UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the period ended December 25, 2004

or

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

Commission File Number: 0-14616

J & J SNACK FOODS CORP.
(Exact name of registrant as specified in its charter)

New Jersey	22-1935537
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6000 Central Highway, Pennsauken, NJ 08109
(Address of principal executive offices)

Telephone (856) 665-9533

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.

X Yes No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act)
X Yes No

As of January 15, 2005, there were 9,046,287 shares of the Registrant's Common Stock outstanding.

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PART I. FINANCIAL INFORMATION

Item 1. Consolidated Financial Statements

J & J SNACK FOODS CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands)

ASSETS

	December 25, 2004 (Unaudited)	September 25, 2004
Current assets		
Cash and cash equivalents	$ 56,683	$ 56,100
Marketable securities	5,000	-
Accounts receivable	37,611	47,986
Inventories	31,948	29,587
Prepaid expenses and other	1,606	1,354
Deferred Income Taxes	3,385	3,385
	136,233	138,412
Property, plant and equipment, at cost		
Land	556	556
Buildings	4,497	4,497
Plant machinery and equipment	101,727	100,442
Marketing equipment	183,372	182,136
Transportation equipment	1,090	1,037
Office equipment	8,517	8,411
Improvements	14,904	15,070
Construction in progress	2,518	2,731
	317,181	314,880
Less accumulated depreciation and amortization	229,425	225,406
	87,756	89,474
Other assets		
Goodwill	46,477	46,477
Other intangible assets, net	1,681	1,804
Other	1,137	1,257
	49,295	49,538
	$273,284	$277,424

See accompanying notes to the consolidated financial statements.

J & J SNACK FOODS CORP. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS - Continued
(in thousands)

LIABILITIES AND STOCKHOLDERS' EQUITY	December 25, 2004 (unaudited)	September 25, 2004
Current liabilities		
Accounts payable	$ 29,675	$ 34,497
Accrued liabilities	12,196	13,149
	41,871	47,646
Deferred income taxes	19,153	19,153
Other long-term liabilities	477	529
	19,630	19,682
Stockholders' equity		
Capital stock		
Preferred, $1 par value; authorized, 5,000 shares; none issued	-	-
Common, no par value; authorized 25,000 shares; issued and outstanding, 9,022 and 8,784 shares, respectively	33,334	33,069
Accumulated other comprehensive loss	(1,994)	(2,061)
Retained earnings	180,443	179,088
	211,783	210,096
	$273,284	$277,424

See accompanying notes to the consolidated financial statements.

J & J SNACK FOODS CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(in thousands, except per share amounts)

	Three Months Ended December 25, 2004	December 27, 2003
Net Sales	$98,521	$79,945
Cost of goods sold	68,525	55,307
Gross profit	29,996	24,638
Operating expenses		
Marketing	12,848	11,224
Distribution	8,923	6,960
Administrative	4,319	3,708
Other general expense (income)	252	(33)
	26,342	21,859
Operating income	3,654	2,779
Other income (expenses)		
Investment income	322	117
Interest expense and other	(24)	(29)
Earnings before		

income taxes	3,952	2,867
Income taxes	1,470	1,042
NET EARNINGS	$ 2,482	$ 1,825
Earnings per diluted share	$ .27	$ .20
Weighted average number of diluted shares	9,235	9,039
Earnings per basic share	$ .27	$ .21
Weighted average number of basic shares	9,032	8,792

See accompanying notes to the consolidated financial statements.

J & J SNACK FOODS CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited) (in thousands)

	Three Months Ended December 25, 2004	December 23, 2004
Operating activities:		
Net earnings	$ 2,482	$ 1,825
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization of fixed assets	5,681	5,872
Amortization of intangibles and deferred costs	173	194
Other	108	(35)
Changes in assets and liabilities, net of effects from purchase of companies		
Decrease in accounts receivable	10,376	5,814
Increase in inventories	(2,407)	(1,985)
(Increase) decrease in prepaid expenses	(252)	194
Decrease in accounts payable and accrued liabilities	(6,953)	(5,342)
Net cash provided by operating activities	9,208	6,537
Investing activities:		
Purchase of property, plant and equipment	(4,308)	(3,185)
Payments for purchase of companies	-	(1,631)
Proceeds from investments held to maturity	-	275
Purchase of marketable securities	(5,000)	-
Proceeds from disposal of property and equipment	238	200
Other	113	40
Net cash used in investing activities	(8,957)	(4,301)
Financing activities:		
Proceeds from issuance of stock	265	380
Net cash provided by financing activities	265	380
Effect of exchange rate on cash and cash equivalents	67	(67)
Net increase in cash and cash equivalents	583	2,549
Cash and cash equivalents at beginning of period	56,100	37,694
Cash and cash equivalents at end of period	$56,683	$40,243

See accompanying notes to the consolidated financial statements.

Note 1 In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments (consisting of only normal recurring adjustments) necessary to present fairly the financial position and the results of operations and cash flows. Certain prior year amounts have been reclassified to conform to the current period presentation. These reclassifications had no effect on reported net earnings.

The results of operations for the three months ended December 25, 2004 and December 27, 2003 are not necessarily indicative of results for the full year. Sales of our retail stores are generally higher in the first quarter due to the holiday shopping season. Sales of our frozen beverages and frozen juice bars and ices are generally higher in the third and fourth quarters due to warmer weather.

While we believe that the disclosures presented are adequate to make the information not misleading, it is suggested that these consolidated financial statements be read in conjunction with the consolidated financial statements and the notes included in our Annual Report on Form 10-K for the year ended September 25, 2004.

Note 2 We recognize revenue from Food Service, Retail Supermarkets, The Restaurant Group and Frozen Beverage products at the time the products are shipped to third parties. When we perform services for others under time and material agreements, revenue is recognized upon the completion of the services. We also sell fixed-fee service contracts. The terms of coverage range between 12 and 60 months. We record deferred income on service contracts which is amortized by the straight-line method over the term of the contracts. We provide an allowance for doubtful receivables after taking into account historical experience and other factors.

Note 3 Depreciation of equipment and buildings is provided for by the straight-line method over the assets' estimated useful lives. Amortization of improvements is provided for by the straight-line method over the term of the lease or the assets' estimated useful lives, whichever is shorter. Licenses and rights arising from acquisitions are amortized by the

straight-line method over periods ranging from 4 to 20 years.

Note 4 Our calculation of earnings per share in accordance with SFAS No. 128, "Earnings Per Share," is as follows:

	Three Months Ended December 25, 2004		
	Income (Numerator)	Shares (Denominator)	Per Share Amount
	(in thousands, except per share amounts)		
Basic EPS			
Net Earnings available to common stockholders	$2,482	9,032	$.27
Effect of Dilutive Securities			
Options	-	203	-
Diluted EPS			
Net Earnings available to common stockholders plus assumed conversions	$2,482	9,235	$.27

	Three Months Ended December 27, 2003		
	Income (Numerator)	Shares (Denominator)	Per Share Amount
	(in thousands, except per share amounts)		
Basic EPS			
Net Earnings available to common stockholders	$1,825	8,792	$ .21
Effect of Dilutive Securities			
Options	-	247	(.01)
Diluted EPS			
Net Earnings available to common stockholders plus assumed conversions	$1,825	9,039	$ .20

92,394 anti-dilutive weighted shares have been excluded in the computation of the three months ended December 27, 2003 diluted EPS because the options' exercise price is greater than the average market price of the common stock.

Note 5 The Company accounts for stock options under SFAS No. 123, "Accounting for Stock-Based Compensation", as amended by SFAS No. 148, which contains a fair

value-based method for valuing stock-based compensation that entities may use, which measures compensation cost at the grant date based on the fair value of the award. Compensation is then recognized over the service period, which is usually the vesting period. Alternatively, SFAS No. 123 permits entities to continue accounting for employee stock options and similar equity instruments under Accounting Principles Board (APB) Opinion 25, "Accounting for Stock Issued to Employees". Entities that continue to account for stock options using APB Opinion 25 are required to make pro forma disclosures of net income and earnings per share, as if the fair value-based method of accounting defined in SFAS No. 123 had been applied (see Note 6).

At December 25, 2004, the Company has two stock-based employee compensation plans. The Company accounts for these plans under the recognition and measurement principles of APB No. 25, "Accounting for Stock Issued to Employees", and related interpretations. Stock-based employee compensation costs are not reflected in net income, as all options granted under the plans had an exercise price equal to the market value of the underlying common stock on the date of grant. The following table illustrates the effect on net income and earnings per share if the Company had applied the fair value recognition provisions of SFAS No. 123, to stock-based employee compensation.

	Three Months Ended December 25, 2004	December 27, 2003
	(in thousands, except per share amounts)	
Net income, as reported	$2,482	$1,825
Less: stock-based compensation costs determined under fair value based method for all awards	209	281
Net income, pro forma	$2,273	$1,544
Earnings per share of common stock - basic:		
As reported	$ .27	$ .21
Pro forma	$ .25	$ .18
Earnings per share of common stock - diluted:		
As reported	$ .27	$ .20
Pro forma	$ .25	$ .17

The fair value of each option grant is estimated on the date of grant using the Black-Scholes options-pricing model with the following weighted average assumptions used for grants in fiscal 2004: expected volatility of 43%; risk-free interest rate of 3.07% and rates ranging between 2.27% and 3.49%; and expected lives ranging between 5 and 10 years.

Note 6 In December 2004, the FASB issued Statement 151, "Inventory Costs, an amendment of ARB No. 43, Chapter 4".

Statement 151 retains the general principle of ARB 43, Chapter 4, "Inventory Pricing (AC Section I78)", that inventories are presumed to be stated at cost; however, it amends ARB 43 to clarify that

- abnormal amounts of idle facilities, freight, handling costs, and spoilage should be recognized as charges of the current period

- allocation of fixed production overheads to inventories should be based on the normal capacity of the production facilities.

Statement 151 defines normal capacity as the production expected to be achieved over a number of periods or seasons under normal circumstances, taking into account the loss of capacity resulting from planned maintenance. The Board concluded that normal capacity refers to a range of production levels that will vary based on business- and industry-specific factors. Accordingly, an entity will have to use judgment to determine when production is outside the range of expected variation in production (either abnormally low or abnormally high). In periods of abnormally low production (for example, periods in which there is significantly lower demand, labor and material shortages exist, or there is unplanned equipment downtime) the amount of fixed overhead allocated to each unit of production should not be increased. However, in periods of abnormally high production the amount of fixed overhead allocated to each unit of production is decreased to assure inventories are not measured above cost.

The guidance in Statement 151 is effective for inventory costs incurred during fiscal years beginning after June 15, 2005 and should be applied prospectively. Since we essentially follow the guidelines of Statement 151, we do not anticipate the adoption to have a material impact on our financial statements.

In December 2004, the FASB issued Statement No. 123(R), "Share-Based Payment". Statement 123(R) requires that the compensation cost relating to share-based payment transactions be recognized in financial statements. That cost will be measured based on the fair value of the equity or liability instruments issued.

This statement is effective as of the first interim or annual reporting period that begins after June 15, 2005.

Statement 123(R) covers a wide range of share-based

compensation arrangements including share options, restricted share plans, performance-based awards, share appreciation rights, and employee share purchase plans.

In addition to the accounting standard that sets forth the financial reporting objectives and related accounting principles, Statement 123(R) includes an appendix of implementation guidance that provides expanded guidance on measuring the fair value of share-based payment awards.

Statement 123(R) replaces FASB Statement No. 123, Accounting for Stock-Based Compensation, and supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees. Statement 123, as originally issued in 1995, established as preferable a fair-value-based method of accounting for share-based payment transactions with employees. However, that Statement permitted entities the option of continuing to apply the guidance in Opinion 25, as long as the footnotes to financial statements disclosed what net income would have been had the preferable fair-value-based method been used. We anticipate implementing this new standard in the fourth quarter of our fiscal year 2005. The impact of this new standard, if it had been in effect, on the net earnings and related per share amounts of our fiscal years ended in September 2004, 2003 and 2002 were disclosed in Note A13 Accounting for Stock-Based Compensation of our Financial Statements included in our Form 10-k for the fiscal year ended September 25, 2004. The impact of this new standard, if it had been in effect, on the net earnings and related per share amounts of our fiscal quarter ended December 25, 2004 is disclosed in Note 5.

Note 7 Inventories consist of the following:

	December 25, 2004 (unaudited)	September 25, 2004
	(in thousands)	
Finished goods	$15,050	$13,691
Raw materials	5,092	4,556
Packaging materials	3,433	2,984

Equipment parts & other	8,373	8,356
	$31,948	$29,587

Note 8 We principally sell our products to the food service and retail supermarket industries. We also

distribute our products directly to the consumer through our chain of retail stores referred to as The Restaurant Group. Sales and results of our frozen beverages business are monitored separately from the balance of our food service business and restaurant group because of different distribution and capital requirements. We maintain separate and discrete financial information for the four operating segments mentioned above which is available to our Chief Operating Decision Makers. We have applied no aggregate criteria to any of these operating segments in order to determine reportable segments. Our four reportable segments are Food Service, Retail Supermarkets, The Restaurant Group and Frozen Beverages. All inter-segment net sales and expenses have been eliminated in computing net sales and operating income (loss). These segments are described below.

Food Service

The primary products sold by the food service group are soft pretzels, frozen juice treats and desserts, churros and baked goods. Our customers in the food service industry include snack bars and food stands in chain, department and discount stores; malls and shopping centers; fast food outlets; stadiums and sports arenas; leisure and theme parks; convenience stores; movie theatres; warehouse club stores; schools, colleges and other institutions. Within the food service industry, our products are purchased by the consumer primarily for consumption at the point-of-sale.

Retail Supermarkets

The primary products sold to the retail supermarket industry are soft pretzel products, including SUPERPRETZEL, LUIGI'S Real Italian Ice, MINUTE MAID Juice Bars and Soft Frozen Lemonade, ICEE Squeeze Up Tubes and TIO PEPE'S Churros. Within the retail supermarket industry, our frozen and prepackaged products are purchased by the consumer for consumption at home.

The Restaurant Group

We sell direct to the consumer through our Restaurant Group, which operates BAVARIAN PRETZEL BAKERY and PRETZEL GOURMET, our chain of specialty snack food retail outlets.

Frozen Beverages

We sell frozen beverages to the food service industry, including our restaurant group, primarily under the names ICEE and ARCTIC BLAST in the United States, Mexico and Canada.

The Chief Operating Decision Maker for Food Service, Retail Supermarkets and The Restaurant Group and the Chief Operating Decision Maker for Frozen Beverages monthly review and evaluate operating income and sales in order to assess performance and allocate resources to each individual segment. In addition, the Chief Operating Decision Makers review and evaluate depreciation, capital spending and assets of each segment on a quarterly basis to monitor cash flow and asset needs of each segment. Information regarding the operations in these four reportable segments is as follows:

	Three Months Ended December 25, 2004	December 27, 2003
	(in thousands)	
Sales to external customers:		
Food Service	$ 61,472	$ 47,941
Retail Supermarket	6,985	6,277
The Restaurant Group	1,817	2,568
Frozen Beverages	28,247	23,159
	$ 98,521	$ 79,945
Depreciation and Amortization:		
Food Service	$ 3,267	$ 3,282
Retail Supermarket	-	-
The Restaurant Group	65	111
Frozen Beverages	2,522	2,673
	$ 5,854	$ 6,066
Operating Income(Loss):		
Food Service	$ 4,296	$ 2,848
Retail Supermarket	260	59
The Restaurant Group	(220)	52
Frozen Beverages	(682)	(180)
	$ 3,654	$ 2,779
Capital Expenditures:		
Food Service	$ 1,867	$ 1,236
Retail Supermarket	-	-
The Restaurant Group	23	9
Frozen Beverages	2,418	1,940
	$ 4,308	$ 3,185
Assets:		
Food Service	$182,803	$149,318
Retail Supermarket	-	-
Restaurant Group	1,461	2,292
Frozen Beverages	89,020	81,868
	$273,284	$233,478

Note 9 We follow SFAS No. 142 "Goodwill and Intangible Assets." SFAS No. 142 includes requirements to test

goodwill and indefinite lived intangible assets for impairment rather than amortize them; accordingly, we no longer amortize goodwill.

Our four reporting units, which are also reportable segments, are Food Service, Retail Supermarkets, The Restaurant Group and Frozen Beverages.

The carrying amount of acquired intangible assets for the Food Service, Retail Supermarkets, The Restaurant Group and Frozen Beverage segments as of December 25, 2004 are as follows:

	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
		(in thousands)	
FOOD SERVICE			
Amortized intangible assets			
Licenses and rights	$3,082	$1,451	$1,631
RETAIL SUPERMARKETS			
Amortized intangible assets			
Licenses and rights	$ -	$ -	$ -
THE RESTAURANT GROUP			
Amortized intangible assets			
Licenses and rights	$ -	$ -	$ -
FROZEN BEVERAGES			
Amortized intangible assets			
Licenses and rights	$ 201	$ 151	$ 50

Licenses and rights are being amortized by the straight-line method over periods ranging from 4 to 20 years and amortization expense is reflected throughout operating expenses. There were no changes in the gross carrying amount of intangible assets for the three months ended December 25, 2004. Aggregate amortization expense of intangible assets for the 3 months ended December 25, 2004 and December 27, 2003 was $123,000 and $78,000, respectively.

Estimated amortization expense for the next five fiscal years is approximately $440,000 in 2005, $375,000 in 2006 and 2007, $323,000 in 2008 and $149,000 in 2009. The weighted average amortization period of the intangible assets is 8.33 years.

Goodwill

The carrying amounts of goodwill for the Food Service, Retail Supermarket, Restaurant Group and Frozen Beverage segments are as follows:

	Food Service	Retail Supermarket	Restaurant Group	Frozen Beverages	Total
			(in thousands)		
Balance at December 25, 2004	$14,241	$ -	$386	$31,850	$46,477

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

Liquidity and Capital Resources

Our current cash and marketable securities balances and cash expected to be provided by future operations are our primary sources of liquidity. We believe that these sources, along with our borrowing capacity, are sufficient to fund future growth and expansion.

The Company's Board of Directors declared a cash dividend of $.125 per common share payable January 5, 2005 to shareholders of record on December 15, 2004. The dividend totalled $1,127,000. This was the first cash dividend paid by the Company. The Company anticipates that its Board of Directors will continue to declare quarterly cash dividends; however, the continuance of cash dividends is not guaranteed and is dependent on many factors.

In the quarters ended December 25, 2004 and December 27, 2003 fluctuations in the valuation of the Mexican peso caused an increase of $67,000 and an decrease of $67,000 in stockholders' equity, respectively, because of the translation of the net assets of the Company's Mexican frozen beverage subsidiary.

On January 5, 2004, we acquired the assets of Country Home Bakers, Inc. for approximately $13 million in cash. Country Home Bakers, Inc., with its manufacturing facility in Atlanta, GA, manufactures and distributes bakery products to the food service and supermarket industries. Its product line includes cookies, biscuits, and frozen doughs sold under the names READI-BAKE, COUNTRY HOME and private labels sold through supermarket in-store bakeries.

Our general-purpose bank credit line provides for up to a $50,000,000 revolving credit facility. The agreement contains restrictive covenants and requires commitment fees in accordance with standard banking practice. There were no outstanding balances under this facility at December 25, 2004.

Results of Operations

Net sales increased $18,576,000 or 23% to $98,521,000 for the three months ended December 25, 2004 compared to the three months ended December 27, 2003. Approximately $12,500,000 of the sales increase resulted from the acquisition of Country Home Bakers in January 2004. Excluding these sales, sales increased approximately 8%.

FOOD SERVICE

Sales to food service customers increased $13,531,000 or 28% in the first quarter to $61,472,000. Excluding Country Home Bakers, sales increased $1,051,000 or 2%. Soft pretzel sales increased $332,000 or 2% from last year to $19,216,000 in this year's quarter as higher sales to warehouse club stores and convenience stores offset declines to other customers, including declines due to the National Hockey League strike. Italian ice and frozen juice treat and dessert sales increased 8% to $6,117,000 in the three months primarily due to increased sales to school food service and warehouse club stores. Churro sales to food service customers increased 6% to $3,374,000 in the quarter primarily due to increased sales to international markets. Sales of bakery products increased 66% to $31,617,000 from $19,080,000 last year. Excluding sales from the acquisition of Country Home Bakers, sales of bakery products were essentially unchanged from the year ago period with increases and decreases among many customers. The changes in sales throughout the food service segment were from a combination of volume changes and price increases.

RETAIL SUPERMARKETS

Sales of products to retail supermarkets increased $708,000 or 11% in the first quarter. Soft pretzel sales for the first quarter were up 18% to $4,960,000 due mainly to sales of our recently introduced PRETZELFILS. Sales of frozen juices and ices increased 2% to $2,531,000 in the quarter due to slightly higher case volume with higher sales of LUIGI'S Real Italian Ice and BARQ'S FLOATZ offsetting continuing declines in sales of MINUTE MAID and ICEE products due to a general decline and lost distribution.

THE RESTAURANT GROUP

Sales of our Restaurant Group decreased 29% to $1,817,000 in the first quarter. The sales decrease was caused primarily by decreased mall traffic and the closing of unprofitable stores in fiscal year 2004. Sales of stores open for both year's quarter were down about 1%. Operating income was impacted during the quarter by approximately $285,000 of store closing and related costs for stores closed in January 2005.

FROZEN BEVERAGES

Frozen beverage and related product sales increased $5,088,000 or 22% to $28,247,000 in the first quarter. Beverage sales alone increased 1% to $17,575,000 for the quarter primarily due to increased sales of frozen

uncarbonated beverage products. Service revenue increased $1,225,000 or 30% from the first quarter of fiscal year 2004 to $5,340,000 in this year's first quarter. Sales of beverage machines were $3,927,000 higher this year than last with sales to two customers accounting for more than half of the increase. Profit margins on sales of machines were lower than in the past due to competition and the unusually high volume which put a strain on our cost structure. Overall profitability in the quarter was impacted by higher general costs compared to last year without corresponding sales volume increases.

CONSOLIDATED

Gross profit as a percentage of sales decreased less than 1/2 of one percent to 30% from 31% last year. The decrease was caused by the increased sales of low margin beverage machines in our frozen beverages segment.

Gross profit percentage for the balance of our business was essentially unchanged from last year as pricing and increases in volume were able to offset general cost increases.

Total operating expenses increased $4,483,000 in the first quarter and as a percentage of sales were 27% in both year's quarters. Marketing expenses decreased to 13% of sales from 14% in last year's first quarter. The decrease was caused primarily by the higher machine sales of the frozen beverage business which incurred little marketing expense. Distribution expenses were at 9% of sales in both years. Distribution costs would have increased approximately 3/4 of one percentage point of sales but for the higher machine sales of the frozen beverage business. The increase was due primarily to higher fuel and trucking costs. Administrative expenses as a percent of sales declined 2/10 of one percent of sales although they were up 16% in dollars primarily due to the acquisition of Country Home Bakers and higher legal expenses. Other general expense of $252,000 in this year's quarter included $285,000 of asset writedowns and costs relating to the early closing of Restaurant Group stores.

Operating income increased 31% to $3,654,000 this year from $2,779,000 a year ago.

Operating income was impacted by approximately $550,000 of higher group medical and liability insurance costs and commodity unit costs in the first quarter compared to last year.

The effective income tax rate has been estimated at 37%

this year; an increase from 36% in 2004. The increase is due to a higher level of state taxes.

Net earnings increased 36% to $2,482,000 in this year's first quarter compared to net earnings of $1,825,000 in the year ago period.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There has been no material change in the Company's assessment of its sensitivity to market risk since its presentation set forth, in item 7a. "Quantitative and Qualitative Disclosures About Market Risk," in its 2004 annual report on Form 10-K filed with the SEC.

Item 4. Controls and Procedures

Quarterly evaluation of the Company's Disclosure and Internal Controls. The Company evaluated (i) the effectiveness of the design and operation of its disclosure controls and procedures (the "Disclosure Controls") as of the end of the period covered by this Form 10-Q and (ii) any changes in internal controls over financial reporting that occurred during the first quarter of its fiscal year. This evaluation ("Controls Evaluation") was done under the supervision and with the participation of management, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO").

Limitations on the Effectiveness of Controls. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. Because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected. The Company conducts periodic evaluations of its internal controls to enhance, where necessary, its procedures and controls.

Conclusions. Based upon the Controls Evaluation, the CEO and CFO have concluded that the Disclosure Controls are effective in reaching a reasonable level of assurance that information required to be disclosed by the Company in the reports that it files or submits is recorded, processed, summarized and reported within the time period specified in the SEC's rules and forms and that management is timely alerted to material information relating to the Company during the period when its periodic reports are being prepared. However, the CEO and CFO did become aware of significant deficiencies in our internal controls in the areas of account reconciliations and segregation of duties in some of our disbursements, inventory and purchasing functions. We believe that these deficiencies did not affect the accuracy of our financial statements included in this report. In order to correct these deficiencies, the Company is continuing to enforce existing policies and improving segregation of duties where applicable. Additionally, in accord with the U.S. Securities and Exchange Commission's requirements, the CEO and CFO conducted an evaluation of the Company's internal control over financial reporting (the "Internal Controls") to determine whether there have been any changes in Internal Controls that occurred during the quarter which have materially affected or which are reasonably likely to materially affect Internal Controls. Based on this evaluation, there have been no such changes in Internal Controls during the quarter covered by this report.

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

a) Exhibits

31.1 & Certification Pursuant to Section 302 of
31.2 the Sarbanes-Oxley Act of 2002

99.5 Certification Pursuant to the 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

b) Reports on Form 8-K - Reports on Form 8-K were filed on November 3, 2004 and December 2, 2004.

SIGNATURES

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

J & J SNACK FOODS CORP.

Dated: January 20, 2005 /s/ Gerald B. Shreiber
Gerald B. Shreiber
President

Dated: January 20, 2005 /s/ Dennis G. Moore
Dennis G. Moore

Senior Vice President and
Chief Financial Officer

Exhibit 31.1

CERTIFICATION PURSUANT TO
SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Dennis G. Moore, certify that:

1. I have reviewed this report on Form 10-Q of J & J Snack Foods Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls and procedures for financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal controls and procedures for financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's first fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: January 20, 2005

/s/ Dennis G. Moore
Dennis G. Moore
Chief Financial Officer

Exhibit 31.2

CERTIFICATION PURSUANT TO
SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Gerald B. Shreiber, certify that:

1. I have reviewed this report on Form 10-Q of J & J Snack Foods Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure

controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls and procedures for financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal controls and procedures for financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's first fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: January 20, 2005

/s/ Gerald B. Shreiber
Gerald B. Shreiber
Chief Executive Officer

Exhibit 99.5

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Section 1350 of Chapter 63 of Title 18 of the United States Code), each of the undersigned officers of J & J Snack Foods Corp. (the "Company"), does hereby certify with respect to the Quarterly Report of the Company on Form 10-Q for the quarter ended December 25, 2004 (the "Report") that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities

Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: January 20, 2005

/s/ Dennis G. Moore
Dennis G. Moore
Chief Financial Officer

Dated: January 20, 2005

/s/ Gerald B. Shreiber
Gerald B. Shreiber
Chief Executive Officer

The foregoing certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Section 1350 of Chapter 63 of Title 18 of the United States Code) and is not being filed as part of the Report or as a separate disclosure document.