

J&J SNACK FOODS CORP.

CODE OF ETHICS FOR CHIEF EXECUTIVE AND SENIOR FINANCIAL OFFICERS

I. Introduction

This Code of Ethics for Senior Financial Officers (the “Code”) applies to the Senior Officers of J&J Snack Foods Corp. (the “Company”) and its subsidiaries. The term “Senior Officer”, as used in this Code, means the Company’s Chief Executive Officer, Chief Financial Officer, Principal Accounting Officer, Controller and any other person performing similar functions, as well as other officers in charge of a principal business unit, division or function or who perform a policy making function, as provided by the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”). While this Code provides general guidance for appropriate conduct and avoidance of conflicts of interest, it does not supersede specific policies that are set forth in other Company policy statements.

The purpose of this Code is to deter wrongdoing, provide guidance to the Company’s Senior Officers with regard to and to promote the following:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the SEC and in other public communications made by the Company;
- compliance with applicable governmental laws, rules and regulations;
- prompt internal reporting to an appropriate person or persons identified in the Code of violations of the Code; and
- accountability for adherence to the Code.

Each day, you are faced with making decisions that will affect the Company’s business. You are obligated to comply with the Code guidelines and should avoid even the appearance of unethical or unprofessional behavior. To that end, you should seek advice from the Company’s Compliance Officer when faced with a situation that may violate or give the appearance of violating the Code, Company policies, laws, rules or regulations. The Company’s Compliance Officer is its Chief Financial Officer.

II. Honest and Ethical Conduct

The Company expects and requires ethical behavior from the Senior Officers. You owe a duty of loyalty to the Company and you are expected to act in the best interests of the Company. Further, you must engage in and promote honest and ethical conduct, including handling actual or apparent conflicts of interest in an ethical manner and act with honesty and integrity.

III. Conflicts of Interest

A conflict of interest exists when your personal interests interfere with, or give the appearance of interfering with, the interests of the Company. In the best interests of the Company, you must avoid actual or apparent conflicts between your private interests

and those of the Company, including obtaining improper personal benefits as a result of your position. In addition, you should not use corporate assets information or one's position for personal gain.

Conflicts of interest may manifest themselves in many ways and may reach farther than just the person employed by the Company. In fact, many conflicts arise as a result of situations involving your relative.

IV. Accuracy of Reporting

A. Generally

As a publicly traded Company, the Company has a duty to comply with federal and state laws and regulations with respect to accuracy in the information it reports to the SEC and communicate to the public. The Company's financial statements are relied upon both internally and externally by individuals making business or investment decisions. Accuracy and candor is critical to the financial health of the Company. Senior Officers must help to ensure that all of the Company's periodic reports and public statements contain full, fair, accurate, timely and understandable disclosures. Anyone who becomes aware of inaccuracies contained in the Company's reports and public statements, or material omissions from the Company's reports and public statements is required to immediately report such inconsistencies or omissions to the Chairman of the Company's Audit Committee. As a result, senior officers must act in good faith, responsibly with due care and diligence and without misrepresenting or omitting material facts or permitting independent judgment to be compromised.

B. Financial Reporting Obligations of Senior Officers

As a Senior Officer, you are charged with the responsibility of ensuring that the financial statements, reports and other documents filed or submitted to the SEC as well as other public communications made by the Company (collectively, "SEC Reports and Public Documents") are accurate and fairly disclose the Company's assets, liabilities and other material transactions engaged in by the Company. You are responsible for the SEC Reports and Public Documents meeting the following requirements:

- SEC Reports and Public Documents must, in reasonable detail, accurately and fairly reflect the transactions engaged in by the Company and acquisitions and dispositions of the Company's assets.
- SEC Reports and Public Documents must not contain any untrue statement of material fact that would make the statements in the SEC Reports and Public Documents misleading.
- Financial reports must be prepared in accordance with, or reconciled to, Generally Accepted Accounting Principles and applicable SEC rules, including the SEC accounting rules.
- SEC Reports and Public Documents must contain full, fair, accurate, timely and understandable disclosure.

Furthermore, you are responsible for reporting any inaccuracies or mistakes in the SEC Reports and Public Documents to the President and the Chairman of the Audit Committee.

To the extent your responsibility deals with a portion of the Company's activities, your particular duties with respect to the above are limited to those matters in your areas of responsibility or other matters of which you have knowledge.

Finally, you are required to respect the confidentiality of information acquired in the course of the performance of your responsibilities.

V. Compliance with Laws, Rules and Regulations

The Company's continued and current success largely depends upon its reputation for engaging in its business in an ethical and legal manner. Therefore, all Senior Officers must comply with both the letter and spirit of federal, state and local laws, rules and regulations applicable to the Company's business.

VI. Responsibility for Reporting

The Company has established a reporting system that requires Senior Officers to report violations of any of the policies set forth in this Code. **These mandatory reporting obligations apply whether or not the reporting person was personally involved in the alleged violation of the policies set forth in this Code.**

Upon observing or learning of any violation of the policies set forth in this Code, Senior Officers must report the same by writing a letter describing the suspected violation with as much detail as possible and sending the letter to the Chairman of the Audit Committee.

The reporting person is required to sign the letter, unless such complaint relates to matters covered by the Whistle-Blower Policy described below. The letter will be treated confidentially by the Company unless disclosure is required or deemed advisable by the Company in connection with any actual or potential governmental investigation or unless advised by the Company's outside counsel that disclosure would be in the interest of the Company. Anonymous letters and anonymous e-mail will not normally be investigated, unless the correspondence concerns questionable accounting or auditing matters covered by the Whistle-Blower Policy. All letters should contain as much specific detail as possible to allow the Company to conduct an investigation of the reported matter.

Once the Company receives notice of a suspected violation of this Code, the Company shall promptly begin an investigation. Such investigation shall be supervised by the Audit Committee with respect to Senior Officers. Once a violation is found to exist, such individual shall be subject to disciplinary action as described in Section XI of the Code.

Pursuant to the Company's Whistle-Blower Policy, the system of receipt, retention, and treatment of complaints regarding accounting, internal accounting controls or auditing matters that ensures the confidential and anonymous submission of concerns regarding questionable accounting or auditing matters is covered by a separate policy adopted by the Company. You can get a copy of such policy from the Company's Compliance Officer.

The Company will not condone any form of retribution upon any Senior Officer who uses the reporting system in good faith to report suspected wrongdoers, unless the individual reporting the violation is one of the violators. The Company will not tolerate any harassment or intimidation of any Senior Officer using the reporting system. The Company will also exercise disciplinary action against any Senior Officer who is found to have intimidated or harassed a person who has reported a suspected violation in good faith.

VII. Compliance; Administration

As a condition of employment and continued employment, each Senior Officer must accept the responsibility of complying with the foregoing policies and acknowledge his or her receipt of the Code by executing the Acknowledgement attached hereto. The Company will, at least annually, require each Senior Officer to complete and submit a certification in a form designated by the Company pertaining to compliance with the policies set forth in this Code; a copy of one such form is contained in this Code. The Company reserves the right to request any such Senior Officer to complete and submit such certification at any time or as frequently as the Company may deem advisable.

Any Senior Officer who violates any of these policies is subject to disciplinary action including but not limited to suspension or termination of employment, and such other action, including legal action, as the Company believes to be appropriate under the circumstances. The Audit Committee will make the determination as to penalties applicable to Senior Officers for Code violations.

VIII. Amendments; Waiver

The Company reserves the right to amend, waive or alter the policies set forth in the Code at any time. Any amendment to the Code or waiver or implicit waiver of any provision of the Code for Senior Officers requires the approval of a majority of the Company's disinterested directors. Unless the SEC rules and regulations otherwise provide, amendments and waivers of any provision of the Code applicable to Senior Officers must be promptly disclosed in accordance with SEC regulations, including an explanation of why the waiver or implicit waiver was granted. Waivers include, among other things, the Company's failure to take action with respect to violations of Code provisions following the Company's receipt of notice of the violation.

Adopted: _____, 2004.

ACKNOWLEDGEMENT

I hereby acknowledge receipt of the Code of Ethics for Senior Financial Officers (the "Code") of J&J Snack Foods Corp. I have read the Code and understand and acknowledge that I may be subject to disciplinary action including, but not limited to suspension, dismissal, or any other action, including legal action, by J&J Snack Foods Corp. in the event of my violation of the Code.

Date: _____

Name

Signature

Title

CODE OF ETHICS FOR SENIOR FINANCIAL OFFICERS REPORTING FORM*

The undersigned hereby certifies that he or she is not aware of any of the following:

1. Any violation of the Code of Ethics for Chief Executive Officer and Senior Financial Officers (the "Code") of J&J Snack Foods Corp. and its subsidiaries (collectively, the "Company") by the undersigned; or
2. Any violation of the Code by Company directors, officers or employees.

Date: _____

Name

Signature

Title

* Violations reported under the Whistle-Blower Policy are not covered by this Form.