

FORTUNE BRANDS INC

Form 11-K

June 29, 2005

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# **SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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## **FORM 11-K**

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### **ANNUAL REPORT**

**Pursuant to Section 15(D) of the  
Securities Exchange Act of 1934**

**For the fiscal year ended December 31, 2004**

**Commission file number 1-9076**

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**Full Title of the Plan:**

# **FUTURE BRANDS LLC RETIREMENT SAVINGS PLAN**

**Name of the issuer of the securities held pursuant to the plan**

**and the address of its principal executive office:**

**FORTUNE BRANDS, INC.**

**300 Tower Parkway**

**Lincolnshire, Illinois 60069**

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**Note:** Other supplemental schedules required by the Employee Retirement Income Security Act that have not been included herein are not applicable to the Future Brands LLC Retirement Savings Plan.

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**Report of Independent Registered Public Accounting Firm**

To Future Brands LLC

In our opinion, the accompanying statements of net assets available for plan benefits and the related statements of changes in net assets available for plan benefits present fairly, in all material respects, the net assets available for plan benefits of the Future Brands LLC Retirement Savings Plan (the Plan ) at December 31, 2004 and 2003, and the changes in net assets available for plan 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 the standards of the Public Company Accounting Oversight Board (United States). Those standards 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 Schedule of Assets (held at end of year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is 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. This supplemental schedule is the responsibility of the Plan s management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Chicago, Illinois

June 27, 2005

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**Future Brands LLC Retirement Savings Plan**

**Statements of Net Assets Available for Plan Benefits**

**As of December 31, 2004 and 2003**

**(dollars in thousands)**

	<u>2004</u>	<u>2003</u>
<b>Assets</b>		
Beneficial interest in Fortune Brands, Inc. Savings Plans Master Trust net assets	\$ 30,878	\$ 26,401
Receivables		
Participant loans	397	520
Company contributions	1,669	1,469
Participant contributions	54	
	<u>          </u>	<u>          </u>
Total receivables	2,120	1,989
	<u>          </u>	<u>          </u>
Net assets available for benefits	\$ 32,998	\$ 28,390
	<u>          </u>	<u>          </u>

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

**Table of Contents****Future Brands LLC Retirement Savings Plan****Statements of Changes in Net Assets Available for Plan Benefits****Years Ended December 31, 2004 and 2003**

(dollars in thousands)

	<u>2004</u>	<u>2003</u>
<b>Additions</b>		
Allocated share of Fortune Brands, Inc. Savings Plans Master Trust investment income	\$ 3,412	\$ 6,226
Interest income	23	25
Company contributions	1,648	1,409
Participant contributions	1,476	1,315
Transfers to the plan (Note 5)	321	2
	<u>6,880</u>	<u>8,977</u>
<b>Deductions</b>		
Benefits paid to participants	2,220	582
Transfer from the plan (Note 5)	52	1,154
	<u>2,272</u>	<u>1,736</u>
<b>Increase in net assets</b>	<u>4,608</u>	<u>7,241</u>
<b>Net assets available for plan benefits, beginning of period</b>	<u>28,390</u>	<u>21,149</u>
<b>Net assets available for plan benefits, end of period</b>	<u>\$ 32,998</u>	<u>\$ 28,390</u>

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

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### **Future Brands LLC Retirement Savings Plan**

#### **Notes to Financial Statements**

#### **December 31, 2004 and 2003**

### **1. Description of Plan**

#### **General**

The Future Brands LLC Retirement Savings Plan (the **Plan**), established effective April 1, 2001 for employees of Future Brands LLC ( **Future** or the **Company** ), is designed to encourage and facilitate systematic savings and investment by eligible employees. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ( **ERISA** ).

The following provides a brief description of the Plan. For a complete description of the Plan, participants should refer to the specific provisions in the Plan document or to the Prospectus/Summary Plan Description, each of which is available from the plan administrator at 510 Lake Cook Road, Deerfield, Illinois 60015-4964.

The financial statements present the net assets available for plan benefits as of December 31, 2004 and 2003, and the changes in net assets available for plan benefits for the years ended December 31, 2004 and 2003. The assets of the Plan are included in a pool of investments known as the Fortune Brands, Inc. Savings Plan Master Trust (the **Master Trust**), along with the assets of the Fortune Brands Hourly Employee Retirement Savings Plan and the Fortune Brands Retirement Savings Plan. The Master Trust investments are administered by The Fidelity Management Trust Company (the **Trustee**).

#### **Contributions**

The Plan is a defined contribution plan. Contributions are held by the Trustee and accumulated in separate participant accounts. Participants may generally make tax deferred contributions under Section 401(k) of the Internal Revenue Code (the **Code**) of up to 50% of eligible compensation, subject to lower limits for highly compensated employees of Future. Participants' annual tax deferred contributions are limited by the Code to \$13,000 and \$12,000 in 2004 and 2003, respectively. In addition, participants over 50 years of age may elect an additional unmatched, pretax catch up contribution which is limited by the IRS Code to \$3,000 in 2004 and \$2,000 in 2003 and limited by the Company to 75% of eligible compensation.

Profit-sharing contributions are made by Future and allocated to its participants in proportion to eligible compensation. Future makes a determination each year as to the amount of its profit-sharing contribution. Future made profit sharing contributions totaling \$1,700,900 and \$1,511,000 for the 2004 and 2003 plan years, respectively. Profit-sharing contributions are subject to certain Plan and statutory limitations.

Participants may direct the investment of their tax deferred contributions, rollover contributions, profit-sharing contributions, if any, and their Plan account balances in the available investment funds.



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Participant account balances are maintained to reflect each participant's beneficial interest in the Plan's funds. Participant account balances are increased by participant and Future contributions (including rollovers from other plans) and decreased by the amount of withdrawals and distributions. Income and losses on Plan assets and certain administrative expenses are allocated to participants' accounts based on the ratio of each participant's account balance invested in an investment fund to the total of all participants' account balances invested in that fund as of the preceding valuation date.

**Table of Contents****Future Brands LLC Retirement Savings Plan****Notes to Financial Statements****December 31, 2004 and 2003****Vesting**

Participants are immediately vested in their own contributions plus earnings thereon. Vesting in the Company's annual profit-sharing contribution plus actual earnings thereon is based on the earliest of the following occurrences: (1) retirement; (2) termination of employment without fault; (3) death; (4) disability; (5) attainment of age 65; or (6) years of service (as summarized in the schedule below):

<u>Number of Full Years of Service</u>	<u>Vesting Percentage</u>
Less than 3	0%
3 but less than 4	20%
4 but less than 5	40%
5 but less than 6	60%
6 but less than 7	80%
7 or more	100%

**Forfeitures**

Company contributions forfeited by nonvested terminated participants are retained by the Plan and used to reduce subsequent Company contributions. If a terminated participant returns to the Plan within a specified period of time (generally 5 years), the participant's previously forfeited amount will be reinstated to the participant's account. Total forfeitures for the year ended December 31, 2004 were \$76,000.

**Loans**

A participant may apply for a loan of at least \$1,000 from the vested portion of the participant's account balance in an amount which does not exceed one-half of the participant's vested balance, provided that the loan also may not exceed \$50,000. Any loans applied for are also reduced by any other loan outstanding under the Plan within the previous twelve months. The term of any loan shall not exceed five years, unless the loan is related to the purchase of the participant's principal residence. No more than one home residence loan and one loan for any other purpose may be outstanding at any one time.

A new loan may not be applied for until 30 days after any prior loan is repaid in full. Each loan bears a rate of interest equal to the prime rate on the last day of the previous quarter at the time the loan is made, as quoted in the Wall Street Journal. Each loan must be collateralized by a portion of the participant's account balance and evidenced by a written obligation payable to the Trustee which is invested in the loan fund. Repayment is made by payroll deduction so that the loan is repaid over the term of the loan in substantially level installments.

**Distributions and Withdrawals**

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Benefits are payable from a participant's account under the Plan provisions, upon a participant's death, retirement or other termination of employment in a lump sum or in installment payments. The Plan also permits withdrawals to be made by participants who have incurred a hardship as defined in the Plan or after attainment of age 59-1/2.

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### **Future Brands LLC Retirement Savings Plan**

#### **Notes to Financial Statements**

##### **December 31, 2004 and 2003**

Distributions and withdrawals to which a participant is entitled are those, subject to certain eligibility and forfeiture provisions, that can be provided by the aggregate of employer and employee contributions and the income thereon (including net realized and unrealized investment gains and losses) allocated to such participant's account. Distributions and withdrawals are recorded when paid.

#### **Other**

Although it has not expressed any intent to do so, Future has the right under the Plan to discontinue contributions at any time and Future, as plan sponsor and administrator, has the right to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in their accounts.

## **2. Summary of Significant Accounting Policies**

### **Basis of Presentation**

The accompanying financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

### **Investment Valuation and Income**

The Master Trust's investments in securities (bonds, debentures, notes and stocks) traded on a national securities exchange are valued at the last reported sale price on the last business day of the year; securities traded in the over-the-counter market are valued at the last reported bid price; and listed securities for which no sale was reported on that date are valued at the mean between the last reported bid and asked prices. Participations in collective trust funds are stated at the Master Trust's beneficial interest in the aggregate fair value of assets held by the fund, as reported by the fund's manager.

Purchases and sales of securities are recorded on a trade-date basis. Gains or losses on sales of securities are based on average cost. Dividend income is recorded on the ex-dividend date. Income from other investments is recorded as earned on an accrual basis.

The ratio of the Plan's assets to the fair value of all assets held in each fund in the Master Trust is used to allocate interest income, dividend income, realized gains (losses) and unrealized appreciation (depreciation) in market value of investments on a monthly basis.

Certain expenses incurred by the Plan are netted against earnings prior to allocation to participant accounts. These include investment manager, trust and recordkeeper expenses.

**Reclassifications**

Certain prior-year amounts have been reclassified to conform with current-year presentation.

**Table of Contents****Future Brands LLC Retirement Savings Plan****Notes to Financial Statements****December 31, 2004 and 2003****3. Reconciliation of Financial Statements to Form 5500**

The following is a reconciliation of net assets available for Plan benefits as stated in the financial statements to Form 5500 at December 31, 2004 and 2003 (in thousands):

	<u>2004</u>	<u>2003</u>
Net assets available for Plan benefits as stated in the accompanying financial statements	\$ 32,998	\$ 28,390
Less: Amounts allocated to withdrawing participants	255	790
	<u>          </u>	<u>          </u>
Net assets available for Plan benefits as stated in Form 5500	<u>\$ 32,743</u>	<u>\$ 27,600</u>

The following is a reconciliation of benefits paid to participants as stated in the financial statements to the Form 5500 at December 31, 2004 and 2003 (in thousands):

	<u>2004</u>	<u>2003</u>
Benefits paid to participants as stated in the accompanying financial statements	\$ 2,220	\$ 582
Add: Amounts payable to terminated employees and Plan participants who have retired or terminated employment but elected to have their assets remain in the Plan as of current year end	255	790
Less: Amounts allocated to withdrawing participants as of prior year end	790	
	<u>          </u>	<u>          </u>
Benefits paid to participants as stated in Form 5500	<u>\$ 1,685</u>	<u>\$ 1,372</u>

**4. Plan Amendments**

The Plan was amended effective January 1, 2004 so that a participant's elective deferrals under the Plan, including catch-up contributions, cannot exceed 75% of compensation.

The Plan was amended effective January 1, 2004 to incorporate the provisions of the Loan Policy adopted by Future.

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The Plan was amended effective January 1, 2004 to provide for an automatic plan-to-plan transfer when a participant's participation transferred between the Plan and another plan in the Master Trust.

### **5. Transfers to and from the Plan**

Transfers relate to transactions in the ordinary course of business between the Plan, the Fortune Brands Retirement Savings Plan, and the Fortune Brands Hourly Employee Retirement Savings Plan and occur due to participant employment transfers between companies.

### **6. Assets Held in Master Trust**

The investments of the Master Trust are maintained under a trust agreement with the Trustee. The Plan had a beneficial interest of approximately 4.01% and 4.06% in the Master Trust's net assets at December 31, 2004 and 2003, respectively.

**Table of Contents****Future Brands LLC Retirement Savings Plan****Notes to Financial Statements****December 31, 2004 and 2003**

Master Trust assets at December 31, 2004 and 2003 are as follows (in thousands):

	<u>2004</u>	<u>2003</u>
Interest and dividends receivable	\$ 128	\$ 105
Common stock – corporate		
Fortune Brands, Inc. common stock	79,823	72,252
Other common stock	10,529	8,000
Registered investment companies	631,678	518,700
Interest bearing cash	47,688	52,413
	<u>769,846</u>	<u>651,470</u>
Administrative expenses payable	(332)	(599)
	<u>\$ 769,514</u>	<u>\$ 650,871</u>

The net appreciation in fair value of investments, interest income, dividend income and administrative expenses related to the Master Trust for the years ended December 31, 2004 and 2003 is as follows (in thousands):

	<u>2004</u>	<u>2003</u>
Net appreciation in fair value		
Common stock – corporate		
Fortune Brands, Inc. common stock	\$ 5,966	\$ 25,444
Other common stock	3,231	18,268
U. S. Government securities		(144)
Corporate debt instruments		104
Registered investment companies	66,565	82,260
	<u>75,762</u>	<u>125,932</u>
Net appreciation in fair value of investments in the Master Trust		
Interest income	557	1,080
Dividend income	1,692	2,392
Administrative expenses	(149)	(1,600)
	<u>\$ 77,862</u>	<u>\$ 127,804</u>



**7. Risks and Uncertainties**

The Plan provides for various investment options in any combination of stocks, bonds, fixed income securities, mutual funds and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in market value could materially affect participants' account balances and the amounts reported in the statement of net assets available for plan benefits and the statement of changes in net assets available for plan benefits.

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**Future Brands LLC Retirement Savings Plan**

**Notes to Financial Statements**

**December 31, 2004 and 2003**

**8. Use of Estimates**

The preparation of the Plan's financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect the reported amounts of net assets available for plan benefits at the date of the financial statements and the changes in net assets available for plan benefits during the reporting period and, when applicable, the disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

**9. Credit Risks**

The Master Trust invests primarily in equity and fixed income funds. The fund managers invest in a large number of corporations, industries and other instruments in an attempt to limit exposure to significant loss. The funds maintain a diverse portfolio of common stock across various industry groups and a broad range of debt securities in terms of maturity and industry groups in order to maintain diversity in Master Trust investments. The Plan, however, is subject to risk of loss up to its proportionate share of such assets in the Master Trust.

**10. Tax Status**

The Internal Revenue Service ( IRS ) issued a determination letter dated October 24, 2001 to Future stating that the Plan meets the requirements of Section 401(a) of the Code and that the Trust is exempt from federal income taxes under Section 501(a) of the Code. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is currently designed and operated in compliance with the applicable requirements of the Code. Generally, distributions and withdrawals under the Plan are taxable to Participants or their beneficiaries in accordance with Section 402 of the Code.

**11. Related-Party Transactions**

Certain Plan investments are shares of mutual funds managed by The Fidelity Management Trust Company. The Fidelity Management Trust Company is the trustee as defined by the Plan and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management and recordkeeping services amounted to \$1,000 and \$63,000 for the years ended December 31, 2004 and 2003. In addition, fees payable to the trustee as of December 31, 2004 and 2003 were \$50 and \$6,000, respectively.

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**SUPPLEMENTAL SCHEDULE**

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**Future Brands LLC Retirement Savings Plan**

**Schedule H, Line 4i Schedule of Assets (Held at End of Year)**

**December 31, 2004**

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment	Schedule I (e) Current Value
	Investment in the Fortune Brands, Inc.		
	Savings Plans Master Trust net assets		\$ 30,878
*	Loans to participants	Interest rates ranging from 4% to 9.5%	397,000
			<u>\$ 427,878</u>

\* Indicates a party in interest to the Plan.

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**SIGNATURE**

*The Plan.* Pursuant to the requirements of the Securities Exchange Act of 1934, Future Brands LLC has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

FUTURE BRANDS LLC RETIREMENT SAVINGS  
PLAN

By: /s/ Michael P. Donohue

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Michael P. Donohue  
President and Chief Executive Officer  
Future Brands LLC

Date: June 29, 2005