

Edgar Filing: BROWN FORMAN CORP - Form 11-K

BROWN FORMAN CORP
Form 11-K
June 25, 2001

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 11-K

FOR ANNUAL REPORTS OF EMPLOYEE STOCK PURCHASE, SAVINGS
AND SIMILAR PLANS PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Mark One)

(X) ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2000

OR

() TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Commission File Number 1-123

- A. Full Title of Plan:
Brown-Forman Corporation Savings Plan
for Collectively Bargained Employees
- B. Name of Issuer of the Securities held Pursuant to the Plan and
the Address of its Principal Executive Office:

Brown-Forman Corporation
850 Dixie Highway
Louisville, Kentucky 40210

Edgar Filing: BROWN FORMAN CORP - Form 11-K

INDEX

	Pages
Report of Independent Accountants	2
Financial Statements:	
Statement of Net Assets Available for Benefits, December 31, 2000 and 1999	3
Statement of Changes in Net Assets Available for Benefits for the years ended December 31, 2000 and 1999	4
Notes to Financial Statements	5-9
Supplemental Schedules:	
Schedule of Assets Held for Investment Purposes at End of Year, December 31, 2000	10
Schedule of Reportable Transactions for the Year Ended December 31, 2000	11
Signatures	12
Consent of Independent Accountants	13

Report of Independent Accountants

To the Employee Benefits Committee
Brown-Forman Corporation

Brown-Forman Corporation Savings Plan
for Collectively Bargained Employees

In our opinion, the accompanying statements of net assets available for benefits and the related statements of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of the Brown-Forman Corporation Savings Plan for Collectively Bargained Employees (the Plan) at December 31, 2000 and 1999, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets held for investment purposes at the end of year and of reportable transactions are presented for the purpose of additional analysis and are not a required part of

Edgar Filing: BROWN FORMAN CORP - Form 11-K

the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PricewaterhouseCoopers LLP
May 3, 2001

2

Brown-Forman Corporation Savings Plan for Collectively Bargained Employees Statements of Net Assets Available for Benefits December 31, 2000 and 1999

	2000			
	Participant Directed	Nonparticipant Directed	Total	Participant Directed
Investments, at fair value:				
Mutual funds	\$ 3,039,317	--	\$ 3,039,317	\$ 2,714,184
Investment contract and money market portfolios	301,252	--	301,252	248,131
Brown-Forman Corporation Class B common stock	16,199	--	16,199	11,202
	3,356,768	--	3,356,768	2,973,517
Employers' contributions receivable	36,112	--	36,112	30,990
Employees' contributions receivable	64,140	--	64,140	58,157
Net assets available for benefits	\$ 3,457,020	--	\$ 3,457,020	\$ 3,062,664

The accompanying notes are an integral part of the financial statements.

3

Brown-Forman Corporation Savings Plan for Collectively Bargained Employees Statement of Changes in Net Assets Available for Benefits For the Years Ended December 31, 2000 and 1999

	2000			
	Participant Directed	Nonparticipant Directed	Total	Participant Directed
Additions:				
Contributions:				
Employer	\$ 132,730	--	\$ 132,730	\$ 120,389
Employee	659,890	--	659,890	585,575

Edgar Filing: BROWN FORMAN CORP - Form 11-K

	792,620	--	792,620	705,964
Interest income	15,441	--	15,441	11,418
Dividend income	21,138	--	21,138	18,235
Net appreciation in fair value	--	--	--	500,885
	-----	-----	-----	-----
Total additions	829,199	--	829,199	1,236,502
	-----	-----	-----	-----
Deductions:				
Withdrawals by participants	139,412	--	139,412	123,465
Net depreciation in fair value	295,431	--	295,431	--
	-----	-----	-----	-----
Total deductions	434,843	--	434,843	123,465
Net increase	394,356	--	394,356	1,113,037
Net assets available for benefits:				
Beginning of year	3,062,664	--	3,062,664	1,949,627
	-----	-----	-----	-----
End of year	\$ 3,457,020	--	\$ 3,457,020	\$ 3,062,664
	=====	=====	=====	=====

The accompanying notes are an integral part of the financial statements.

4

Brown-Forman Corporation Savings Plan for Collectively Bargained Employees Notes to Financial Statements

1. Description of Plan:

The sponsor of the Brown-Forman Corporation Savings Plan for Collectively Bargained Employees (the Plan), Brown-Forman Corporation (the Company), is a diversified producer and marketer of fine quality consumer products in domestic and international markets. The Sponsor's operations include the production, importing, and marketing of wines and distilled spirits and the manufacture and sale of luggage and, through the Lenox, Incorporated division, the manufacture and sale of china, crystal and silver.

The following brief description of the Plan is provided for general information purposes only. Participants should refer to the plan agreement for more complete information.

- a. General: The Plan is a defined contribution plan covering substantially all union hourly employees of the Company at the Louisville Production Operations and/or Early Times Distillery and/or Bluegrass Cooperage Company. An employee becomes eligible to participate in the Plan after the completion of twelve consecutive months of employment, provided the employee works a minimum of 1,000 hours within the twelve-month period. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).
- b. Contributions: Certain employees at the Louisville Production Operations and/or Early Times Distillery may contribute to the Plan an amount of not less than \$10 nor more than \$120 of their weekly compensation (an amount of not less than \$10 nor more than \$150 of

Edgar Filing: BROWN FORMAN CORP - Form 11-K

their weekly compensation effective January 1, 2001). Effective December 4, 2000, those employees who are members of Local Union 89 at the Louisville Production Operations and Early Times Distillery may contribute to the Plan an amount of not less than \$10 nor more than \$150 of their weekly compensation. Employees at the Bluegrass Cooperage Company may contribute to the Plan an amount of not less than 2% nor more than 15% of their annual compensation. Employee contributions are not to exceed the Section 402(g) (of the Internal Revenue Code of 1986) limitation for the calendar year, currently \$10,500 (\$10,000 in 1999). New employees may transfer assets from their former employers' qualified plans to the Plan, but cannot make any further contributions to the Plan until they meet the eligibility requirements to participate in the Plan.

5

For certain employees at the Louisville Production Operations and/or Early Times Distillery, the Company shall contribute quarterly an amount equal to 50% of the participant's elective deferral for deferral amounts up to an average of \$20 per week for each week of said quarter (\$40 per week effective January 1, 2001 and \$50 per week effective December 1, 2003). Effective December 4, 2000, for employees who are members of Local Union 89 at the Louisville Production Operations and Early Times Distillery, the Company shall contribute quarterly an amount equal to 50% of the participant's elective deferral for deferral amounts up to an average of \$40 per week for each week of said quarter (\$50 per week effective December 1, 2003).

For employees at the Bluegrass Cooperage Company, effective from October 1, 1998 to June 30, 1999, the company's matching contribution was equal to 25% of the participant's elective deferral for the first 2% of the participant's annual compensation. Effective July 1, 1999, the Company's matching contribution is equal to 25% of the participant's elective deferral for the first 3% of the participant's annual compensation.

Each participant's account is credited with the participant's contribution and an allocation of (i) the Company's contribution on a quarterly basis, and (ii) plan earnings on a daily basis. Allocations are based on the participants' contributions and compensation as defined in the Plan. The total annual contributions, as defined by the Plan, credited to a participant's account in a plan year may not exceed the lesser of (i) \$30,000, or (ii) 25% of the participant's compensation in the plan year. Additional maximum limits exist if the employee participates in a qualified defined benefit plan maintained by the Company. Forfeited balances of terminated participants' nonvested accounts are used first to reinstate previously forfeited account balances of re-employed participants, if any, and the remaining amounts are used to reduce future company contributions. The forfeited balances totaled \$63 for 2000 and there were no forfeited nonvested accounts for 1999.

Participants can allocate contributions among various investment options in 1% increments. The Plan currently offers ten mutual funds, one investment contract portfolio, and the Brown-Forman Corporation Class B common stock fund as investment options to participants.

- c. Vesting: Participants are immediately vested in their employee contributions plus actual earnings thereon. Vesting in the Company's contribution is 25% per year of continuous service with the Company.

Edgar Filing: BROWN FORMAN CORP - Form 11-K

Participants will become 100% vested in their company contributions account in case of death, normal retirement, or total and permanent disability.

6

- d. **Withdrawals:** Upon termination of service, a participant can elect to transfer his vested interest in the Plan to the qualified plan of his new employer, roll over his funds into an Individual Retirement Account, or receive his vested interest in the Plan in a lump-sum amount or in the form of installment payments over a period of time not to exceed his life expectancy. If the vested account balance is less than \$5,000, a lump-sum distribution will be made. In the event of death, the participant's beneficiary will receive the vested interest in a lump-sum payment. Upon approval of the Employee Benefits Committee, a participant may also withdraw vested interest in the case of financial hardship under guidelines promulgated by the Internal Revenue Service.

The distribution to a terminated participant is based on the market value of his vested interest in the Plan on the valuation date available immediately preceding the date of the benefit payment.

2. Summary of Significant Accounting Policies:

- a. **Basis of Accounting:** The financial statements of the Plan are prepared under the accrual method of accounting. Withdrawals by participants are recorded when paid. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.
- b. **Valuation of Investments:** Investment contract and money market portfolios are valued at cost which approximates fair value. Mutual funds are valued at their net asset value per share as quoted by the National Association of Securities Dealers. The Brown-Forman Corporation Stock Fund is comprised of Brown-Forman Corporation Class B shares, which are valued at the quoted closing market price.

The Plan presents in the accompanying statements of changes in net assets available for benefits the net appreciation or depreciation in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation or depreciation on those investments.

- c. **Management Estimates:** The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of additions to and deductions from net assets during the reporting periods. Actual results could differ from those estimates.

7

3. Investments:

Edgar Filing: BROWN FORMAN CORP - Form 11-K

The Plan's investments are held by a custodian trust company. The following table presents the fair value of investments. Investments that represent 5% or more of the Plan's net assets are separately identified.

	December 31			
	2000		1999	
	Number of Shares, Units or Principal Amount	Fair Value	Number of Shares, Units or Principal Amount	Fair Value
Janus Worldwide Fund	5,014	\$ 285,108	3,538	\$ 285,108
Fidelity Magellan Fund	15,154	1,807,921	12,727	1,807,921
Fidelity Equity-Income Fund	7,257	387,763	5,764	387,763
Fidelity Growth Company Fund	2,503	178,770	1,382	178,770
Fidelity Asset Manager	14,841	249,617	11,314	249,617
Brown-Forman Corporation Class B Common Stock Fund	1,471	16,199	1,177	16,199
Other investments	305,240	431,390	249,999	431,390
		\$ 3,356,768		\$ 3,356,768
		=====		=====

During 2000 and 1999, the Plan's investments, including investments bought, sold, and held during the year, appreciated (depreciated) in value as follows:

	2000	1999
Mutual funds	\$ (297,122)	\$ 502,725
Brown-Forman Corporation Class B common stock	1,691	(1,840)
	\$ (295,431)	\$ 500,885
	=====	=====

4. Tax Status:

The Internal Revenue Service has determined, and informed the Company by a letter dated December 18, 1996, that the Plan and related trust are designed in accordance with the applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Company believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

8

5. Plan Termination:

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to

Edgar Filing: BROWN FORMAN CORP - Form 11-K

terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

6. Related Party Transactions:

Certain administrative costs incurred by the Plan are paid by the Company.

9

Brown-Forman Corporation Savings Plan for Collectively Bargained Employees Plan #016 EIN #61-0143150 Schedule H, Line 4i -- Schedule of Assets Held for Investment Purposes at End of Year December 31, 2000

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Current Value
PBHG Growth Fund	Mutual fund, variable rate and maturity	\$ 78,068
Janus Enterprise Fund	Mutual fund, variable rate and maturity	42,882
Janus Worldwide Fund	Mutual fund, variable rate and maturity	285,108
PIMCO Total Return Fund	Mutual fund, variable rate and maturity	6,372
Fidelity Magellan Fund*	Mutual fund, variable rate and maturity	1,807,921
Fidelity Equity-Income Fund*	Mutual fund, variable rate and maturity	387,763
Fidelity Growth Company Fund*	Mutual fund, variable rate and maturity	178,770
Fidelity Asset Manager*	Mutual fund, variable rate and maturity	249,617
Fidelity Retirement Money Market Portfolio*	Money market portfolio, variable rate and maturity	140,689
Managed Income Portfolio*	Investment contract portfolio, variable rate and maturity	160,563
Spartan U.S. Equity Index Fund*	Mutual fund, variable rate and maturity	2,816
Brown-Forman Corporation*	Class B common stock fund	16,199

		\$ 3,356,768
		=====

*Party-in-interest to the Plan

10

Brown-Forman Corporation Savings Plan for Collectively Bargained Employees Plan #016 EIN #61-0143150 Schedule H, Line 4j -- Schedule of Reportable Transactions For the Year Ended December 31, 2000

Purchase	Selling	Lease	Expense Incurred with	Co
----------	---------	-------	--------------------------	----

Edgar Filing: BROWN FORMAN CORP - Form 11-K

Identity of Party Involved	Description of Asset	Price	Price	Rental	Transaction	A
-----	-----	-----	-----	-----	-----	-----

No reportable transactions.

11

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Brown-Forman Corporation Savings Plan for Collectively Bargained Employees has duly caused this report to be signed by the undersigned thereunto duly authorized.

BROWN-FORMAN CORPORATION SAVINGS PLAN
FOR COLLECTIVELY BARGAINED EMPLOYEES

BY:

/s/ Phoebe A. Wood
Phoebe A. Wood
Executive Vice President and
Chief Financial Officer
(On behalf of the Principal and
as Principal Financial Officer)

June 25, 2001

12

Consent of Independent Accountants

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-74567) of Brown-Forman Corporation of our report dated May 3, 2001 relating to the financial statements and supplemental schedules of the Brown-Forman Corporation Savings Plan for Collectively Bargained Employees as of and for the years ended December 31, 2000 and 1999 which appear in this Form 11-K.

/s/ PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP
Louisville, Kentucky
June 25, 2001

13