through recycling paper, cardboard, and commingled containers, and composting food waste and other materials. In 2008 and 2009, we sent 87,000 pounds to a compost facility. Each spring, we then provide compost to our employees to use in their home gardens.

Next Steps

Going forward, we continue to focus on achieving the targets of our environmental 2013 Roadmap. Using a sustainability imperative to identify projects and practices that reduce our environmental footprint while also reducing costs and providing shareholder value proved successful for us, and we continue to mine for those win-win opportunities.

driving environmental roadmap Improvements

Through Our Distribution System

We own and operate one of the largest refrigerated distribution fleets in the domestic food and beverage industry. To achieve our goal of removing 50,000 metric tons of CO₂e from our transportation system by 2013, we launched our Smart Fleet initiative to focus on:

1. Optimizing routes;
2. Investing in new technology and equipment; and
3. Training drivers.

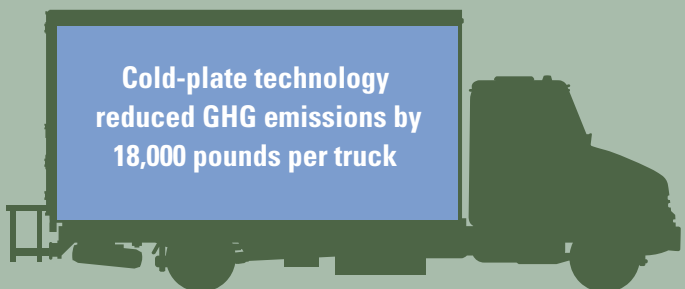
As one of the largest purchasers of refrigerated delivery trucks, we use our purchasing power to push for new, cleaner and more efficient technology. In early 2010, we partnered with ThermoKing to pilot a prototype hybrid electric-powered truck refrigeration system that reduces emissions and waste.

We also invested in on-board monitors and routing software that enable us to better manage deliveries. As of the end of 2009, 100 percent of the power units in our fleet employed these on-board monitors. This combined technology has assisted in saving fuel and significantly improving the efficiency of our delivery resources.

In 2007, we began to adopt cold-plate refrigeration technology to replace mechanical refrigeration systems in our trucks. Employing the latest in cold-plate technology reduced our GHG emissions by approximately 18,000 pounds per truck as we replace older diesel power truck refrigeration units. As of the end of 2009, we placed nearly 565 trucks into service with the latest advancements in cold-plate refrigeration technology.

Emissions Reduction

**Cold-plate technology
reduced GHG emissions by
18,000 pounds per truck**





great
tasting
nutritious
choices

about 73 percent
of the calcium in
the food supply
comes from milk
and milk products

To Our Customers and Consumers

NOURISHING OUR CONSUMERS

At Dean Foods, we dedicate ourselves to nourishing consumers' lives by providing nutritious, high-quality foods and beverages. At the heart of our efforts is a desire to offer great-tasting products that help all of us meet our nutritional and lifestyle needs. In addition to a full range of traditional dairy products, such as milk, yogurt and cottage cheese, we offer a number of alternatives, such as lactose-free milk, organic milk and plant-based beverages like soymilk and almondmilk, that give our customers a portfolio of choices. We also strive to help consumers balance their diets through education and outreach.

Power Up with Dairy

Packed with nine essential nutrients, milk is one of the most naturally nutrient-rich beverages you can drink. Milk is the number one source of calcium, potassium and Vitamin D in the diets of Americans. In fact, according to the International Dairy Foods Association, about 73 percent of the calcium in the food supply comes from milk and milk products. We've long been aware that the calcium in milk is important for building and maintaining strong bones—and we are discovering that milk's benefits go beyond bone health. In fact, studies suggest that increasing dairy intake as part of a low-calorie, nutrient-rich diet may lead to a significant reduction in chronic diseases like hypertension and osteoporosis. Milk also is an excellent recovery beverage after exercise since it contains an ideal combination of protein, carbohydrates and electrolytes to help refuel tired muscles. For more information about the health benefits of dairy, visit www.milkpep.org.

The Strength of Soy

Soy has been extensively studied for its potential benefits in supporting heart health, improving menopausal symptoms and reducing the risk of certain types of cancer. Soy can play a valuable role in a healthy balanced diet for men, women and children alike. In fact, according to the U.S. Food and Drug Administration, 25 grams of soy protein a day as part of a diet low in saturated fat and cholesterol may reduce the risk of heart disease. In order to reap maximum benefits from soy in the diet, it is frequently recommended to choose minimally processed, whole bean soyfoods. We use only whole soybeans to make our Silk products to help preserve the great taste and nutrition Mother Nature intended. For more information about the health benefits of soy, visit www.soynutrition.com.



Making It Better

With the establishment of our Research and Development Center in Broomfield, Colorado, Dean Foods brings new capabilities and resources to improve the nutrition, quality, taste and packaging of our products. The focus of our work at the Center is on improving the natural goodness of our products. This includes increasing nutrients to encourage and decreasing nutrients recommended to be limited in a healthy diet. As mentioned in our last report, our Horizon Organic and Silk brands offer products fortified with DHA, an Omega-3 fatty acid. Additionally, our Silk Light line was recently reformulated with stevia, a natural sweetener that enables a reduction in calories without compromising taste. Silk Light comes in Original, Vanilla and Chocolate, and offers the same great taste as Silk Original, but with half the fat and 25 percent fewer calories.

Unfortunately, too many children are drinking beverages that provide little nutrition for their growing bodies. According to the USDA, only one in 10 girls and only one in four boys ages 9-13 regularly get the calcium their bodies require for optimal bone health. With products like TruMoo® Chocolate milk and our other flavored milks, we are doing our best to change that trend. TruMoo has eight essential nutrients kids need, including calcium, protein, potassium, riboflavin, phosphorus, and vitamins A, D and B12. A 1 percent low-fat milk, it contains no high-fructose corn syrup and is produced without the use of growth hormones. TruMoo is being test-marketed in select regions of the country.

Smarter Choices Through Education

We always want to provide clear and understandable information about our products and ingredients. We post nutritional information on our corporate and brand websites and on product packaging to empower our consumers to make nutritious choices to best meet the needs of their families.

Since 1960, U.S. per capita consumption of milk has slowly declined due primarily to increased marketing efforts by soft drink companies and the changing lifestyles of Americans. MilkPEP®, the Milk Processor Education Program, was launched to effectively communicate milk's many nutritional benefits. Dean Foods has been an active supporter in MilkPEP's educational efforts, including the popular "got milk?®" campaign.

We also support initiatives to help consumers learn about the health benefits of soy. WhiteWave supports the World Soy Foundation (WSF), a program of the World Initiative for Soy in Human Health. WSF is a 501(c)(3) organization formed by U.S. soy farmers. It partners with humanitarian organizations, public and private foundations, international organizations, U.S. and international governments, and private individuals to deliver soy protein and nutritional information to people in developing countries.



making
it
better



Women now represent approximately 20 percent of our senior management positions, up from 15 percent at the beginning of 2008.



Made by Our Employees

At Dean Foods, our employees contribute to our continued success and provide the unique talents required to build a sustainable company. We strive to treat all employees with dignity and respect. We also work hard to provide them a safe environment, opportunities for personal and professional growth, and competitive compensation and benefits.

EMPLOYEE ENGAGEMENT

In our 2008 report, we set an objective of improving employee retention. With several years of data and insights from a segment of our employee population now in hand, we are gaining a better understanding of our strengths and opportunities in the area of employee engagement. As a result of this effort, we have developed targeted action plans and have begun to measure the commitment of our employees to Dean Foods. We plan to expand the use of our engagement survey to other employee groups, so we can continue our journey to increase the satisfaction of our workforce at all levels of the organization.

Supervisory Training – The Foundation of Leadership

Since our last report, we have invested in developing our future leaders. Our training provides frontline supervisors and first level managers with the basics of leadership, communication, delegation, feedback and improving employee performance. These five key skill areas are the foundation of effective leadership at Dean Foods. As our business continues to change, learning and development will help our employees achieve their personal and professional goals.

PERFORMANCE MANAGEMENT

An Annual Plan for Getting the Job Done

Our Performance Management Program is an annual (or year-long) process designed to:

- Establish a shared understanding of business requirements;
- Define outcomes that are relevant, realistic and objectively measurable;
- Clarify the activities required to realize those outcomes;
- Determine what tools or training (if any) is needed;

- Minimize, as much as possible, any ambiguity about expectations and subjectivity regarding work performance; and
- Ensure that performance is appraised and appropriately rewarded, creating a direct link between compensation and performance.

Performance Management is a collaborative program that makes the employee, their manager and Dean Foods partners in the success of the company. Performance Management starts with beginning-of-year objective setting, quarterly touch-points throughout the year, and a year-end appraisal. After all, it's because of our employees' effort and accomplishments that Dean Foods continues to lead the industry.

DIVERSITY

We know that a diverse workforce provides a powerful competitive advantage in the marketplace. Each of our plants has an Affirmative Action Plan with specific recruitment goals which are updated annually. We have also taken steps to improve gender diversity in our workforce. Our approach has been multi-pronged, offering development, mentoring and networking opportunities to women in all functions and at all levels of the organization.

We have partnered with external organizations, such as the Women's Foodservice Forum® and the Network of Executive Women, in addition to offering internal programs, such as Leading by Design (a three-day leadership development program) and Leadership Her Way (a virtual mentoring program).

Ethnicity	2008	2009
Asian/ Pacific Islander	4%	4%
African American	15%	16%
Hispanic/Latino	16%	15%
White	65%	64%
Other	1%	1%

Dean Foods Steps Up

COMMUNITY GIVING

At Dean Foods, we are as passionate about our community as we are about our company. We strive to make a difference in the communities where we operate, and we provide financial support, food and other resources to a variety of nonprofit organizations that do the same.

Each community has unique needs. For this reason, we encourage our employees to be active in their communities, and we empower our businesses to provide financial help to local charitable organizations.

CORPORATE GIVING

Through the Dean Foods Foundation, we align our giving with our core business by supporting organizations that promote and encourage nutritious lifestyles and educate families on the importance of maintaining a healthy diet. As a leading producer of healthy food products, we also work with programs and organizations that aim to prevent childhood hunger and its effects, as well as to provide hungry kids with access to healthy foods.

We also support organizations that teach at-risk children and youth the importance of maintaining a nutritious diet. In addition, understanding that a healthy food supply depends on the well-being and stability of our nation's farm system, we partner with organizations that promote responsible agriculture.

We focus our efforts nationally and in Dallas, our headquarter city. Our philanthropic efforts are influenced by a set of guidelines designed to ensure that the dollars we give have the greatest possible impact on our communities. Some of our current community partners are:

Hunger

- Feeding America®
- North Texas Food Bank®
- Community Food Share®

Responsible Agriculture

- National FFA Foundation
- Farm Aid®
- World Soy Foundation

Nutrition Education

- March of Dimes®
- Children's Medical Center Dallas®
- Genesis Women's Shelter, Dallas
- Notre Dame School of Dallas
- Growing Gardens

Many of our facilities support local hunger relief organizations in their communities with donations of product and often cash. At the corporate level, we are a national partner of the Feeding America network of food banks. Prior to 2010, our giving to local hunger organizations was not centrally tracked so we do not have accurate estimates of the amount of product donated. In 2010, we estimate that we will donate more than 10.5 million pounds of product to Feeding America nationally. In future reports, we will track these figures across our network.

Volunteerism

We are proud of our employees' efforts in their local communities. From holding corporate office volunteer days to empowering our manufacturing facilities to participate in local fundraising events, we encourage our employees to continue giving back to their communities.

Disaster Relief

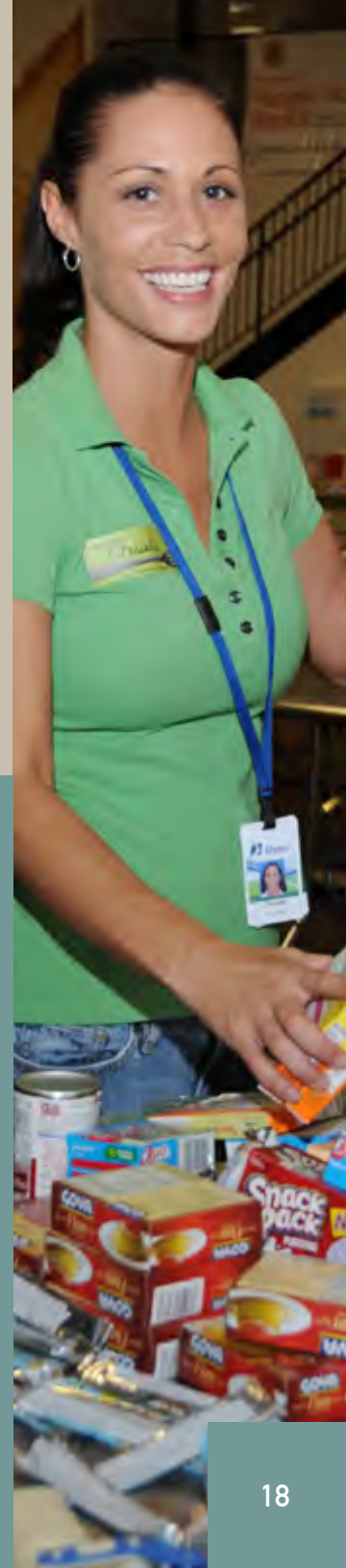
When disaster happens, our employees want to help. We encourage this spirit of giving by matching dollar for dollar the personal contributions they make to major relief organizations. Sometimes disaster happens in the very communities where we operate. In those cases, we take care of our employees' immediate needs first, and then respond to the needs of the larger community with donations of product and logistical support, such as trucking and refrigeration.

THE NEXT STEPS IN OUR JOURNEY

In creating our first Corporate Responsibility Report in 2008, we established processes and databases to help us measure and transparently communicate our progress in managing our social and environmental impacts. With our 2010 report, we hope we demonstrated that those efforts served us well at every step of our journey toward sustainability. We are confident that developing and refining these methods keeps us on a steady path toward transforming our company into a best-in-class food and beverage company.

We are proud of the work we have accomplished in identifying and responding to opportunities to reduce our environmental impact, but we still have much to do to achieve our goals. We are excited for the challenge and up to the task, and we look forward to sharing the next chapter in our success story in our next report.

For additional information about Dean Foods Company, including financial information, press releases, annual reports, position statements, GRI Index, and our Carbon Disclosure Report and previous responsibility reports, visit our website at www.deanfoods.com.





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