

FORTUNE BRANDS INC
Form 10-Q
May 07, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2010

OR

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number 1-9076

FORTUNE BRANDS, INC.

(Exact name of Registrant as specified in its charter)

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DELAWARE
(State or other jurisdiction of
incorporation or organization)

13-3295276
(I.R.S. Employer
Identification No.)

520 Lake Cook Road, Deerfield, Illinois
(Address of principal executive offices)

60015-5611
(Zip Code)

Registrant's telephone number, including area code: (847) 484-4400

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. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act). Large accelerated filer Accelerated filer Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding of the registrant's common stock, par value \$3.125 per share, at April 30, 2010 was 152,323,573.

PART I. FINANCIAL INFORMATION
Item 1. FINANCIAL STATEMENTS.**FORTUNE BRANDS, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEET**

(in millions)

| | March 31, 2010 (Unaudited) | December 31, 2009 |
|---|---|----------------------------------|
| Assets | | |
| Current assets | | |
| Cash and cash equivalents | \$ 289.7 | \$ 417.2 |
| Accounts receivable, net | 942.6 | 949.0 |
| Inventories | | |
| Maturing spirits | 1,240.2 | 1,243.0 |
| Other raw materials, supplies and work in process | 316.8 | 322.7 |
| Finished products | 495.7 | 450.9 |
| | 2,052.7 | 2,016.6 |
| Other current assets | 498.6 | 488.9 |
| Total current assets | 3,783.6 | 3,871.7 |
| Property, plant and equipment | 3,107.3 | 3,059.6 |
| Less: accumulated depreciation | 1,657.9 | 1,591.7 |
| Property, plant and equipment, net | 1,449.4 | 1,467.9 |
| Goodwill resulting from business acquisitions | 3,593.0 | 3,576.5 |
| Other intangible assets resulting from business acquisitions, net | 3,169.1 | 3,188.4 |
| Other assets | 235.8 | 266.1 |
| Total assets | \$ 12,230.9 | \$ 12,370.6 |

See notes to condensed consolidated financial statements.

FORTUNE BRANDS, INC. AND SUBSIDIARIES**CONDENSED CONSOLIDATED BALANCE SHEET**

(in millions, except per share amounts)

| | March 31, 2010 (Unaudited) | December 31, 2009 |
|---|---|------------------------------|
| Liabilities and equity | | |
| Current liabilities | | |
| Notes payable to banks | \$ 56.6 | \$ 51.3 |
| Current portion of long-term debt | 750.0 | |
| Accounts payable | 465.6 | 468.5 |
| Other current liabilities | 782.0 | 943.8 |
| Total current liabilities | 2,054.2 | 1,463.6 |
| Long-term debt | 3,630.8 | 4,413.3 |
| Deferred income taxes | 660.1 | 642.9 |
| Accrued pension and postretirement benefits | 359.0 | 451.3 |
| Other non-current liabilities | 287.5 | 293.8 |
| Total liabilities | 6,991.6 | 7,264.9 |
| Equity | | |
| Fortune Brands stockholders' equity | | |
| \$2.67 Convertible Preferred stock - redeemable at Company's option | 5.2 | 5.2 |
| Common stock, par value \$3.125 per share, 234.9 shares issued | 734.0 | 734.0 |
| Paid-in capital | 777.5 | 755.6 |
| Accumulated other comprehensive loss | (215.8) | (211.8) |
| Retained earnings | 7,175.6 | 7,135.4 |
| Treasury stock, at cost | (3,252.0) | (3,326.0) |
| Total Fortune Brands stockholders' equity | 5,224.5 | 5,092.4 |
| Noncontrolling interests | 14.8 | 13.3 |
| Total equity | 5,239.3 | 5,105.7 |
| Total liabilities and equity | \$ 12,230.9 | \$ 12,370.6 |

See notes to condensed consolidated financial statements.

FORTUNE BRANDS, INC. AND SUBSIDIARIES**CONDENSED CONSOLIDATED STATEMENT OF INCOME****For the Three Months Ended March 31, 2010 and 2009**

(in millions, except per share amounts)

(Unaudited)

| | 2010 | 2009 |
|--|-------------|-------------|
| Net sales | \$ 1,625.1 | \$ 1,438.9 |
| Cost of products sold | 839.9 | 786.9 |
| Excise taxes on spirits | 126.4 | 101.1 |
| Advertising, selling, general and administrative expenses | 492.9 | 445.6 |
| Amortization of intangible assets | 8.4 | 8.3 |
| Restructuring charges | 1.1 | 36.5 |
| Operating income | 156.4 | 60.5 |
| Interest expense | 55.2 | 52.5 |
| Other (income) expense, net | (2.0) | 4.5 |
| Income before income taxes | 103.2 | 3.5 |
| Income taxes | 28.8 | (5.4) |
| Net income | 74.4 | 8.9 |
| Less: Noncontrolling interests | 2.2 | 1.5 |
| Net income attributable to Fortune Brands | \$ 72.2 | \$ 7.4 |
| Earnings per common share attributable to Fortune Brands common shareholders | | |
| Basic | \$ 0.48 | \$ 0.05 |
| Diluted | \$ 0.47 | \$ 0.05 |
| Dividends paid per common share | \$ 0.19 | \$ 0.44 |
| Average number of common shares outstanding | | |
| Basic | 151.6 | 150.1 |
| Diluted | 153.2 | 151.4 |

See notes to condensed consolidated financial statements.

FORTUNE BRANDS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the Three Months Ended March 31, 2010 and 2009

(in millions)

(Unaudited)

| | 2010 | 2009 |
|--|------------|----------|
| Operating activities | | |
| Net income | \$ 74.4 | \$ 8.9 |
| Non-cash pre-tax expense (income): | | |
| Restructuring charges | 0.1 | 5.1 |
| Depreciation | 50.3 | 65.1 |
| Amortization | 9.1 | 9.0 |
| Stock-based compensation | 15.8 | 12.2 |
| Deferred income taxes | 26.2 | (6.1) |
| Changes in assets and liabilities: | | |
| (Increase) decrease in accounts receivable | (28.3) | 58.9 |
| Increase in inventories | (65.5) | (28.1) |
| Increase (decrease) in accounts payable | 0.9 | (32.5) |
| Decrease in accrued expenses and other liabilities | (206.8) | (169.6) |
| Increase (decrease) in accrued taxes | 6.9 | (19.5) |
| Other operating activities, net | 44.9 | (5.9) |
| Net cash used by operating activities | (72.0) | (102.5) |
| Investing activities | | |
| Capital expenditures | (32.0) | (27.0) |
| Proceeds from the disposition of assets | 0.6 | 0.7 |
| Loans to affiliates | 7.6 | (29.0) |
| Net cash used by investing activities | (23.8) | (55.3) |
| Financing activities | | |
| Increase (decrease) in short-term debt | 9.4 | (1.0) |
| Issuance of long-term debt | | 688.0 |
| Repayment of long-term debt | (7.1) | (394.8) |
| Dividends to stockholders | (29.0) | (66.2) |
| Proceeds received from exercise of stock options | 7.8 | 1.5 |
| Tax benefit on exercise of stock options | 1.5 | 0.1 |
| Other financing, net | (7.4) | |
| Net cash (used) provided by financing activities | (24.8) | 227.6 |
| Effect of foreign exchange rate changes on cash | (6.9) | 7.0 |
| Net (decrease) increase in cash and cash equivalents | \$ (127.5) | \$ 76.8 |
| Cash and cash equivalents at beginning of period | \$ 417.2 | \$ 163.3 |

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Cash and cash equivalents at end of period

\$ 289.7 \$ 240.1

See notes to condensed consolidated financial statements.

FORTUNE BRANDS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS EQUITY

For the Three Months Ended March 31, 2010 and 2009

(in millions, except per share amounts)

(Unaudited)

| | Fortune Brands, Inc. Stockholders Equity | | | | | | | Total |
|--|--|--------------|-----------------|---------------------|-------------------|-------------------------|--------------------------|------------|
| | Convertible Preferred Stock | Common Stock | Paid-in Capital | AOCI ⁽¹⁾ | Retained Earnings | Treasury Stock, At Cost | Non-controlling Interest | |
| Balance at December 31, 2008 | \$ 5.5 | \$ 734.0 | \$ 716.4 | \$ (478.4) | \$ 7,046.2 | \$ (3,337.7) | \$ 13.6 | \$ 4,699.6 |
| Comprehensive income | | | | | | | | |
| Net income | | | | | 7.4 | | 1.5 | 8.9 |
| Translation adjustments | | | | (110.6) | | | | (110.6) |
| Derivative instruments | | | | (10.8) | | | | (10.8) |
| Pension and postretirement benefit adjustments | | | | 1.6 | | | | 1.6 |
| Total comprehensive income | | | | (119.8) | 7.4 | | 1.5 | (110.9) |
| Dividends paid to noncontrolling interests | | | | | | | (1.0) | (1.0) |
| Dividends (\$0.44 per Common share and \$0.6675 per Preferred share) | | | | | (66.2) | | | (66.2) |
| Stock-based compensation | | | 12.1 | | (0.4) | 1.9 | | 13.6 |
| Tax benefit on exercise of stock options | | | 0.4 | | | | | 0.4 |
| Conversion of preferred stock (<0.1 shares) | (0.1) | | (0.1) | | | 0.2 | | 0.0 |
| Balance at March 31, 2009 | \$ 5.4 | \$ 734.0 | \$ 728.8 | \$ (598.2) | \$ 6,987.0 | \$ (3,335.6) | \$ 14.1 | \$ 4,535.5 |
| Balance at December 31, 2009 | \$ 5.2 | \$ 734.0 | \$ 755.6 | \$ (211.8) | \$ 7,135.4 | \$ (3,326.0) | \$ 13.3 | \$ 5,105.7 |
| Comprehensive income | | | | | | | | |
| Net income | | | | | 72.2 | | 2.2 | 74.4 |
| Translation adjustments | | | | (16.6) | | | | (16.6) |
| Derivative instruments | | | | 10.1 | | | | 10.1 |
| Pension and postretirement benefit adjustments | | | | 2.5 | | | | 2.5 |
| Total comprehensive income | | | | (4.0) | 72.2 | | 2.2 | 70.4 |
| Dividends paid to noncontrolling interests | | | | | | | (0.7) | (0.7) |
| Dividends (\$0.19 per Common share and \$0.6675 per Preferred share) | | | | | (29.0) | | | (29.0) |
| Shares issued from treasury stock for benefit plans | | | 6.4 | | | 61.5 | | 67.9 |
| Stock-based compensation | | | 14.4 | | (3.0) | 12.2 | | 23.6 |
| Tax benefit on exercise of stock options | | | 1.4 | | | | | 1.4 |
| Conversion of preferred stock (0.2 shares) | | | (0.3) | | | 0.3 | | 0.0 |
| Balance at March 31, 2010 | \$ 5.2 | \$ 734.0 | \$ 777.5 | \$ (215.8) | \$ 7,175.6 | \$ (3,252.0) | \$ 14.8 | \$ 5,239.3 |

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- (1) Accumulated other comprehensive income (loss)
See notes to condensed consolidated financial statements.

FORTUNE BRANDS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Presentation and Principles of Consolidation

References to we, our, us, Fortune Brands and the Company refer to Fortune Brands, Inc. and its consolidated subsidiaries as a whole, unless context otherwise requires.

The condensed consolidated balance sheet as of March 31, 2010, the related condensed consolidated statements of income for the three-month periods ended March 31, 2010 and 2009 and the related condensed consolidated statements of cash flows and stockholders' equity for the three-month periods ended March 31, 2010 and 2009 are unaudited. In the opinion of management, all adjustments necessary for a fair statement of the financial statements have been included. Interim results may not be indicative of results for a full year.

The condensed consolidated financial statements and notes are presented as permitted by Form 10-Q and do not contain certain information included in our annual consolidated financial statements and notes. The year-end condensed consolidated balance sheet was derived from the audited financial statements, but does not include all disclosures required by generally accepted accounting principles (GAAP). This Form 10-Q should be read in conjunction with the consolidated financial statements and notes included in our Annual Report on Form 10-K for the year ended December 31, 2009.

2. Recently Issued Accounting Standards

Consolidation of Variable Interest Entities

In June 2009, the Financial Accounting Standards Board (FASB) amended the existing authoritative guidance on variable interest entities ((Accounting Standards Codification) ASC 810). This new authoritative guidance a) includes a new approach for determining when a variable interest entity (VIE) should be consolidated and b) changes when it is necessary to reassess who should consolidate a VIE. The new approach requires an enterprise to qualitatively assess the determination of the primary beneficiary (consolidator). The amendment is effective for interim and annual reporting periods beginning after November 15, 2009 (calendar year 2010 for Fortune Brands). Adoption of this standard did not have an impact on our financial statements and disclosures.

Revenue Arrangements with Multiple Deliverables

In October 2009, the FASB issued Accounting Standards Update 2009-13, Multiple-Deliverable Revenue Arrangements a consensus of the FASB Emerging Issues Task Force. This guidance allows entities to allocate consideration in multiple deliverable arrangements in a manner that reflects a transaction's economics. The guidance requires expanded disclosure. It is effective for fiscal years beginning on or after June 15, 2010 (calendar year 2011 for Fortune Brands) and can be applied either prospectively or retrospectively. We do not believe that adoption of this standard will have a material impact on our financial statements and disclosures.

FORTUNE BRANDS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**3. Acquisition**

In April 2009, we paid 49.9 million (approximately \$66.2 million, net of cash acquired) to purchase 100% interests in seven subsidiaries of Maxxium Worldwide B.V. (Maxxium), our former spirits international sales and distribution joint venture, that were previously 50% owned equity investments. These acquisitions were accounted for using the purchase method in accordance with authoritative guidance on business combinations (ASC 805). In addition, we paid 30.9 million (approximately \$41.7 million) to acquire 50% ownership in five alliance joint venture entities with The Edrington Group (TEG), our Maxxium joint venture partner. These entities are accounted for under the equity method.

4. Goodwill and Other Identifiable Intangible Assets

We had goodwill of \$3,593.0 million as of March 31, 2010. The change in the net carrying amount of goodwill by segment was as follows:

| (in millions) | Spirits | Home and Security | Golf | Total goodwill |
|-------------------------------------|------------|-------------------|---------|----------------|
| <u>Balance at December 31, 2009</u> | | | | |
| Goodwill | \$ 2,112.0 | \$ 1,904.0 | \$ 11.8 | \$ 4,027.8 |
| Accumulated impairment losses | | (451.3) | | (451.3) |
| Total goodwill, net | \$ 2,112.0 | \$ 1,452.7 | \$ 11.8 | \$ 3,576.5 |
| <u>Year-to-date activity</u> | | | | |
| Translation adjustments | 7.3 | 0.9 | | 8.2 |
| Acquisition-related adjustments | 8.3 | | | 8.3 |
| <u>Balance at March 31, 2010</u> | | | | |
| Goodwill | \$ 2,127.6 | \$ 1,904.9 | \$ 11.8 | \$ 4,044.3 |
| Accumulated impairment losses | | (451.3) | | (451.3) |
| Total goodwill, net | \$ 2,127.6 | \$ 1,453.6 | \$ 11.8 | \$ 3,593.0 |

FORTUNE BRANDS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

4. Goodwill and Other Identifiable Intangible Assets (Continued)

We also had indefinite-lived intangible assets, principally tradenames, of \$2,622.8 million and \$2,623.1 million as of March 31, 2010 and December 31, 2009, respectively. The decrease of \$0.3 million was due to changes in foreign currency translation adjustments.

Amortizable identifiable intangible assets, principally tradenames, are subject to amortization over their estimated useful life, 5 to 30 years, based on the assessment of a number of factors that may impact useful life. These factors include historical and tradename performance with respect to consumer name recognition, geographic market presence, market share, plans for ongoing tradename support and promotion, financial results and other relevant factors. The gross carrying value and accumulated amortization of amortizable intangible assets were \$921.7 million and \$375.4 million, respectively, as of March 31, 2010, compared to \$932.1 million and \$366.8 million, respectively, as of December 31, 2009. The gross carrying value decrease of \$10.4 million was due to changes in foreign currency translation adjustments.

The gross carrying value and accumulated amortization by class of intangible assets as of March 31, 2010 and December 31, 2009 were as follows:

| (in millions) | As of March 31, 2010 | | | As of December 31, 2009 | | |
|--|------------------------|--------------------------|----------------|-------------------------|--------------------------|----------------|
| | Gross Carrying Amounts | Accumulated Amortization | Net Book Value | Gross Carrying Amounts | Accumulated Amortization | Net Book Value |
| Indefinite-lived tradenames | \$ 2,694.8 | \$ (72.0) ⁽¹⁾ | \$ 2,622.8 | \$ 2,695.1 | (72.0) ⁽¹⁾ | \$ 2,623.1 |
| Amortizable intangible assets | | | | | | |
| Trade names | 561.2 | (183.0) | 378.2 | 572.3 | (179.8) | 392.5 |
| Customer and contractual relationships | 274.7 | (144.9) | 129.8 | 274.0 | (140.9) | 133.1 |
| Patents/proprietary technology | 40.5 | (31.6) | 8.9 | 40.5 | (31.0) | 9.5 |
| Licenses and other | 45.3 | (15.9) | 29.4 | 45.3 | (15.1) | 30.2 |
| Total | 921.7 | (375.4) | 546.3 | 932.1 | (366.8) | 565.3 |
| Total identifiable intangibles | \$ 3,616.5 | \$ (447.4) | \$ 3,169.1 | \$ 3,627.2 | \$ (438.8) | \$ 3,188.4 |

⁽¹⁾ Accumulated amortization prior to the adoption of revised authoritative guidance on goodwill and other intangibles assets (ASC 350).

Indefinite-lived tradenames as of March 31, 2010 were comprised of \$1,891.8 million in the Spirits segment, \$664.3 million in the Home and Security segment and \$66.7 million in the Golf segment.

The Company cannot predict the occurrence of certain events that might adversely affect the carrying value of goodwill and other intangible assets. Such events may include, but are not limited to, the impact of the economic environment; a material negative change in relationships with significant customers; or strategic decisions made in response to economic and competitive conditions.

FORTUNE BRANDS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**5. Income Taxes**

The effective income tax rates for the three months ended March 31, 2010 and 2009 were 27.9% and (154.3%), respectively. The effective tax rate in 2010 was unfavorably impacted by \$2.2 million due to the reduction of tax benefits associated with a change in the tax law related to Medicare Part D subsidies. The effective tax rate was favorably impacted by a higher proportion of foreign income in 2010, which is taxed at a lower rate relative to domestic income. The negative effective tax rate in 2009 was primarily due to higher tax benefits from restructuring and other charges relative to lower taxed income before these charges.

It is reasonably possible that, within the next 12 months, total unrecognized tax benefits may decrease in the range of \$80 to \$135 million primarily as a result of the conclusion of U.S. federal, state and foreign income tax proceedings.

6. Information on Business Segments

Net sales and operating income (loss) for the three months ended March 31, 2010 and 2009 by segment were as follows:

| (in millions) | Three Months Ended March 31, | | % Change vs. Prior Year |
|--------------------------------|------------------------------|------------|-------------------------------|
| | 2010 | 2009 | |
| <u>Net Sales</u> | | | |
| Spirits | \$ 573.1 | \$ 486.3 | 17.8% |
| Home and Security | 698.4 | 605.6 | 15.3 |
| Golf | 353.6 | 347.0 | 1.9 |
| Net Sales | \$ 1,625.1 | \$ 1,438.9 | 12.9% |
| <u>Operating Income (Loss)</u> | | | |
| Spirits | \$ 115.1 | \$ 128.6 | (10.5)% |
| Home and Security | 22.4 | (54.9) | 140.8 |
| Golf | 44.4 | 9.0 | |
| Corporate expenses | (25.5) | (22.2) | (14.9) |
| Operating Income | \$ 156.4 | \$ 60.5 | 158.5% |

FORTUNE BRANDS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**7. Earnings Per Share**

The computation of basic and diluted earnings per common share (EPS) is as follows:

| (in millions, except for per share amounts) | Three Months Ended | |
|--|--------------------|---------|
| | March 31, | |
| | 2010 | 2009 |
| Net income attributable to Fortune Brands | \$ 72.2 | \$ 7.4 |
| Less: Preferred stock dividends | 0.1 | 0.1 |
| Income attributable to Fortune Brands common stockholders basic | 72.1 | 7.3 |
| Convertible Preferred stock dividends | 0.1 | 0.1 |
| Income attributable to Fortune Brands common stockholders diluted | \$ 72.2 | \$ 7.4 |
| Weighted average number of common shares outstanding basic | 151.6 | 150.1 |
| Conversion of Convertible Preferred stock | 1.1 | 1.2 |
| Exercise of share-based awards | 0.5 | 0.1 |
| Weighted average number of common shares outstanding diluted | 153.2 | 151.4 |
| Antidilutive stock-based awards excluded from weighted average number of common shares outstanding for diluted EPS | 17.2 | 15.6 |
| Earnings per common share attributable to Fortune Brands common shareholders | | |
| Basic | \$ 0.48 | \$ 0.05 |
| Diluted | \$ 0.47 | \$ 0.05 |

FORTUNE BRANDS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**8. Pension and Other Retiree Benefits**

The components of net periodic benefit cost for pension and postretirement benefits for the three months ended March 31, 2010 and 2009 were as follows:

| (in millions) | Three Months Ended March 31, | | | |
|---|------------------------------|----------------|-------------------------|---------------|
| | Pension Benefits | | Postretirement Benefits | |
| | 2010 | 2009 | 2010 | 2009 |
| Service cost | \$ 7.6 | \$ 8.0 | \$ 0.6 | \$ 0.7 |
| Interest cost | 16.1 | 15.8 | 1.8 | 2.4 |
| Expected return on plan assets | (20.3) | (19.0) | | |
| Amortization of prior service cost (credit) | 0.6 | 0.6 | (0.9) | (0.3) |
| Amortization of net losses | 5.6 | 3.7 | | 0.1 |
| Termination benefit and curtailment losses | 0.1 | 1.2 | | |
| Net periodic benefit cost | \$ 9.7 | \$ 10.3 | \$ 1.5 | \$ 2.9 |

Curtailment losses in 2009 related to the downsizing or closure of facilities in the Home and Security business.

On February 3, 2010, we made a voluntary contribution to our U.S. defined benefit pension plans of 1.56 million shares of our common stock, held as treasury stock, with a fair value of \$67.9 million.

9. Debt and Financing Arrangements

On February 3, 2010, we executed a \$750 million, 3-year committed revolving credit agreement to be used for general corporate purposes. As of March 31, 2010, this facility had no balance outstanding. This credit facility replaced our prior \$2.0 billion, 5-year committed revolving credit agreement. The interest rates under this credit facility are variable based on LIBOR at the time of the borrowing and the Company's long-term credit rating. The credit facility includes a minimum Consolidated Interest Coverage Ratio requirement of 3.0 to 1.0 through 2011 and 3.5 to 1.0 in 2012. The Consolidated Interest Coverage Ratio is defined as the ratio of adjusted EBITDA to Consolidated Interest Expense. Adjusted EBITDA is defined as consolidated net income before interest expense, income taxes, and depreciation and amortization of intangible assets, as well as noncash restructuring and nonrecurring charges, losses from asset impairments, and gains or losses resulting from the sale of assets not in the ordinary course of business. Consolidated Interest Expense is as disclosed in the financial statements. The credit facility also includes a maximum debt to total capital ratio of 0.55 to 1.0. Total capital is defined as debt plus equity and deferred taxes less any future impairment charges. No other debt instruments include financial ratio covenants.

FORTUNE BRANDS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

10. Financial Instruments

Derivative financial instruments are either foreign exchange contracts recorded at fair value to hedge currency fluctuations for transactions denominated in foreign currencies, interest rate swaps or commodity swaps of forecasted commodity purchases. Deferred compensation programs assets and liabilities are for programs where select employees can defer compensation until death, disability or other termination of employment.

We do not enter into financial instruments for trading or speculative purposes. Financial instruments are principally used to reduce the impact of changes in foreign currency exchange rates, interest rates and commodities used as raw materials in our products. The principal derivative financial instruments we enter into on a routine basis are foreign exchange contracts. In addition, from time to time, we enter into interest rate swaps and commodity swaps.

We have entered into fixed to floating interest rate swaps with an aggregate notional principal amount of \$900 million. These swap agreements hedge changes in the fair value of a portion of our existing fixed rate debt that result from changes in a benchmark interest rate (U.S. LIBOR). The swap agreements were designated and classified as fair value hedges in accordance with the authoritative guidance on derivatives and hedging (ASC 815). The unrealized gain on interest rate swap contracts and the offsetting unrealized loss on the related debt was \$11.0 million in the three months ended March 31, 2010.

We enter into foreign exchange contracts primarily to hedge forecasted sales and purchases denominated in select foreign currencies, thereby limiting currency risk that would otherwise result from changes in exchange rates. The periods of the foreign exchange contracts correspond to the periods of the forecasted transactions, which generally do not exceed 12 to 15 months subsequent to the latest balance sheet date. We also enter into foreign exchange contracts to hedge our risk to changes in the fair value of recognized foreign currency denominated assets and liabilities and to hedge a portion of our net investments in certain foreign subsidiaries. The effective portions of cash flow hedges are reported in other comprehensive income and are recognized in the statement of income when the hedged item affects earnings. The ineffective portion of all hedges is recognized in current period earnings. In addition, changes in fair value of all economic hedge transactions are immediately recognized in current period earnings. Our primary foreign currency hedge contracts pertain to the U.S. dollar, the Canadian dollar, the Euro and the Australian dollar. The gross U.S. dollar equivalent notional amount of all foreign currency derivative hedges outstanding at March 31, 2010 was \$519.7 million.

We enter into commodity swaps to manage the price risk associated with forecasted purchase of materials used in our operations. We account for these commodity derivatives as economic hedges or cash flow hedges. Changes in the fair value of economic hedges are recorded directly into current period earnings. There were no material commodity contracts outstanding as of March 31, 2010.

The counterparties to derivative contracts are major financial institutions. We are subject to credit risk on these contracts equal to the fair value of these instruments. Management currently believes that the risk of incurring material losses is unlikely and that the losses, if any, would be immaterial.

FORTUNE BRANDS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

10. Financial Instruments (Continued)

The fair values of foreign exchange derivative instruments on the condensed consolidated balance sheet as of March 31, 2010 and December 31, 2009 were:

| (in millions) | Balance Sheet Location | Fair Value | |
|----------------------------|-------------------------------|-------------------|-------------------------|
| | | March 31, 2010 | December 31, 2009 |
| Foreign exchange contracts | Other current assets | \$ 8.4 | \$ 6.6 |
| Commodity contracts | Other current assets | 1.3 | 1.0 |
| Interest rate contracts | Other non-current assets | 19.1 | 12.3 |
| Foreign exchange contracts | Other current liabilities | 12.6 | 18.6 |
| Interest rate contracts | Other non-current liabilities | | 3.6 |

The effects of derivative financial instruments on the statement of income and other comprehensive income (OCI) for the three months ended March 31, 2010 and 2009 were:

| (in millions) | Recognized in OCI (Effective Portion) | | Gain (Loss) | | |
|----------------|---|---------------|--|-----------------|----------------|
| | 2010 | 2009 | Recognized in Income Location of Gain (Loss) | | |
| Type of hedge | 2010 | 2009 | Recognized in Income | 2010 | 2009 |
| Cash flow | \$ 0.4 | \$ 4.1 | | | |
| | | | Net sales | \$ (6.9) | \$ 6.4 |
| | | | Cost of products sold | (1.4) | 6.9 |
| Fair value | | | Interest expense | 5.0 | |
| | | | Other expense, net | (1.4) | |
| Net investment | 0.4 | 0.3 | | | |
| Total | \$ 0.8 | \$ 4.4 | | \$ (4.7) | \$ 13.3 |

In the three months ended March 31, 2010 and 2009, the ineffective portion of cash flow hedges recognized in other (income) expense, net, was insignificant. The Company has designated certain foreign currency denominated nonderivative financial instruments as hedges of the currency exposure of net investments in foreign operations in accordance with authoritative guidance on foreign currency translation (ASC 830) and derivatives and hedging (ASC 815).

FORTUNE BRANDS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**11. Fair Value Measurements**

Assets and liabilities measured at fair value on a recurring basis as of March 31, 2010 and December 31, 2009 were as follows:

| (in millions) | Fair Value Using Significant Other Observable Inputs (Level 2) | |
|---|---|-------------------------|
| | March 31, 2010 | December 31, 2009 |
| Assets | | |
| Derivative financial instruments | \$ 28.8 | \$ 19.9 |
| Deferred compensation program assets | 19.6 | 47.1 |
| Total assets | \$ 48.4 | \$ 67.0 |
| Liabilities | | |
| Derivative financial instruments | \$ 12.6 | \$ 22.2 |
| Deferred compensation program liabilities | 19.6 | 47.1 |
| Total liabilities | \$ 32.2 | \$ 69.3 |

Authoritative guidance on fair value measurement (ASC 820), establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three levels. Level 1 inputs, the highest priority, are quoted prices in active markets for identical assets or liabilities. Level 2 inputs reflect other than quoted prices included in Level 1 that are either observable directly or through corroboration with observable market data. Level 3 inputs are unobservable inputs, due to little or no market activity for the asset or liability, such as internally-developed valuation models.

The fair value of the Company's long-term debt (including current portion) was determined from quoted market prices, where available, and from investment bankers using current interest rates considering credit ratings and the remaining terms to maturity. The fair value of long-term debt at March 31, 2010 was approximately \$4,493.9 million, compared with the aggregate carrying value of \$4,380.8 million. The fair value of long-term debt at December 31, 2009 was approximately \$4,433.0 million compared with the aggregate carrying value of \$4,413.3 million.

FORTUNE BRANDS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

12. Guarantees and Commitments

We guarantee 50% of the credit facilities of Maxxium España S.L., in the amount of 9.5 million (approximately \$12.8 million), reflecting our ownership in the joint venture with TEG. The liability related to these guarantees was not material. Beam Global Spirits & Wine, Inc. (BGSW) and TEG also have an uncommitted multi-currency Shareholder Loan Facility for BGSW/TEG joint ventures, of which our share is 50%, or 15 million (approximately \$20.3 million). There was no balance outstanding at March 31, 2010.

We also guarantee various leases for ACCO World Corporation, the Office business divested in a spin-off in 2005. We will continue to guarantee payment of certain real estate leases, with lease payments totaling approximately \$20.9 million, through April 2013. The liability related to this guarantee was not material.

There were no material changes to our contractual indemnification obligations as previously disclosed in our Annual Report on Form 10-K as of December 31, 2009.

13. Restructuring and Other Charges

Pre-tax restructuring and other charges for the three months ended March 31, 2010 and 2009 are shown below.

| (in millions) | Three Months Ended March 31, 2010 | | | |
|-------------------|-----------------------------------|---------------|--------------------|---------|
| | Other Charges ⁽¹⁾ | | | |
| | Restructuring | Cost | ASG&A | Total |
| | Charges | of | (⁽²⁾) | Charges |
| | | Products Sold | | |
| Spirits | \$ 0.7 | \$ 0.7 | \$ 2.3 | \$ 3.7 |
| Home and Security | 0.4 | 0.9 | | 1.3 |
| Golf | | (0.4) | 0.1 | (0.3) |
| | \$ 1.1 | \$ 1.2 | \$ 2.4 | \$ 4.7 |

| (in millions) | Three Months Ended March 31, 2009 | | | |
|-------------------|-----------------------------------|---------------|--------------------|---------|
| | Other Charges ⁽¹⁾ | | | |
| | Restructuring | Cost | ASG&A | Total |
| | Charges | of | (⁽²⁾) | Charges |
| | | Products Sold | | |
| Spirits | \$ 0.7 | \$ | \$ 2.0 | \$ 2.7 |
| Home and Security | 11.9 | 19.4 | 0.5 | 31.8 |
| Golf | 23.9 | 1.3 | 0.5 | 25.7 |
| | \$ 36.5 | \$ 20.7 | \$ 3.0 | \$ 60.2 |

⁽¹⁾ Other Charges represent charges directly related to restructuring initiatives that cannot be reported as restructuring under U.S. GAAP. Such costs may include losses on disposal of inventories, trade receivables allowances from exiting product lines and accelerated depreciation resulting from the closure of facilities.

⁽²⁾ Advertising, selling, general and administrative expenses.

FORTUNE BRANDS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

13. Restructuring and Other Charges (Continued)

For the three months ended March 31, 2010, we recorded restructuring charges of \$1.1 million related to previously announced projects in the Spirits and Home and Security businesses.

Spirits charges of \$2.7 million in 2009 related to our strategic sales and distribution initiatives in the U.S. and international markets. Home and Security charges of \$31.8 million were primarily due to continuing efforts to reduce manufacturing capacity and general and administrative costs, including the announced closure of three additional U.S. manufacturing facilities, as well as workforce and shift reductions. The Home and Security restructuring charges of \$11.9 million consisted of \$8.8 million for workforce reductions and \$3.1 million for fixed assets write-downs. Home and Security other charges primarily consisted of accelerated depreciation associated with facilities being closed. Golf restructuring charges were primarily due to a company-wide workforce reduction and the closure of a shoe manufacturing facility. Golf charges also included fixed asset write-downs and inventory associated with the facility closure.

Reconciliation of Restructuring Liability

| (in millions) | Balance at December 31, 2009 | 2010 Provision | Cash Expenditures | Non-Cash Changes | Balance at March 31, 2010 |
|----------------------------|---------------------------------------|-------------------|----------------------|---------------------|------------------------------------|
| Workforce reductions | \$ 36.7 | \$ 0.3 | \$ (14.7) | \$ (0.9) | \$ 21.4 |
| Asset write-downs | | 0.1 | | (0.1) | |
| Contract termination costs | 10.4 | (0.1) | (0.1) | (1.2) | 9.0 |
| Other | 1.3 | 0.8 | (0.9) | (0.3) | 0.9 |
| | \$ 48.4 | \$ 1.1 | \$ (15.7) | \$ (2.5) | \$ 31.3 |

| (in millions) | Balance at December 31, 2008 | 2009 Provision | Cash Expenditures | Non-Cash Changes | Balance at March 31, 2009 |
|----------------------------|------------------------------------|-------------------|----------------------|---------------------|------------------------------------|
| Workforce reductions | \$ 30.7 | \$ 31.7 | \$ (13.2) | \$ (0.4) | \$ 48.8 |
| Asset write-downs | | 4.7 | 0.2 | (4.9) | |
| Contract termination costs | 7.3 | 0.2 | (0.4) | (0.2) | 6.9 |
| Other | 1.7 | (0.1) | (0.8) | (0.2) | 0.6 |
| | \$ 39.7 | \$ 36.5 | \$ (14.2) | \$ (5.7) | \$ 56.3 |

FORTUNE BRANDS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

14. Pending Litigation

Tobacco Litigation and Indemnification

On December 22, 1994, we sold The American Tobacco Company (ATCO) subsidiary to Brown & Williamson Tobacco Corporation (B&W), at the time a wholly-owned subsidiary of B.A.T. Industries p.l.c. In connection with the sale, B&W and ATCO, which subsequently merged into B&W, agreed, under an Indemnification Agreement (the Indemnification Agreement), to indemnify Fortune Brands, Inc. against claims including legal expenses arising from smoking and health and fire safe cigarette matters relating to the tobacco business of ATCO.

On July 30, 2004, B&W and R.J. Reynolds Tobacco Holdings, Inc. announced that they had completed the combination of their respective U.S. tobacco businesses, previously conducted by B&W (and ATCO) and R.J. Reynolds Tobacco Co., by forming a new combined company known as R.J. Reynolds Tobacco Company. As a result of the combination and in accordance with the Indemnification Agreement, the new R.J. Reynolds Tobacco Company has assumed the indemnification obligations under the Indemnification Agreement relating to the U.S. business previously conducted by B&W (and ATCO). B&W has not been released from any of its obligations under the Indemnification Agreement. We refer to B&W and the new R.J. Reynolds Tobacco Company as the Indemnitor under the Indemnification Agreement.

The Indemnitor has complied with the terms of the Indemnification Agreement since 1994 and we are not aware of any inability on the part of the Indemnitor to satisfy its indemnity obligations.

The Company is a defendant in a number of actions based upon allegations that human ailments have resulted from tobacco use. It is not possible to predict the outcome of the pending litigation, and, as with any litigation, it is possible that some of these actions could be decided unfavorably. We are unable to make a meaningful estimate of the amount or range of loss that could result from an unfavorable outcome of the pending litigation. However, we believe that there are a number of meritorious defenses to the pending actions, including the fact that the Company never made or sold tobacco, and these actions are being vigorously contested by the Indemnitor. We believe that the pending actions will not have a material adverse effect upon our results of operations, cash flows or financial condition because we believe we have meritorious defenses and the Company is indemnified under the Indemnification Agreement.

FORTUNE BRANDS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

14. Pending Litigation (Continued)

Other Litigation

The 2006 Callaway Litigation

On February 9, 2006, Callaway Golf Company filed a lawsuit seeking unspecified damages against Acushnet Company in the United States District Court for the District of Delaware. Callaway alleged that Pro V1 golf balls then manufactured by Acushnet Company infringed four of Callaway's patents. At a December, 2007 trial, the validity of nine claims contained in the four patents was tried to a jury which returned a mixed verdict, finding one claim invalid and eight claims valid. On November 10, 2008, the trial court issued an order enjoining sales of all 2007 Pro V1 golf balls as of January 1, 2009. Acushnet appealed to the United States Court of Appeals for the Federal Circuit.

On August 14, 2009, the Court of Appeals overturned the judgment, vacated the injunction and sent the case back to the District Court. The Court of Appeals also found that the District Court erred in rejecting an Acushnet defense before the trial and that certain evidence supporting that defense may be available to Acushnet for the new trial. On March 29, 2010, following the new trial, a jury found in favor of Acushnet on all counts. Specifically, the jury concluded that Acushnet was not liable because all of the patents asserted by Callaway were invalid both as obvious and anticipated by earlier patents. Following the trial, Callaway filed a motion asking the court to enter judgement as a matter of law in its favor or, alternatively, to grant a new trial on the validity of the Callaway patents. The court is currently considering this post-trial motion.

The 2009 Callaway Litigation

In late 2008, Acushnet introduced what it believes to be non-infringing Pro V1 balls. In February 2009, Acushnet introduced new improved versions of the Pro V1 balls, which it also believes are non-infringing. On March 3, 2009, Callaway filed another lawsuit seeking unspecified damages against Acushnet in the United States District Court for the District of Delaware. Callaway alleged that Acushnet's modified Pro V1 balls and Acushnet's new 2009 versions of the Pro V1 balls infringe two additional patents owned by Callaway. On March 3, 2009, Acushnet also filed a lawsuit seeking unspecified damages against Callaway in the United States District Court for the District of Delaware. Acushnet alleged that Callaway's Tour i and Tour ix balls infringe nine of Acushnet's patents.

FORTUNE BRANDS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Concluded)

14. Pending Litigation (Continued)

Other Litigation (Continued)

Proceedings at the U.S. Patent and Trademark Office

In separate proceedings, the U.S. Patent and Trademark Office (PTO) issued final actions determining that all four of the patents asserted by Callaway in the 2006 Callaway Litigation are invalid. Callaway has filed appeals regarding all four of the patents with the Patent Board of Appeals. With regard to the patents asserted by Callaway in the 2009 Callaway Litigation, Acushnet also filed a request for reexamination with the PTO. The PTO has accepted the reexaminations and has issued office actions that reject all of the claims of both patents as invalid on multiple grounds.

We believe, and counsel advises, that Acushnet has meritorious defenses to all of the litigation brought by Callaway and both of these matters are being vigorously contested. It is not possible at this time to assess the likelihood of an adverse outcome or determine a reasonable estimate, or range of estimates, of potential damages. If decided unfavorably, however, the litigation could have a material adverse effect on the results of the Company's operations, cash flows or financial position.

In addition to the lawsuits described above, the Company and its subsidiaries are defendants in lawsuits associated with the normal conduct of their businesses and operations. It is not possible to predict the outcome of the pending actions, and, as with any litigation, it is possible that some of these actions could be decided unfavorably. We believe that there are meritorious defenses to these actions and that these actions will not have a material adverse effect upon our results of operations, cash flows or financial condition. These actions are being vigorously contested.

15. Environmental

We are subject to laws and regulations relating to the protection of the environment. It is not possible to quantify with certainty the potential impact of actions relating to environmental matters, particularly remediation and other compliance efforts that our subsidiaries may undertake in the future. In our opinion, however, compliance with current environmental protection laws (before taking into account estimated recoveries from third parties) will not have a material adverse effect upon our results of operations, cash flows or financial condition.

16. Subsequent Event

On March 10, 2010, we announced an agreement to sell the Cobra golf product line to PUMA AG. The sale included the Cobra brand and related inventory, intellectual property and endorsement contracts. The sale closed on April 16, 2010. The impact of the sale was not material to our results of operations.

Item 2.

FORTUNE BRANDS, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

OVERVIEW

Fortune Brands, Inc. (Fortune Brands) is a holding company with subsidiaries that make and sell leading consumer branded products worldwide in the following markets: distilled spirits, home and security, and golf products. We strive to enhance shareholder value in a variety of ways, including:

profitably building leading consumer brands to drive sales and earnings growth and enhance returns on a long-term basis,

positioning our brands and businesses to outperform their respective markets. We do this by:

- developing innovative new products and effective marketing programs,
- expanding customer relationships,
- extending brands into adjacent categories, and
- developing international growth opportunities,

pursuing business improvements by operating lean and flexible supply chains and business processes,

promoting organizational excellence by developing winning cultures and associates, and

leveraging our breadth and balance and financial resources to drive shareholder value.

While our first priority is internal growth, we also strive to create shareholder value through add-on acquisitions, dispositions and joint ventures. In addition, we enhance shareholder value through other initiatives, such as using our financial resources to pay dividends and repurchase shares, when deemed appropriate. Currently, we continue to focus on paying down debt.

For a description of certain factors that may have had, or may in the future have, a significant impact on our business, financial condition or results of operations, see Forward-Looking Statements.

FORTUNE BRANDS, INC. AND SUBSIDIARIES
MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

RESULTS OF OPERATIONS**Three Months Ended March 31, 2010 Compared To Three Months Ended March 31, 2009**

| (in millions) | Net Sales | | |
|--------------------|-------------------------|------------|----------------------------|
| | 2010 | 2009 | % Change vs. Prior Year |
| Spirits | \$ 573.1 | \$ 486.3 | 17.8% |
| Home and Security | 698.4 | 605.6 | 15.3 |
| Golf | 353.6 | 347.0 | 1.9 |
| Net Sales | \$ 1,625.1 | \$ 1,438.9 | 12.9% |
| | Operating Income (Loss) | | |
| | 2010 | 2009 | % Change vs. Prior Year |
| Spirits | \$ 115.1 | \$ 128.6 | (10.5)% |
| Home and Security | 22.4 | (54.9) | 140.8 |
| Golf | 44.4 | 9.0 | |
| Corporate expenses | (25.5) | (22.2) | (14.9) |
| Operating Income | \$ 156.4 | \$ 60.5 | 158.5% |

Net Sales

Net sales increased \$186.2 million, or 13%, to \$1.6 billion primarily due to higher sales in the Spirits and Home and Security businesses. In addition, net sales benefited from favorable foreign exchange (\$50 million) and the impact of acquisitions in the Spirits business (approximately \$37 million), including sales of third party brands and excise taxes within distribution businesses acquired from Maxxium Worldwide B.V. (Maxxium), our prior international spirits sales and distribution joint venture.

Cost of products sold

Cost of products sold increased \$53.0 million, or 7%, primarily due to higher sales across all segments, partially offset by lower charges related to restructuring programs (\$19.5 million), as well as cost reduction programs mainly in the Home and Security and Golf segments.

Excise taxes on spirits

Excise taxes collected from customers are reflected in net sales, and the equal and corresponding payments to governments are reflected in expenses. Excise taxes are generally levied based on the alcohol content of spirits products and vary significantly by country. Excise taxes on spirits were up \$25.3 million, primarily due to the acquisition and consolidation of former Maxxium joint venture entities and higher U.S. sales volume.

FORTUNE BRANDS, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

RESULTS OF OPERATIONS (Continued)

Advertising, selling, general and administrative expenses

Advertising, selling, general and administrative expenses increased \$47.3 million, or 11%, primarily due to increased sales, higher levels of advertising and promotion spending, including comparison to a lower level of spending in 2009, and increased selling and distribution costs associated with our new Spirits business' international sales and distribution structures.

Amortization of intangible assets

Amortization of intangible assets was flat year-over-year.

Restructuring charges

For the three months ended March 31, 2010, we recorded restructuring charges of \$1.1 million related to previously announced projects in the Spirits and Home and Security businesses.

For the three months ended March 31, 2009, we recorded restructuring charges of \$36.5 million. These charges related to workforce reductions in the Golf and Home and Security businesses, including closure of a shoe manufacturing facility, the announced closure of three additional Home and Security manufacturing facilities in the U.S., and reductions in general and administrative costs, as well as charges associated with strategic sales and distribution initiatives in our international spirits markets.

Operating income

Operating income increased \$95.9 million, or 159%, to \$156.4 million, primarily due to higher net sales in all segments, lower restructuring and other charges (\$55.5 million) and reduced cost structures in the Home and Security and Golf businesses. Operating income was unfavorably impacted by higher advertising and promotion spending and increased operating costs associated with our new international sales and distribution structures in the Spirits business.

Interest expense

Interest expense increased \$2.7 million, or 5%, to \$55.2 million, primarily due to higher average interest rates, partially offset by lower average borrowings.

Other (income) expense, net

Other (income) expense, net, increased \$6.5 million to income of \$2.0 million, predominantly due to lower losses from Spirits business joint ventures accounted for using the equity method. Other (income) expense, net, also includes non-operating income and expense, such as interest income and transaction gains/losses related to foreign currency-denominated transactions.

Income taxes

The effective income tax rates for the three months ended March 31, 2010 and 2009 were 27.9% and (154.3%), respectively. The effective tax rate in 2010 was unfavorably impacted by \$2.2 million due to the reduction of tax benefits associated with a change in the tax law related to Medicare Part D subsidies. The effective tax rate was favorably impacted by a higher proportion of foreign income in 2010, which is taxed at a lower rate relative to domestic income. The negative effective tax rate in 2009 was primarily due to higher tax benefits from restructuring and other charges relative to lower taxed income before these charges.

FORTUNE BRANDS, INC. AND SUBSIDIARIES
MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

RESULTS OF OPERATIONS (Continued)

Noncontrolling interests

Noncontrolling interest expense was \$2.2 million compared to \$1.5 million last year.

Income attributable to Fortune Brands common shareholders

Income from continuing operations was \$72.2 million, or \$0.48 per basic share and \$0.47 per diluted share, for the three months ended March 31, 2010. These results compared to \$7.4 million, or \$0.05 per basic and diluted share, for the three months ended March 31, 2009. The \$64.8 million increase in income was primarily due to higher operating income.

Results of Operations By Segment

Spirits

Net sales increased \$86.8 million, or 18%, to 573.1 million. Approximately \$54 million of this increase was attributable to a combination of the acquisition and consolidation of former Maxxium joint venture entities (\$37 million) and favorable foreign exchange (\$17 million). The remaining net sales increase of \$33 million was primarily attributable to higher sales volumes in both the U.S. and certain international markets. Sales volume benefited from third party distributor changes in select international locations and higher bulk spirits sales.

Operating income decreased \$13.5 million, or 10%, to \$115.1 million, primarily due to higher levels of advertising and promotional expense, including comparison to a lower level of spending in 2009. In addition, operating income was unfavorably impacted by higher selling and distribution costs associated with our new international sales and distribution structure. The new structure began on April 1, 2009 and annualized on March 31, 2010. Operating income increases from higher sales volume were partially offset by a modest level of price reduction as a result of responding to increased price competition in select market categories.

We expect to incur additional restructuring and other charges of approximately \$15 million over the next twelve to eighteen months related to our previously announced organizational repositioning and U.S. supply chain initiatives.

Factors that could adversely affect future results in our Spirits business include consumers trading down to lower price points, competitive pricing activities, changes in customer inventory levels, potential impairment charges, the possibility of future excise and other tax increases globally, regulatory enforcement trends, and reduction of government financial incentives related to our rum production.

FORTUNE BRANDS, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Results of Operations By Segment (Continued)

Home and Security

Net sales increased \$92.8 million, or 15%, to \$698.4 million. The increase was primarily due to improved market conditions in home products, expanding relationships with key customers, and new product introductions, as well as year-over-year increased customer inventories in certain product categories.

Operating income increased \$77.3 million to income of \$22.4 million, primarily due to higher sales and the benefit of favorable operating leverage on lower cost structures in all areas of the business. In addition, operating income benefited from lower restructuring and other charges (\$30.5 million) due to the completion of many of the 2009 projects that were undertaken to reduce manufacturing capacity and administrative cost structures. The benefits of higher sales were partially offset by an unfavorable mix shift in certain product categories as consumers traded down to lower-priced products.

While we believe that the home products market will be stable in 2010, we expect to face higher raw material and transportation costs as the year progresses. The home products market continues to face challenges as consumers remain cautious, unemployment stays high, foreclosures continue, and the mortgage market remains weak. Moreover, it is uncertain how the end of U.S. government stimulus programs in 2010 (e.g. homebuyer and energy efficiency tax credits) will impact the home products market. We will continue to strive to mitigate the impact of the weak market conditions through market share gain initiatives, successful extension of brands into new markets, and expanding existing customer relationships.

Golf

Net sales increased \$6.6 million, or 2%, to \$353.6 million, primarily due to favorable foreign exchange rates (\$17 million). Net sales were unfavorably impacted by lower U.S. demand due to poor weather and lower net sales in certain international markets. Net sales increased in the Pacific Basin.

Operating income increased \$35.4 million to \$44.4 million primarily due to the absence of last year's restructuring and other charges of \$25.7 million and favorable foreign exchange. In addition, operating income benefited from productivity initiatives.

While we expect golfers to remain cautious in their purchases of equipment in 2010, we expect the golf industry to benefit from favorable long-term demographic trends, including an aging U.S. population (rounds of play increase with age and retirement), and the increasing popularity of golf internationally.

On March 10, 2010, we announced an agreement to sell the Cobra golf product line to PUMA AG. The sale included the Cobra brand and related inventory, intellectual property and endorsement contracts. The sale closed on April 16, 2010. In 2009, Cobra net sales were approximately \$130 million. We do not expect the sale to materially impact the operating income of the Golf business.

FORTUNE BRANDS, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Results of Operations By Segment (Continued)

Golf (Continued)

The United States Golf Association (USGA) and the Royal and Ancient Golf Club (R&A) establish standards for golf equipment used in the United States and outside the United States, respectively. In recent years, both the USGA and the R&A have enacted new rules further restricting the dimensions or performance of golf clubs and golf balls. In March 2005, the USGA and R&A requested that manufacturers participate in a golf ball research project by manufacturing and submitting balls that would conform to an overall distance standard that is 15 to 25 yards shorter than the current standard of 317 yards. More recently, they adopted a rule change to allow greater adjustability in golf clubs, which went into effect January 1, 2008. In August 2008, the USGA and R&A adopted a rule change, effective January 1, 2010, further restricting golf club grooves by reducing the groove volume and limiting the groove edge angle allowable on irons and wedges. This rule change will not apply to most golfers until January 1, 2024. It was implemented on professional tours beginning in 2010 and will be implemented in other elite amateur competitions beginning 2014. All products shipped into the marketplace after December 31, 2010 must comply with the new groove specification. Existing rules and any new rules could change the golf products industry's ability to innovate and deploy new technologies, as well as impact the competitive dynamic among industry participants, potentially impacting our Golf business.

Corporate

Corporate expenses of \$25.5 million, which include salaries, benefits and expenses related to corporate office employees, increased \$3.3 million, predominantly due to higher share-based compensation partly due to a low level of incentive compensation in 2009.

LIQUIDITY AND CAPITAL RESOURCES

We believe that our internally generated funds, together with access to global credit markets and availability under our existing revolving credit agreements, are adequate to meet our long-term and short-term liquidity and capital needs, including our current maturities of long-term debt. Our primary liquidity needs are to support working capital requirements, fund capital expenditures, service indebtedness and pay dividends, as well as finance acquisitions and share repurchases, when deemed appropriate. Our principal sources of liquidity are cash on hand, cash flows from operating activities and availability under our credit agreements. Our operating income is generated by our subsidiaries. There are no restrictions on the ability of our subsidiaries to pay dividends or make other distributions to Fortune Brands. We periodically review our portfolio of brands and evaluate strategic options to increase shareholder value. Our current focus is paying down debt. However, we cannot predict whether or when we may enter into an acquisition, disposition, joint venture or other strategic options, or what impact any such transaction could have on our results of operations, cash flows or financial condition, whether as a result of the issuance of debt or equity securities, or otherwise. Our cash flows from operations, borrowing availability and overall liquidity are subject to certain risks and uncertainties, including those in the section titled "Forward-Looking Statements."

FORTUNE BRANDS, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

LIQUIDITY AND CAPITAL RESOURCES (Continued)

Liquidity and Capitalization

Total debt decreased \$27.3 million during the three-month period ended March 31, 2010 to \$4.4 billion. The ratio of total debt to total capital decreased to 45.9% at March 31, 2010 from 46.7% at December 31, 2009, primarily due to higher equity resulting from the first quarter stock contribution to the defined benefit pension plans and net income, partially offset by dividends paid.

On February 3, 2010, we executed a \$750 million, 3-year committed revolving credit agreement to be used for general corporate purposes. As of March 31, 2010, this facility had no balance outstanding. This credit facility replaced our prior \$2.0 billion, 5-year committed revolving credit agreement. The interest rates under this credit facility are variable based on LIBOR at the time of the borrowing and the Company's long-term credit rating. The credit facility includes a minimum Consolidated Interest Coverage Ratio requirement of 3.0 to 1.0 through 2011 and 3.5 to 1.0 in 2012. The Consolidated Interest Coverage Ratio is defined as the ratio of adjusted EBITDA to Consolidated Interest Expense. Adjusted EBITDA is defined as consolidated net income before interest expense, income taxes, and depreciation and amortization of intangible assets, as well as noncash restructuring and nonrecurring charges, losses from asset impairments, and gains or losses resulting from the sale of assets not in the ordinary course of business. Consolidated Interest Expense is as disclosed in the financial statements. The credit facility also includes a maximum debt to total capital ratio of 0.55 to 1.0. Total capital is defined as debt plus equity and deferred taxes less any future impairment charges. As of March 31, 2010, we have complied with these ratios by a wide margin. We believe the possibility of violating any of these covenants is remote. No other debt instruments include financial ratio covenants.

We currently have an investment grade credit rating from three credit rating agencies. A downgrade of our credit ratings to non-investment grade or a prolonged global economic decline and credit crisis may impact our access to long-term capital markets, increase interest rates on some of our corporate debt, and weaken operating cash flow and liquidity, potentially impacting our ability to pay dividends, fund acquisitions and repurchase shares in the future.

FORTUNE BRANDS, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

LIQUIDITY AND CAPITAL RESOURCES (Continued)

Liquidity and Capitalization (Continued)

Cash Flows

Net cash used by operating activities was \$72.0 million for the three months ended March 31, 2010 compared to \$102.5 million for the same three-month period last year. The decrease in cash used of \$30.5 million was principally due to higher net income, partially offset by an increase in working capital due to higher sales.

Net cash used by investing activities for the three months ended March 31, 2010 decreased by \$31.5 million to \$23.8 million, compared with \$55.3 million used in the same three-month period last year, primarily due to the absence of the 2009 loan to affiliates (\$29.0 million) and repayment of loans to affiliates in 2010 (\$7.6 million), partially offset by higher capital spending (\$5.0 million).

Net cash used by financing activities for the three months ended March 31, 2010 was \$24.8 million, compared with cash provided of \$227.6 million in the same three-month period last year. The 2009 cash provided was primarily used to fund seasonal working capital requirements; however, in 2010 cash on hand was sufficient to fund these requirements. Cash flow from financing activities benefited from lower dividends (\$37.2 million).

Dividends

A summary of 2010 dividend activity for the Company's common stock is shown below:

| Dividend Amount | Declaration Date | Record Date | Payment Date |
|------------------------|-------------------------|--------------------|---------------------|
| \$0.19 per share | January 26, 2010 | February 10, 2010 | March 1, 2010 |
| \$0.19 per share | April 27, 2010 | May 12, 2010 | June 1, 2010 |

A summary of 2010 dividend activity for the Company's \$2.67 Convertible Preferred stock is shown below:

| Dividend Amount | Declaration Date | Record Date | Payment Date |
|------------------------|-------------------------|--------------------|---------------------|
| \$0.6675 per share | January 26, 2010 | February 10, 2010 | March 10, 2010 |
| \$0.6675 per share | April 27, 2010 | May 12, 2010 | June 10, 2010 |

FORTUNE BRANDS, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

LIQUIDITY AND CAPITAL RESOURCES (Continued)

Customer Credit Risk

We routinely grant unsecured credit to customers in the normal course of business. Accounts receivables were \$942.6 million as of March 31, 2010 and are recorded at their stated amount less allowances for discounts, doubtful accounts and returns. Allowances for doubtful accounts include provisions for certain customers where a risk of default has been specifically identified as well as provisions determined on a general formula basis when it is determined that some default is probable and estimable but not yet clearly associated with a specific customer. The assessment of likelihood of customer default is based on a variety of factors, including the length of time the receivables are past due, the historical collection experience and existing economic conditions. In accordance with our policy, our allowance for discounts, doubtful accounts and returns was \$71.5 million as of March 31, 2010, an increase from \$61.8 million at March 31, 2009. The current conditions in the global economy and credit markets may reduce our customers' ability to access sufficient liquidity and capital to fund their operations and make our estimation of customer defaults inherently uncertain. While we believe current allowances for doubtful accounts are adequate, it is possible that continued weak economic conditions may cause significantly higher levels of customer defaults and bad debt expense in future periods.

Counterparty Risk

The counterparties to derivative contracts are major financial institutions. Although our theoretical risk is the replacement cost at the then estimated fair value of these instruments, we believe that the risk of incurring losses is unlikely and that the losses, if any, would be immaterial. The fair value of derivative assets at March 31, 2010 was \$28.8 million. The estimated fair value of derivative contracts represents the amount required to enter into offsetting contracts with similar remaining maturities based on quoted market prices.

Pension Plans

We sponsor defined benefit pension plans that are funded by a portfolio of investments maintained within benefit plan trusts. We have met all of our U.S. minimum funding requirements for 2010. For the foreseeable future, we believe that we have sufficient liquidity to meet the minimum funding that may be required by the Pension Protection Act of 2006. As of December 31, 2009, the fair value of our total pension plan assets was \$821.7 million, representing 82% of the accumulated benefit obligation liability. On February 3, 2010, we made a voluntary contribution to our U.S. defined benefit pension plans of 1.56 million shares of our common stock, held as treasury stock, with a fair value of \$67.9 million (\$43.50 per share).

FORTUNE BRANDS, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

LIQUIDITY AND CAPITAL RESOURCES (Continued)

Guarantees and Commitments

We guarantee 50% of the credit facilities of Maxxium España S.L., in the amount of 9.5 million (approximately \$12.8 million), reflecting our ownership in the joint venture with The Edrington Group Ltd. (TEG). The liability related to these guarantees was not material. Beam Global Spirits & Wine (BGSW) and TEG also have an uncommitted multi-currency Shareholder Loan Facility for BGSW/TEG joint ventures, of which our share is 50%, or 15 million (approximately \$20.3 million).

We also guarantee various leases for ACCO World Corporation, the Office business divested in a spin-off in 2005. We will continue to guarantee payment of certain real estate leases, with lease payments totaling approximately \$20.9 million, through April 2013. The liability related to this guarantee was not material.

There were no material changes to our contractual indemnification obligations as previously disclosed in our Annual Report on Form 10-K as of December 31, 2009.

RECENTLY ISSUED ACCOUNTING STANDARDS

Consolidation of Variable Interest Entities

In June 2009, the Financial Accounting Standards Board (FASB) amended the existing authoritative guidance on variable interest entities ((Accounting Standards Codification) ASC 810). This new authoritative guidance a) includes a new approach for determining when a variable interest entity (VIE) should be consolidated and b) changes when it is necessary to reassess who should consolidate a VIE. The new approach requires an enterprise to qualitatively assess the determination of the primary beneficiary (consolidator). The amendment is effective for interim and annual reporting periods beginning after November 15, 2009 (calendar year 2010 for Fortune Brands). Adoption of this standard did not have an impact on our financial statements and disclosures.

Revenue Arrangements with Multiple Deliverables

In October 2009, the FASB issued Accounting Standards Update 2009-13, Multiple-Deliverable Revenue Arrangements a consensus of the FASB Emerging Issues Task Force. This guidance allows entities to allocate consideration in multiple deliverable arrangements in a manner that reflects a transaction's economics. The guidance requires expanded disclosure. It is effective for fiscal years beginning on or after June 15, 2010 (calendar year 2011 for Fortune Brands) and can be applied either prospectively or retrospectively. We do not believe that adoption of this standard will have a material impact on our financial statements and disclosures.

FORTUNE BRANDS, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains statements relating to future results. Readers are cautioned that these are forward-looking statements, as defined in the Private Securities Litigation Reform Act of 1995 that involve a number of risks and uncertainties. Readers are cautioned that these forward-looking statements speak only as of the date hereof, and the Company does not assume any obligation to update, amend or clarify them to reflect events, new information or circumstances occurring after the date of this Report. Actual results may differ materially from those projected as a result of certain risks and uncertainties, including but not limited to:

general economic conditions, including the U.S. housing and remodeling market,

the impact of changes in U.S. government stimulus programs,

competitive market pressures (including pricing pressures),

customer defaults and related bad debt expense,

consolidation of trade customers,

successful development of new products and processes,

ability to secure and maintain rights to intellectual property,

risks pertaining to strategic acquisitions and joint ventures, including the potential financial effects and performance of such acquisitions or joint ventures, and integration of acquisitions and the related confirmation or remediation of internal controls over financial reporting,

changes related to the Company's Spirits business organization, including its U.S. and international distribution structure,

ability to attract and retain qualified personnel,

weather,

risks associated with doing business outside the United States, including currency exchange rate risks,

commodity and energy price volatility,

costs of certain employee and retiree benefits and returns on pension assets,

dependence on performance of distributors and other marketing arrangements,

the impact of excise tax increases on distilled spirits,

changes in golf equipment regulatory standards and other regulatory developments,

potential liabilities, costs and uncertainties of litigation,

impairment in the carrying value of goodwill or other acquired intangible assets,

historical consolidated financial statements that may not be indicative of future conditions and results,

interest rate fluctuations,

volatility of financial and credit markets, which could affect access to capital for the Company, its customers and consumers, and

any possible downgrades of the Company's credit ratings,
as well as other risks and uncertainties detailed from time to time in the Company's Securities and Exchange Commission filings.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

There were no material changes in the information provided in Item 7A-Quantitative and Qualitative Disclosures about Market Risk of the Company's Annual Report on Form 10-K for the year ended December 31, 2009.

Item 4. CONTROLS AND PROCEDURES.

(a) Evaluation of Disclosure Controls and Procedures.

The Company's management has evaluated, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this Report.

(b) Changes in Internal Control Over Financial Reporting.

There have not been any changes in the Company's internal control over financial reporting that occurred during the Company's fiscal quarter ended March 31, 2010 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting, except as discussed below. The Company is in the process of reviewing the internal control structure of the spirits sales and distribution companies acquired from Maxxium Worldwide B.V. in the second quarter of 2009 and, if necessary, we will make appropriate changes as we incorporate our controls and procedures into these acquisitions.

PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS.

(a) Smoking and Health Proceedings.

Tobacco Overview

On December 22, 1994, we sold The American Tobacco Company (ATCO) subsidiary to Brown & Williamson Tobacco Corporation (B&W), at the time a wholly-owned subsidiary of B.A.T. Industries p.l.c. In connection with the sale, B&W and ATCO, which subsequently merged into B&W, agreed, under an Indemnification Agreement (the Indemnification Agreement), to indemnify Fortune Brands, Inc. against claims including legal expenses arising from smoking and health and fire safe cigarette matters relating to the tobacco business of ATCO.

On July 30, 2004, B&W and R.J. Reynolds Tobacco Holdings, Inc. announced that they had completed the combination of their respective U.S. tobacco businesses, previously conducted by B&W (and ATCO) and R.J. Reynolds Tobacco Co., by forming a new combined company known as R.J. Reynolds Tobacco Company. As a result of the combination and in accordance with the Indemnification Agreement, the new R.J. Reynolds Tobacco Company assumed the indemnification obligations under the Indemnification Agreement relating to the U.S. business previously conducted by B&W (and ATCO). B&W has not been released from any of its obligations under the Indemnification Agreement. We refer to B&W and the new R.J. Reynolds Tobacco Company as the Indemnitor under the Indemnification Agreement.

The Indemnitor has complied with the terms of the Indemnification Agreement since 1994 and we are not aware of any inability on the part of the Indemnitor to satisfy its indemnity obligations.

Numerous legal actions, proceedings and claims are pending in various jurisdictions against leading tobacco manufacturers, including B&W both individually and as successor by merger to ATCO, based upon allegations that cancer and other ailments have resulted from tobacco use. The Company has been named as a defendant in some of these cases. These claims have generally fallen within three categories: (i) smoking and health cases alleging personal injury brought on behalf of individual plaintiffs, (ii) smoking and health cases alleging personal injury and other damages and purporting to be brought on behalf of classes of individual plaintiffs, and (iii) health care cost recovery cases, including class actions, brought by foreign governments, unions, health trusts, taxpayers and others seeking reimbursement for health care expenditures allegedly caused by cigarette smoking. Damages claimed in some of the cases range into the billions of dollars.

As of May 1, 2010, there were approximately eight smoking and health cases pending on behalf of individual plaintiffs in which the Company has been named as one of the defendants. This number has not changed from the number reported in our Annual Report on Form 10-K for the year ended December 31, 2009. See Pending Cases below.

Certain Developments Affecting the Indemnitor

On July 14, 2000, in *Engle v. R.J. Reynolds Tobacco Company, et al.*, a Florida state case brought against B&W (individually and as successor to ATCO) and other U.S. tobacco manufacturers on behalf of a class of Florida residents allegedly injured as a result of their alleged addiction to cigarettes containing nicotine, a jury awarded a total of \$144.87 billion in punitive damages against the defendants, including \$17.59 billion against B&W. On November 6, 2000, the Florida Circuit Court upheld this jury award, and held that the class of plaintiffs eligible to recover damages should be extended to smokers with illnesses diagnosed more than four years before the lawsuit was filed in 1994. On May 21, 2003, a Florida appellate court reversed the jury's verdict and damages award and decertified the class. On October 22, 2003, plaintiffs' counsel sought review of this decision in the Florida Supreme Court. On July 6, 2006 the Florida Supreme Court vacated the jury's \$145 billion punitive damage award and also decertified the class and reinstated compensatory damages to the two named plaintiffs, and permitted individual members of the former class to file separate lawsuits within one year of issuance of the mandate (which was ultimately issued January 11, 2007). On August 7, 2006, both parties filed motions for rehearing with the Florida Supreme Court. On December 21, 2006, the Florida Supreme Court denied plaintiffs' rehearing motion, and granted in part and denied in part defendants' rehearing motion. The December 21, 2006 ruling did not amend the July 6, 2006 decision's major holdings, but instead addressed the claims to which the Engle jury's phase one verdict will be applicable in the individual lawsuits that the Florida Supreme Court's decision has permitted. On October 1, 2007, the United States Supreme Court denied defendants' motion seeking review by that court. As of January 25, 2010, B&W and/or R.J. Reynolds Tobacco Company had been served in over 7,800 cases (the Engle progeny cases) brought by individual plaintiffs in state and federal courts in Florida. These cases include claims asserted by over 9,400 individual plaintiffs. The number of cases may increase as the Florida courts continue to sever cases with multiple plaintiffs. In 2009, trials in the Engle progeny cases began. Of the ten Engle progeny cases that were tried in 2009, several resulted in adverse judgments against tobacco companies, including four adverse judgments against the Indemnitor. All four of these adverse judgments are currently being appealed by the Indemnitor. The Company is not a party to any of the Engle litigation.

In September 1999, the United States government filed a recoupment lawsuit in Federal Court in Washington, D.C. against the leading tobacco manufacturers (including B&W individually and as a successor to ATCO) seeking recovery of costs paid by the Federal government for claimed smoking-related illness. In this action, the U.S. District Court for the District of Columbia dismissed certain counts of the lawsuit, but also ruled that the government may proceed with two counts under the federal RICO statute. On February 4, 2005, the U.S. Circuit Court of Appeals for the District of Columbia held that the government may not, however, seek a disgorgement of defendants' profits from the sale of tobacco as a part of its RICO claim. The U.S. Supreme Court denied the government's petition to review the case on October 17, 2005. The trial was concluded in June, 2005. On August 17, 2006, the Court issued its final judgment and remedial order, which found that the defendants violated federal civil RICO law by defrauding the public with regard to smoking and health issues. The court did not award monetary damages to the government, but did order the defendants to, among other things, remove descriptors such as low tar, light or ultra light from cigarette packages and to publish certain corrective statements regarding smoking and health issues. The defendants and the government appealed this matter. On May 22, 2009, the U.S. Court of Appeals for the District of Columbia unanimously affirmed the district court's RICO liability judgment against several defendants, including the Indemnitor, ordered the dismissal of two defunct U.S. trade associations that were not covered by the district court's injunctive remedies, and remanded for further factual findings and clarification as to whether liability should be imposed against B&W. The government's cross-appeal seeking disgorgement of past profits and the funding of smoking

education and cessation programs was denied. On December 11, 2009, the U.S. Court of Appeals for the District of Columbia entered an order continuing the effective stay of the district court's injunctive remedies pending the U.S. Supreme Court's final disposition of the case. The Company is not a party to this action.

On March 21, 2003, a judgment for \$7.1 billion in compensatory and \$3 billion in punitive damages was entered by an Illinois state court against Philip Morris, Inc. in *Price, et al. v. Philip Morris, Inc.*, a class action alleging that certain advertising for light or low tar cigarettes was deceptive under the Illinois Consumer Fraud Act. On December 15, 2005, the Illinois Supreme Court reversed the judgment and remanded the case to the lower court with instruction to dismiss the case. On November 27, 2006, the U.S. Supreme Court refused to hear plaintiff's appeal and ordered the lower court to dismiss plaintiff's pending motion to vacate. On December 18, 2006, the trial court entered a final judgment in accordance with the Illinois Supreme Court's mandate. On January 17, 2007, the plaintiffs subsequently filed a motion in the lower court seeking to vacate or withhold judgment. On August 22, 2007, the Illinois Supreme Court issued a supervisory order directing the lower courts to dismiss the motion. On August 30, 2007, the trial court dismissed plaintiffs' motion. On December 18, 2008, plaintiff filed a petition requesting the state court to vacate the Price judgment in light of the U.S. Supreme Court's December 15, 2008 decision in *Altria Group, Inc. v. Good* (in which the Court held that federal law did not preempt the plaintiff's assertion of state-law consumer fraud claims which alleged that defendants' advertising and marketing fraudulently conveyed the message that light cigarettes deliver less tar and nicotine to smokers than regular cigarettes.) On February 4, 2009, the trial court dismissed the plaintiff's petition. On March 4, 2009, plaintiff filed a notice of appeal to the intermediate appellate court. Oral argument was heard in the intermediate appellate court on February 2, 2010. Class actions involving similar allegations as Price (*Howard, et al. v. Brown & Williamson Tobacco Corp. and Turner v. R.J. Reynolds Tobacco Co.*) are pending against B&W and R.J. Reynolds Tobacco Company, respectively, in the same court. Proceedings in the Howard and Turner cases have been stayed and are otherwise inactive pending resolution of the Price litigation. The Company is not a party to the Price, Howard, Turner or Good litigation.

Resolution of Health Care Cost Recovery Actions by State, U.S. Territories and the District of Columbia

In 1998, certain U.S. tobacco companies, including B&W, entered into a Master Settlement Agreement (the "MSA") with certain state attorneys general that resulted in the dismissal of all remaining health care reimbursement lawsuits brought by 52 government entities, including 46 states, American Samoa, Guam, Puerto Rico, the U.S. Virgin Islands, the Northern Mariana Islands and the District of Columbia. Although the Company is not a party to the MSA and is not bound by any of its payment obligations or other restrictions, the Company understands that it is a released party under the terms of the MSA, which provides for the release of claims not only against participating manufacturers, but also against their predecessors, successors, and past, present and future affiliates.

Under the MSA, participating manufacturers were required to make initial payments through 2003, with additional payments to the settling parties required to continue in perpetuity (starting at \$4.5 billion in 2000 and increasing to \$9 billion in 2018 and thereafter). Payments to a strategic contribution fund for individual states beginning in 2008 through 2017, and a public health foundation until 2008, are also required. Ongoing payments are to be allocated according to market share and are subject to various credits and adjustments, depending on industry volume. The MSA also calls for the participating manufacturers to pay attorneys' fees for the states' attorneys in the settled litigation.

Prior to the MSA, health care cost recovery actions filed by the states of Minnesota, Texas, Florida and Mississippi were settled separately on terms that included monetary payments of several billion dollars. The Company was not a party to the Minnesota or Texas actions and was voluntarily dismissed from the Florida and Mississippi actions. The Company is not a party to any of these settlements nor is it required to pay any money under these settlements.

Pending Cases

There were no pending smoking and health proceedings in which the Company has been named as a defendant other than as previously reporting in Exhibit 99 of our Annual Report on Form 10-K for the year ended December 31, 2009.

Terminated Cases

No tobacco-related cases were terminated in the three months ended March 31, 2010.

Other Litigation

The 2006 Callaway Litigation

On February 9, 2006, Callaway Golf Company filed a lawsuit seeking unspecified damages against Acushnet Company in the United States District Court for the District of Delaware. Callaway alleged that Pro V1 golf balls then manufactured by Acushnet Company infringed four of Callaway's patents. At a December, 2007 trial, the validity of nine claims contained in the four patents was tried to a jury which returned a mixed verdict, finding one claim invalid and eight claims valid. On November 10, 2008, the trial court issued an order enjoining sales of all 2007 Pro V1 golf balls as of January 1, 2009. Acushnet appealed to the United States Court of Appeals for the Federal Circuit.

On August 14, 2009, the Court of Appeals overturned the judgment, vacated the injunction and sent the case back to the District Court. The Court of Appeals also found that the District Court erred in rejecting an Acushnet defense before the trial and that certain evidence supporting that defense may be available to Acushnet for the new trial. On March 29, 2010, following the new trial, a jury found in favor of Acushnet on all counts. Specifically, the jury concluded that Acushnet was not liable because all of the patents asserted by Callaway were invalid both as obvious and anticipated by earlier patents. Following the trial, Callaway filed a motion asking the court to enter judgement as a matter of law in its favor or, alternatively, to grant a new trial on the validity of the Callaway patents. The court is currently considering this post-trial motion.

The 2009 Callaway Litigation

In late 2008, Acushnet introduced what it believes to be non-infringing Pro V1 balls. In February 2009, Acushnet introduced new improved versions of the Pro V1 balls, which it also believes are non-infringing. On March 3, 2009, Callaway filed another lawsuit seeking unspecified damages against Acushnet in the United States District Court for the District of Delaware. Callaway alleged that Acushnet's modified Pro V1 balls and Acushnet's new 2009 versions of the Pro V1 balls infringe two additional patents owned by Callaway. On March 3, 2009, Acushnet also filed a lawsuit seeking unspecified damages against Callaway in the United States District Court for the District of Delaware. Acushnet alleged that Callaway's Tour i and Tour ix balls infringe nine of Acushnet's patents.

Proceedings at the U.S. Patent and Trademark Office

In separate proceedings, the U.S. Patent and Trademark Office (PTO) issued final actions determining that all four of the patents asserted by Callaway in the 2006 Callaway Litigation are invalid. Callaway has filed appeals regarding all four of the patents with the Patent Board of Appeals. With regard to the patents asserted by Callaway in the 2009 Callaway Litigation, Acushnet also filed a request for reexamination with the PTO. The PTO has accepted the reexaminations and has issued office actions that reject all of the claims of both patents as invalid on multiple grounds.

We believe, and counsel advises, that Acushnet has meritorious defenses to all of the litigation brought by Callaway and both of these matters are being vigorously contested. It is not possible at this time to assess the likelihood of an adverse outcome or determine a reasonable estimate, or range of estimates, of potential damages. If decided unfavorably, however, the litigation could have a material adverse effect on the results of the Company's operations, cash flows or financial position.

In addition to the lawsuits described above, the Company and its subsidiaries are defendants in lawsuits associated with the normal conduct of their businesses and operations. It is not possible to predict the outcome of the pending actions, and, as with any litigation, it is possible that some of these actions could be decided unfavorably. We believe that there are meritorious defenses to these actions and that these actions will not have a material adverse effect upon our results of operations, cash flows or financial condition. These actions are being vigorously contested.

Conclusion

It is not possible to predict the outcome of the pending litigation, and it is possible that some of these actions could be decided unfavorably. Management is unable to make a meaningful estimate of the amount or range of loss that could result from an unfavorable outcome of the pending litigation. However, management believes that there are a number of meritorious defenses to the pending actions, including the fact that the Company never made or sold tobacco, and these actions are being vigorously contested by the Indemnitor. Management believes that the pending actions will not have a material adverse effect upon the results of operations, cash flows or financial condition of the Company because it believes it has meritorious defenses and the Company is indemnified under the Indemnification Agreement.

(b) Environmental Matters.

We are subject to laws and regulations relating to protection of the environment. It is not possible to quantify with certainty the potential impact of actions relating to environmental matters, particularly remediation and other compliance efforts that our subsidiaries may undertake in the future. In our opinion, however, compliance with current environmental protection laws (before taking into account estimated recoveries from third parties) will not have a material adverse effect upon our results of operations, cash flows or financial condition.

Item 1A. RISK FACTORS.

There were no material changes from risk factors previously disclosed in our Annual Report on Form 10-K as of December 31, 2009.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

Below are the repurchases of common stock by the Company or any affiliated purchaser (as defined in Rule 10b-18(a) (3) under the Exchange Act) for the three months ended March 31, 2010:

| Three Months Ended | Total number of shares purchased ⁽¹⁾ | Average price paid per share | Total number of shares purchased as part of publicly announced plans or programs | Maximum number of shares that may yet be purchased under the plans or programs |
|--------------------------|---|------------------------------|--|--|
| March 31, 2010 | | | | |
| January 1 - January 31 | | \$ | | |
| February 1 - February 28 | 7,007 | 42.84 | | |
| March 1 - March 31 | 1,539 | 44.77 | | |
| Total | 8,546 | \$ 43.19 | | |

⁽¹⁾ The Company purchased all of the 8,546 shares between February 1, 2010 and March 31, 2010 from the Company's employees in connection with the exercise of stock options issued under the Company's long-term incentive plans. The employees sold these shares to the Company in payment of the exercise price of the options exercised.

Item 6. **EXHIBITS**

- 3(i).* Restated Certificate of Incorporation of the Company, as amended April 30, 2009 and April 29, 2010.
- 3(ii). By-laws of Fortune Brands, Inc. (as amended), as of July 29, 2008, is incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on July 31, 2008, Commission file number 1-9076.
- 4.1. Registration Rights Agreement between the Company and Great Banc Trust Company, as investment manager of the accounts held under Fortune Brands, Inc. Master Retirement Trust and the Fortune Brands Home & Hardware LLC Retirement Plans Trust, is incorporated by reference to Exhibit 99.1 to our Current Report on Form 8-K filed on February 3, 2010, Commission file number 1-9076.
- 10.1.* Three-Year Revolving Credit Agreement dated as of February 3, 2010 among Fortune Brands, Inc., Fortune Brands Finance UK p.l.c, the lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent.
- 12.* Statement re Computation of Ratio of Earnings to Fixed Charges and Preferred Dividends.
- 31.1.* Certificate of Chief Executive Officer Required Under Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2.* Certificate of Chief Financial Officer Required Under Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.* Joint CEO/CFO Certificate Required Under Section 906 of the Sarbanes-Oxley Act of 2002.
- 101* The following materials from the Fortune Brands, Inc. Quarterly Report on Form 10-Q for the quarter ended March 31, 2010 formatted in Extensible Business Reporting Language (XBRL): (i) the Condensed Consolidated Statements of Income, (ii) the Condensed Consolidated Balance Sheets, (iii) the Condensed Consolidated Statement of Cash Flows, and (iv) related notes tagged as blocks of text.

* Filed herewith.

In accordance with Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 shall not be deemed to be filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be part of any registration statement or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

SIGNATURE

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.

FORTUNE BRANDS, INC.

(Registrant)

Date: May 7, 2010

/s/ Craig P. Omtvedt
Craig P. Omtvedt
Senior Vice President and Chief Financial Officer
(Duly authorized officer and principal financial officer of

the Registrant)

EXHIBIT INDEX

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- 31.2.* Certificate of Chief Financial Officer Required Under Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.* Joint CEO/CFO Certificate Required Under Section 906 of the Sarbanes-Oxley Act of 2002.
- 101* The following materials from the Fortune Brands, Inc. Quarterly Report on Form 10-Q for the quarter ended March 31, 2010 formatted in Extensible Business Reporting Language (XBRL): (i) the Condensed Consolidated Statements of Income, (ii) the Condensed Consolidated Balance Sheets, (iii) the Condensed Consolidated Statement of Cash Flows, and (iv) related notes tagged as blocks of text.

* Filed herewith.

In accordance with Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 shall not be deemed to be filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be part of any registration statement or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.