

Fortune Brands Home & Security, Inc.  
Form 10-K  
February 25, 2015  
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## Form 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF

THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2014

Commission file number 1-35166

# Fortune Brands Home & Security, Inc.

(Exact name of registrant as specified in its charter)

**Delaware** **62-1411546**  
(State or other jurisdiction of (IRS Employer  
incorporation or organization) Identification No.)  
**520 Lake Cook Road, Deerfield, IL 60015-5611**

(Address of principal executive offices) (Zip Code)

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

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

## Edgar Filing: Fortune Brands Home & Security, Inc. - Form 10-K

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 shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this annual report on Form 10-K or any amendment to this annual report on Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller  
reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes  No

The aggregate market value of the registrant's voting common equity held by non-affiliates of the registrant at June 30, 2014 (the last day of the registrant's most recent second quarter) was \$6,406,202,013. The number of shares outstanding of the registrant's common stock, par value \$0.01 per share, at February 6, 2015, was 158,667,693.

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DOCUMENTS INCORPORATED BY REFERENCE

Certain information contained in the registrant's proxy statement for its Annual Meeting of Stockholders to be held on April 28, 2015 (to be filed not later than 120 days after the end of the registrant's fiscal year) (the 2015 Proxy Statement) is incorporated by reference into Part III hereof.

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### **PART I**

#### **Item 1. Business.**

##### **Cautionary Statement Concerning Forward-Looking Statements**

This Annual Report on Form 10-K contains certain forward-looking statements made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), regarding business strategies, market potential, future financial performance and other matters. Statements that include the words believes, expects, anticipates, intends, projects, estimates, plans and similar expressions or future or conditional verbs such as will, should, and could are generally forward-looking in nature and not historical facts. Where, in any forward-looking statement, we express an expectation or belief as to future results or events, such expectation or belief is based on the current plans and expectations at the time this report is filed with the Securities and Exchange Commission (the SEC) or, with respect to any documents incorporated by reference, available at the time such document was prepared or filed with the SEC. Although we believe that these statements are based on reasonable assumptions, they are subject to numerous factors, risks and uncertainties that could cause actual outcomes and results to be materially different from those indicated in such statements. These factors include those listed in the section below entitled Risk Factors. Except as required by law, we undertake no obligation to update or revise any forward-looking statements to reflect changed assumptions, the occurrence of anticipated or unanticipated events, new information or changes to future results over time or otherwise.

Unless the context otherwise requires, references in this Annual Report on Form 10-K to (i) Fortune Brands, the Company, we, our or us refer to Fortune Brands Home & Security, Inc. and its consolidated subsidiaries, after giving effect to the spin-off of Fortune Brands from Fortune Brands, Inc. in 2011 and (ii) Former Parent refer to Fortune Brands, Inc.

#### **Our Company**

We are a leading home and security products company that competes in attractive long-term growth markets in our categories. With a foundation of market-leading brands across a diversified mix of channels, and lean and flexible supply chains, as well as a tradition of strong product innovation and customer service, we are focused on outperforming our markets in both growth and returns, and driving increased shareholder value. We sell our products through a wide array of sales channels, including kitchen and bath dealers, wholesalers oriented toward builders or professional remodelers, industrial and locksmith distributors, do-it-yourself remodeling-oriented home centers and other retail outlets. We believe the Company's track record reflects the long-term attractiveness and potential of our categories and our leading brands. Our performance over the past three years demonstrates the strength of our operating model and our ability to generate profitable growth as sales volume increases and we leverage our structural competitive advantages to gain share in our categories.

#### **Our Strategy**

***Build on leading business and brand positions in attractive growth and return categories.*** We believe that we have leading market positions and brands in many of our product categories. We continue to invest in targeted advertising and other strategic initiatives aimed at enhancing brand awareness and educating consumers regarding the breadth, features and benefits of our product lines. We also strive to leverage our brands by expanding into adjacent product categories and continue to develop new programs through working closely with our customers.

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***Continue to develop innovative products for customers, designers, installers and consumers.*** Sustained investments in consumer-driven product innovation and customer service, along with our lower cost structures, have contributed to our success in winning in the marketplace and creating consumer demand. MasterBrand Cabinets launched innovative new cabinet door designs, color palettes and features in a range of styles that allows consumers to create a custom kitchen look at an affordable price. MasterBrand Cabinets launched new door styles ranging from transitional styles to acrylics, new color palettes ranging from gray stains to rich brown stains, Omega full access cabinetry and innovative lighting solutions. MasterBrand Cabinets continues to provide cabinetry solutions for the whole home ranging from home offices or bathroom vanities to kitchens. We continue to provide channel support with a responsive website featuring our cabinet brands in one convenient location that drives leads to our dealerships. Moen offers an extensive line of eco-friendly faucets and showerheads that carry the EPA's WaterSense designation. Moen's track record of continued innovation includes offerings such as finishes that incorporate Microban anti-microbial protection, market-leading Spot Resist finish, our touchless Motionsense electronic faucets and our new pull-out and pull-down faucets with Reflex self-retraction. Therma-Tru has leveraged advanced materials to deliver products that combine aesthetic beauty and energy efficiency. Therma-Tru expanded both clear and decorative glass offerings and introduced new styles to its Fiber-Classic Mahogany collection of fiberglass doors, including additions to the Pulse line of modern style entry doors. Master Lock has long been an innovative leader in security products, such as the easy-to-use Dial Speed combination padlocks, and has continued to grow by entering adjacent security categories such as life safety and commercial electronic access control solutions designed to secure high value sites such as cellular telephone towers and other facilities. John D. Brush & Co., Inc. ( SentrySafe ), acquired in July 2014, provides quality and innovative fire-resistant safes that secure consumers' property and important documents.

***Expand in international markets.*** We have opportunities to expand sales by further penetrating international markets, which represented approximately 17% of net sales in 2014. Moen continues to expand in China. In cabinets, Kitchen Craft remains a leading cabinetry brand in Canada in 2014, while WoodCrafters provides presence in Mexico. Master Lock continues to expand its presence in Europe and Asia, while Therma-Tru has made inroads in Canada as consumers transition from traditional entry door materials to more advanced and energy-efficient fiberglass doors.

***Leverage our global supply chains.*** We are using lean manufacturing, design-to-manufacture and distributive assembly techniques to make our supply chains more flexible and improve supply chain quality, cost, response times and asset efficiency. We view our supply chains as a strategic asset not only to support strong operating leverage as volumes increase, but also to enable the profitable growth of new products, adjacent market expansion and international growth.

***Enhance returns and deploy our cash flow to high-return opportunities.*** We believe our most attractive opportunities are to invest in profitable organic growth initiatives, pursue accretive strategic acquisitions and joint ventures, and return cash to shareholders through a combination of dividends and repurchases of shares of our common stock under our share repurchase programs. Both add-on acquisitions and share repurchase opportunities may be particularly attractive in the next few years.

## **Our Competitive Strengths**

We believe our competitive strengths include the following:

***Leading brands.*** We have leading brands in many of our product categories. We believe that established brands are meaningful to both consumers and trade customers in their respective categories and that we have the opportunity to, among other things, expand many of our brands into adjacent product categories and international markets.

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***Strategic focus on attractive consumer-facing categories.*** We believe we operate in categories that, while very competitive, are among the more attractive categories in the home products and security products markets. Some of the key characteristics that make these categories attractive in our view include the following:

- > product quality, innovation, fashion, finish, durability and functionality, which are key determinants of product selection in addition to price;
- > established brands, which are meaningful to both consumers and trade customers;
- > the opportunity to add value to a complex consumer purchasing decision with excellent service propositions, reliability of products, ease of installation and superior delivery lead times;
- > the value our products add to a home, particularly with kitchen and bath remodeling and additions, and the curb appeal offered by stylish entry door systems;
- > favorable long-term trends in household formations that benefit the outlook for our markets over time;
- > the relatively stable demand for plumbing and security products; and
- > the opportunity to expand into adjacent categories.

***Operational excellence.*** We believe our investments in lean manufacturing and productivity initiatives have resulted in supply chain flexibility and the ability to cost-effectively add capacity in order to match demand levels. In 2014, we invested in incremental capacity to support long-term growth potential and we plan to continue investing in 2015. In addition, our supply chains and lower cost structures are creating favorable operating leverage as volumes grow without sacrificing customer service levels. We believe that margin improvement will continue to be driven predominantly by organic volume growth that can be readily accommodated by additional production shifts and equipment as necessary.

***Commitment to innovation.*** We have a long track record of successful product and process innovations that introduce valued new products and services to our customers and consumers. We are committed to continuing to invest in new product development and enhance customer service to strengthen our leading brands and penetrate adjacent markets.

***Diverse sales end-use mix.*** We sell in a variety of product categories in the U.S. home and security products markets. In addition, our exposure to changing levels of U.S. residential new home construction activity is balanced with repair-and-remodel activity, which comprises a substantial majority of the overall U.S. home products market and about two-thirds of our U.S. home products sales. We also benefit from a stable market for plumbing and security products and international sales growth opportunities.

***Diverse sales channels.*** We sell through a wide array of sales channels, including kitchen and bath dealers, wholesalers oriented to builders or professional remodelers, industrial and locksmith distributors, do-it-yourself remodeling-oriented home centers and other retail outlets. We also sell security products to locksmiths, industrial distributors and mass merchants. We are able to leverage existing sales channels to expand into adjacent product categories. In 2014, sales to our top ten customers represented less than half of total sales.

***Decentralized business model.*** Our business segments are focused on distinct product categories and are responsible for their own performance. This structure enables each of our segments to independently best position itself within each category in which it competes and reinforces strong accountability for operational and financial performance. Each of our segments focus on its unique set of consumers, customers, competitors and suppliers, while also sharing best practices.



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**Strong capital structure.** We exited 2014 with a strong balance sheet, even as we completed the \$116.7 million acquisition of SentrySafe in July and repurchased \$439.8 million of our shares in 2014. As of December 31, 2014, we had \$191.9 million of cash and cash equivalents and total debt was \$670.0 million, resulting in a net debt position of \$478.1 million. In addition, we had \$830.0 million available under our credit facilities as of December 31, 2014.

**Business Segments**

We have four business segments: Cabinets, Plumbing, Doors and Security. The following table shows net sales for each of these segments, including key brands within each segment:

Segment	2014 Net Sales (in millions)	Percentage of Total 2014 Net Sales	Key Brands
Cabinets	\$ 1,788	45%	Aristokraft, Kitchen Craft, Kitchen Classics, Omega, Homecrest, Diamond, Schrock, Decorá, Kemper, St. Paul, Thomasville <sup>(a)</sup> , Martha Stewart Living <sup>(a)</sup>
Plumbing	1,331	33%	Moen, Cleveland Faucet Group (CFG)
Doors	414	10%	Therma-Tru, Fypon
Security	481	12%	Master Lock, American Lock, SentrySafe
Total	\$ 4,014	100%	

<sup>(a)</sup> Thomasville is a registered trademark of Hhg Global Designs LLC and Martha Stewart Living is a registered trademark of Martha Stewart Living Omnimedia, Inc.

Our segments compete on the basis of innovation, fashion, quality, price, service and responsiveness to distributor, retailer and installer needs, as well as end-user consumer preferences. Our markets are very competitive. Approximately 17% of 2014 net sales were to international markets, and sales to two of the Company's customers, The Home Depot, Inc. (The Home Depot) and Lowe's Companies, Inc. (Lowe's), each accounted for more than 10% of the Company's net sales in 2014. Sales to all U.S. home centers in the aggregate were approximately 30% of net sales in 2014.

**Cabinets.** Our Cabinets segment manufactures custom, semi-custom and stock cabinetry, as well as vanities, for the kitchen, bath and other parts of the home through a regional supply chain footprint to deliver high quality and service to our customers. This segment sells a portfolio of brands that enables our customers to differentiate themselves against competitors. This portfolio includes brand names such as Aristokraft, Kitchen Craft, Kitchen Classics, Omega, Homecrest, Diamond, Schrock, Decorá, Kemper, St. Paul, Thomasville and Martha Stewart Living. Substantially all of this segment's sales are in North America. This segment sells directly to kitchen and bath dealers, home centers, wholesalers and large builders. Sales to The Home Depot and Lowe's comprised approximately 39% of net sales of the Cabinets segment in 2014. This segment's competitors include Masco, American Woodmark and RSI, as well as a large number of smaller suppliers.

**Plumbing.** Our Plumbing segment manufactures or assembles and sells faucets, accessories and kitchen sinks in North America and China, predominantly under the Moen brand. Although this segment sells plumbing products principally in the U.S., Canada and China, this segment also sells in Mexico, Southeast Asia and South America. Approximately 26% of 2014 net sales were to international markets. This segment sells directly through its own sales force and indirectly through independent manufacturers' representatives, primarily to wholesalers, home centers, mass merchandisers and industrial distributors. Sales to The Home Depot and Lowe's comprised



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approximately 26% of net sales of the Plumbing segment in 2014. This segment's chief competitors include Delta (owned by Masco), Kohler, Pfister (owned by Spectrum Brands), American Standard (owned by LIXIL Group) and imported private-label brands.

**Doors.** Our Doors segment manufactures and sells fiberglass and steel entry door systems under the Therma-Tru brand and urethane millwork product lines under the Fypon brand. This segment benefits from the long-term trend away from traditional materials, such as wood, steel and aluminum, toward more energy-efficient and durable synthetic materials. Therma-Tru products include fiberglass and steel residential entry door and patio door systems, primarily for sale in the U.S. and Canada. This segment's principal customers are home centers, millwork building products and wholesale distributors, and specialty dealers that provide products to the residential new construction market, as well as to the remodeling and renovation markets. Sales to The Home Depot and Lowe's comprised approximately 11% of net sales of the Doors segment in 2014. This segment's competitors include Masonite, JELD-WEN, Plastpro and Pella.

**Security.** Our Security segment's products consist of locks, safety and security devices, and electronic security products manufactured, sourced and distributed under the Master Lock brand and fire resistant safes, security containers and commercial cabinets manufactured, sourced and distributed under the SentrySafe brand. This segment sells products principally in the U.S., Canada, Europe, Central America and Australia. Approximately 29% of 2014 net sales were to international markets. This segment manufactures and sells key-controlled and combination padlocks, bicycle and cable locks, built-in locker locks, door hardware, automotive, trailer and towing locks, electronic access control solutions, and other specialty safety and security devices for consumer use to hardware, home center and other retail outlets. In addition, the segment sells lock systems to locksmiths, industrial and institutional users, and original equipment manufacturers. Sales to The Home Depot and Lowe's comprised approximately 16% of the net sales of the Security segment in 2014. Master Lock competes with Abus, W.H. Brady, Hampton, Kwikset (owned by Spectrum Brands), Schlage (owned by Allegion), Assa Abloy and various imports, and SentrySafe competes with First Alert, Magnum, Fortress, Stack-On and Fire King.

Annual net sales for each of the last three fiscal years for each of our business segments were as follows:

<i>(In millions)</i>	2014	2013	2012
Cabinets	\$ 1,787.5	\$ 1,642.2	\$ 1,326.6
Plumbing	1,331.0	1,287.0	1,100.7
Doors	413.9	371.6	321.5
Security	481.2	402.8	386.0
Total	\$ 4,013.6	\$ 3,703.6	\$ 3,134.8

For additional financial information for each of our business segments, refer to Note 18, Information on Business Segments, to the Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K.

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**Raw materials.** The table below indicates the principal raw materials used by each of our segments. These materials are available from a number of sources. Volatility in the prices of commodities and energy used in making and distributing our products impacts the cost of manufacturing our products.

Segment	Raw Materials
Cabinets	Hardwoods (maple, cherry and oak), plywood and particleboard
Plumbing	Brass, zinc, copper, resins and stainless steel
Doors	Resins, glass, foam, steel, wood and aluminum
Security	Rolled steel and brass

**Intellectual property.** Product innovation and branding are important to the success of our business. In addition to the brand protection offered by our trademarks, patent protection helps distinguish our unique product features in the market by preventing copying and making it more difficult for competitors to benefit unfairly from our design innovation. We hold U.S. and foreign patents covering various features used in products sold within all of our business segments. Although each of our segments relies on a number of patents and patent groups that, in the aggregate, provide important protections to the Company, no single patent or patent group is material to any of the Company's segments.

**Employees.** As of December 31, 2014, we had approximately 18,000 full-time employees. Approximately 13% of these employees are covered by collective bargaining agreements, none of which are subject to agreements that will expire within one year. Employee relations are generally good.

**Information about geographic areas.** For additional information about net sales and assets by geographic areas, refer to Note 18, Information on Business Segments, to the Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K.

**Seasonality.** All of our operating segments traditionally experience lower sales in the first quarter of the year when new home construction, repair-and-remodel activity and security buying are lowest. As a result of sales seasonality and associated timing of working capital fluctuations, our cash flow from operating activities is typically higher in the second half of the year.

**Environmental matters.** We are involved in remediation activities to clean up hazardous wastes as required by federal and state laws. Liabilities for remediation costs of each site are based on our best estimate of undiscounted future costs, excluding possible insurance recoveries or recoveries from other third parties. Uncertainties about the status of laws, regulations, technology and information related to individual sites make it difficult to develop estimates of environmental remediation exposures. Some of the potential liabilities relate to sites we own, and some relate to sites we no longer own or never owned. Several of our subsidiaries have been designated as potentially responsible parties ( PRP ) under Superfund or similar state laws. As of December 31, 2014, nine such instances have not been dismissed, settled or otherwise resolved. In the calendar year 2014, our subsidiaries were identified as a PRP in three new instances and we settled two of these new instances in 2014. In most instances where our subsidiaries are named as a PRP, we enter into cost-sharing arrangements with other PRPs. We give notice to insurance carriers of potential PRP liability, but very rarely, if ever, receive reimbursement from insurance for PRP costs. We believe that the cost of complying with the present environmental protection laws, before considering estimated recoveries

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either from other PRPs or insurance, will not have a material adverse effect on our results of operations, cash flows or financial condition. At December 31, 2014 and 2013, we had accruals of \$2.8 million and \$4.8 million, respectively, relating to environmental compliance and clean up including, but not limited to, the above mentioned Superfund sites.

**Legal proceedings.** We are defendants in lawsuits associated with the normal conduct of our 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 to us. We believe that there are meritorious defenses to these actions, which we are vigorously contesting and that these actions will not have a material adverse effect upon our results of operations, cash flows or financial condition.

**Legal structure.** Fortune Brands Home & Security, Inc. is a holding company that was organized as a Delaware corporation in 1988. Wholly-owned subsidiaries of the Company include MasterBrand Cabinets, Inc., Moen Incorporated, Fortune Brands Doors, Inc. and Fortune Brands Storage & Security LLC. As a holding company, Fortune Brands is a legal entity separate and distinct from our subsidiaries. Accordingly, the rights of the Company, and thus the rights of our creditors (including holders of debt securities and other obligations) and stockholders to participate in any distribution of the assets or earnings of any subsidiary is subject to the claims of creditors of the subsidiary, except to the extent that claims of the Company itself as a creditor of such subsidiary may be recognized, in which event the Company's claims may in certain circumstances be subordinate to certain claims of others. In addition, as a holding company, the source of our unconsolidated revenues and funds is dividends and other payments from subsidiaries. Our subsidiaries are not limited by long-term debt or other agreements in their abilities to pay cash dividends or to make other distributions with respect to their capital stock or other payments to the Company.

**Available Information.** The Company's website address is [www.FBHS.com](http://www.FBHS.com). The Company's annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to these reports are available free of charge on the Company's website as soon as reasonably practicable after the reports are filed or furnished electronically with the SEC. These documents also are made available to read and copy at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information about the Public Reference Room by contacting the SEC at 1-800-SEC-0330. Reports filed with the SEC are also made available on its website at [www.sec.gov](http://www.sec.gov). We also make available on our website, or in printed form upon request, free of charge, our Corporate Governance Principles, Code of Business Conduct and Ethics, Code of Ethics for Senior Financial Officers, Charters for the Committees of our Board of Directors and certain other information related to the Company.

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### **Item 1A. Risk Factors.**

*You should carefully consider the risks described below and all of the other information included in this Annual Report on Form 10-K when deciding whether to invest in our common stock or otherwise evaluating our business. If any of the following risks materialize, our business, financial condition or operating results could suffer. In this case, the trading price of our common stock could decline, and you may lose all or part of your investment.*

#### **Risks Relating to Our Business**

*Our business primarily relies on North American home improvement, repair and remodel and new home construction activity levels, all of which are impacted by risks associated with fluctuations in the housing market. Downward changes in the general economy, the housing market or other business conditions could adversely affect our results of operations, cash flows and financial condition.*

Our business primarily relies on home improvement, repair and remodel, and new home construction activity levels, principally in North America. The housing market is sensitive to changes in economic conditions and other factors, such as the level of employment, consumer confidence, consumer income, availability of financing and interest rate levels. Adverse changes in any of these conditions generally, or in any of the markets where we operate, could decrease demand and could adversely impact our businesses. Consumers may reduce discretionary spending or may prefer lower-priced value-oriented products. In addition, consumer price consciousness may intensify resulting in the delay or decrease in home ownership and household formation, as well as cause a shift in demand to smaller, less expensive homes. The new home construction market is still recovering from a major downturn in 2008 and 2009, and while improving, the new home construction market remains below historical levels.

*We operate in very competitive consumer and trade brand categories.*

The markets in which we operate are very competitive. Although we believe that competition in our businesses is based largely on product quality, consumer and trade brand reputation, customer service and product features, as well as fashion, innovation and ease of installation, price is a significant factor for consumers as well as our trade customers. In addition, some of our competitors may resort to price competition to sustain market share and manufacturing capacity utilization. Also, certain large customers continue to offer private-label brands that compete with some of our product offerings as a lower-cost alternative. The strong competition that we face in all of our businesses may adversely affect our profitability and revenue levels, as well as our results of operations, cash flows and financial condition.

*Risks associated with strategic acquisitions could adversely affect our results of operations, cash flows and financial condition.*

We consider acquisitions and joint ventures as a means of enhancing shareholder value. Acquisitions and joint ventures involve risks and uncertainties, including difficulties integrating acquired companies and operating joint ventures; difficulties retaining the acquired businesses customers and brands; the inability to achieve the expected financial results and benefits of transactions; the loss of key employees from acquired companies; implementing and maintaining consistent standards, controls, policies and information systems; and diversion of management's attention from other business matters. Future acquisitions could cause us to incur additional debt or issue shares, resulting in dilution in earnings per share and return on capital.

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*We may not successfully develop new products or improve existing products.*

Our success depends on meeting consumer needs and anticipating changes in consumer preferences with successful new products and product improvements. We aim to introduce products and new or improved production processes proactively to offset obsolescence and decreases in sales of existing products. While we devote significant focus to the development of new products, we may not be successful in product development and our new products may not be commercially successful. In addition, it is possible that competitors may improve their products more rapidly or effectively, which could adversely affect our sales. Furthermore, market demand may decline as a result of consumer preferences trending away from our categories or trending down within our brands or product categories, which could adversely impact our results of operations, cash flows and financial condition.

*Risks associated with our ability to improve organizational productivity and global supply chain efficiency and flexibility could adversely affect our results of operations, cash flows and financial condition.*

We regularly evaluate our organizational productivity and global supply chains and assess opportunities to increase capacity, reduce costs and enhance quality. We strive to enhance quality, speed and flexibility to meet changing and uncertain market conditions, as well as manage cost inflation, including wages, pension and medical costs. Our success depends in part on refining our cost structure and supply chains to promote consistently flexible and low cost supply chains that can respond to market changes to protect profitability and cash flow or ramp up quickly and effectively to meet demand. Failure to achieve the desired level of quality, capacity or cost reductions could impair our results of operations, cash flows and financial condition.

*Risks associated with global commodity and energy availability and price volatility, as well as the possibility of sustained inflation, could adversely affect our results of operations, cash flows and financial condition.*

We are exposed to risks associated with global commodity price volatility arising from restricted or uneven supply conditions, the sustained expansion and volatility of demand from emerging markets, potentially unstable geopolitical and economic variables, weather and other unpredictable external factors. We buy raw materials that contain commodities such as copper, zinc, steel, glass, wood and petroleum-based products such as resins. In addition, our distribution costs are significantly impacted by the price of oil and diesel fuel. Decreased availability and increased or volatile prices for these commodities, as well as energy used in making, distributing and transporting our products, could increase the costs of our products. While in the past we have been able to mitigate the impact of these cost increases through productivity improvements and passing on increasing costs to our customers over time, there is no assurance that we will be able to offset such cost increases in the future, and the risk of potentially sustained high levels of inflation could adversely impact our results of operations, cash flows and financial condition. While we may use derivative contracts to limit our short-term exposure to commodity price volatility, the exposures under these contracts could still be material to our results of operations, cash flows and financial condition. In addition, in periods of declining commodity prices, these derivative contracts may have the short-term effect of increasing our expenditures for these raw materials.

*We manufacture, source and sell products internationally and are exposed to risks associated with doing business globally.*

We manufacture, source or sell our products in a number of locations throughout the world, predominantly in the U.S., Canada, China, Europe and Mexico. Accordingly, we are subject to risks associated with potential disruption caused by changes in political, economic and social

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environments, including civil and political unrest, terrorism, possible expropriation, local labor conditions, changes in laws, regulations and policies of foreign governments and trade disputes with the U.S., and U.S. laws affecting activities of U.S. companies abroad. Risks inherent to international operations include: potentially adverse tax laws, uncertainty regarding clearance and enforcement of intellectual property rights, risks associated with the Foreign Corrupt Practices Act and difficulty enforcing contracts. While we hedge certain foreign currency transactions, a change in the value of the currencies will impact our financial statements when translated into U.S. dollars. In addition, fluctuations in currency can adversely impact the cost position of our products in local currency, making it more difficult for us to compete. Our success will depend, in part, on our ability to effectively manage our businesses through the impact of these potential changes. In addition, we source certain raw materials, components and finished goods from China where we have experienced higher manufacturing costs and longer lead times due to currency fluctuations, higher wage rates, labor shortages and higher raw material costs.

*Changes in government and industry regulatory standards could adversely affect our results of operations, cash flows and financial condition.*

Government regulations pertaining to health and safety (including protection of employees as well as consumers) and environmental concerns continue to emerge domestically, as well as internationally. It is necessary for us to comply with current requirements (including requirements that do not become effective until a future date), and even more stringent requirements could be imposed on our products or processes in the future. Compliance with these regulations (such as the restrictions on lead content in plumbing products and on volatile organic compounds and formaldehyde emissions that are applicable to many of our businesses) may require us to alter our manufacturing and installation processes and our sourcing. Such actions could increase our capital expenditures and adversely impact our results of operations, cash flows and financial condition, and our inability to effectively and timely meet such regulations could adversely impact our competitive position.

*Our inability to secure and protect our intellectual property rights could negatively impact revenues and brand reputation.*

We have many patents, trademarks, brand names and trade names that are important to our business. Unauthorized use of these intellectual property rights may not only erode sales of our products, but may also cause significant damage to our brand name and reputation, interfere with our ability to effectively represent the Company to our customers, contractors and suppliers, and increase litigation costs. There can be no assurance that our efforts to protect our brands and trademark rights will prevent violations. In addition, existing patent, trade secret and trademark laws offer only limited protection, and the laws of some countries in which our products are or may be developed, manufactured or sold may not fully protect our intellectual property from infringement by others. There can be no assurance that our efforts to assess possible third party intellectual property rights will ensure that Company's ability to manufacture, distribute, market or sell in any given country or territory. Furthermore, others may assert intellectual property infringement claims against us or our customers.

*Our businesses rely on the performance of wholesale distributors, dealers and other marketing arrangements and could be adversely affected by poor performance or other disruptions in our distribution channels and customers.*

We rely on a distribution network comprised of consolidating customers. Any disruption to the existing distribution channels could adversely affect our results of operations, cash flows and financial condition. The consolidation of distributors or the financial instability or default of a distributor or one of its major customers could potentially cause such a disruption. In addition to our own sales force,

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we offer our products through a variety of third-party distributors, representatives and retailers. Certain of our distributors, representatives or retailers may also market other products that compete with our products. The loss or termination of one or more of our major distributors, representatives or retailers, the failure of one or more of our distributors or representatives to effectively promote our products, or changes in the financial or business condition of these distributors or representatives could affect our ability to bring products to market.

*Our pension costs and funding requirements could increase as a result of volatility in the financial markets and changes in interest rates and actuarial assumptions.*

Increases in the costs of pension benefits may continue and negatively affect our business as a result of: the effect of potential declines in the stock and bond markets on the performance of our pension plan assets; potential reductions in the discount rate used to determine the present value of our benefit obligations; and changes to our investment strategy that may impact our expected return on pension plan assets assumptions. U.S. generally accepted accounting principles require that we calculate income or expense for the plans using actuarial valuations. These valuations reflect assumptions about financial markets and interest rates, which may change based on economic conditions. Our accounting policy for defined benefit plans may subject earnings to volatility due to the recognition of actuarial gains and losses and amortization of liability savings, particularly due to the change in the fair value of pension assets and interest rates. Funding requirements for our U.S. pension plans may become more significant. However, the ultimate amounts to be contributed are dependent upon, among other things, interest rates, underlying asset returns and the impact of legislative or regulatory changes related to pension funding obligations.

*Risks associated with the disruption of operations could adversely affect our results of operations, cash flows and financial condition.*

We manufacture a significant portion of the products we sell. Any prolonged disruption in our operations, whether due to technical or labor difficulties, weather, lack of raw material or component availability, startup inefficiencies for new operations, disputes with strategic joint venture partners, destruction of or damage to any facility (as a result of natural disasters, fires and explosions, use and storage of hazardous materials or other events) or other reasons, could negatively impact our profitability and competitive position and adversely affect our results of operations, cash flows and financial condition.

*Our inability to obtain raw materials and finished goods in a timely manner from suppliers would adversely affect our ability to manufacture and market our products.*

We purchase raw materials to be used in manufacturing our products and also rely on third-party manufacturers as a source for finished goods. We typically do not enter into long-term contracts with our suppliers or sourcing partners. Instead, most raw materials and sourced goods are obtained on a purchase order basis. In addition, in some instances we maintain single-source or limited-source sourcing relationships, either because multiple sources are not available or the relationship is advantageous due to performance, quality, support, delivery, capacity or price considerations. Financial, operating or other difficulties encountered by our suppliers or sourcing partners or changes in our relationships with them could result in manufacturing or sourcing interruptions, delays and inefficiencies, and prevent us from manufacturing or obtaining the finished goods necessary to meet customer demand. If we are unable to meet customer demand, there could be an adverse effect on our results of operations, cash flows and financial condition.

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*Our failure to attract and retain qualified personnel could adversely affect our results of operations, cash flows and financial condition.*

Our success depends in part on the efforts and abilities of qualified personnel at all levels, including our senior management team and other key employees. Their motivation, skills, experience, contacts and industry knowledge significantly benefit our operations and administration. The failure to attract, motivate and retain members of our senior management team and key employees could have a negative effect on our results of operations, cash flows and financial condition.

*Future tax law changes or the interpretation of existing tax laws may materially impact our effective income tax rate, the resolution of unrecognized tax benefits and cash tax payments.*

Our businesses are subject to income taxation in the U.S., as well as internationally. We are routinely audited by income tax authorities in many jurisdictions. Although we believe that the recorded tax estimates are reasonable and appropriate, there are significant uncertainties in these estimates. As a result, the ultimate outcome from any audit could be materially different from amounts reflected in our income tax provisions and accruals. Future settlements of income tax audits may have a material adverse effect on earnings between the period of initial recognition of tax estimates in our financial statements and the point of ultimate tax audit settlement.

In connection with the divestiture of businesses and the separation from our Former Parent, we have retained and may further retain tax liabilities and the rights to tax refunds for periods before any divestiture or separation. As a result, from time to time, we may be required to make payments related to tax matters associated with these transactions.

*Potential liabilities and costs from claims and litigation could adversely affect our results of operations, cash flows and financial condition.*

We are, from time to time, involved in various claims, litigation matters and regulatory proceedings that arise in the ordinary course of our business and that could have an adverse effect on us. These matters may include contract disputes, intellectual property disputes, product recalls, personal injury claims, construction defects and home warranty claims, warranty disputes, environmental claims or proceedings, other tort claims, employment and tax matters and other proceedings and litigation, including class actions. It is not possible to predict the outcome of pending or future litigation, and, as with any litigation, it is possible that some of the actions could be decided unfavorably and could have an adverse effect on our results of operations, cash flows and financial condition.

We are subject to product safety regulations, recalls and direct claims for product liability that can result in significant liability and, regardless of the ultimate outcome, can be costly to defend. As a result of the difficulty of controlling the quality of products or components sourced from other manufacturers, we are exposed to risks relating to the quality of such products and to limitations on our recourse against such suppliers.

*An impairment in the carrying value of goodwill or other acquired intangible assets could negatively affect our results of operations and financial condition.*

The carrying value of goodwill represents the fair value of acquired businesses in excess of identifiable assets and liabilities as of the acquisition date. The carrying value of other intangible assets represents the fair value of trademarks, tradenames and other acquired intangible assets as of the acquisition date. Goodwill and other acquired intangible assets expected to contribute indefinitely to our cash flows are not amortized, but must be evaluated for impairment by our management at least annually. If the carrying value exceeds the implied fair value of goodwill, the goodwill is



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considered impaired and is reduced to fair value via a non-cash charge to earnings. If the carrying value of an indefinite-lived intangible asset is greater than its fair value, the intangible asset is considered impaired and is reduced to fair value via a non-cash charge to earnings. Events and/or circumstances that could have a potential negative effect on the estimated fair value of our reporting units and indefinite-lived tradenames include: actual new construction and repair and remodel growth rates that lag our assumptions, actions of key customers, volatility of discount rates, continued economic uncertainty, higher levels of unemployment, weak consumer confidence, lower levels of discretionary consumer spending and a decline in the price of our common stock. If the value of goodwill or other acquired intangible assets is impaired, our results of operations and financial condition could be adversely affected.

*We may experience delays or outages in our information technology system and computer networks.*

We, like most companies, may be subject to information technology system failures and network disruptions. These may be caused by delays or disruptions due to system updates, natural disasters, malicious attacks, accidents, power disruptions, telecommunications failures, acts of terrorism or war, computer viruses, physical or electronic break-ins, or similar events or disruptions. Our businesses may implement enterprise resource planning systems or add applications to replace outdated systems and to operate more efficiently. Predictions regarding benefits resulting from the implementation of these projects are subject to uncertainties. We may not be able to successfully implement the projects without experiencing difficulties. In addition, any expected benefits of implementing projects might not be realized or the costs of implementation might outweigh the benefits realized.

*We may be subject to breaches of our information technology systems, which could damage our reputation and consumer relationships. Such breaches could subject us to significant financial, legal, and operational consequences.*

Information security risks have generally increased in recent years because of the proliferation of new technologies and the increased sophistication and activities of perpetrators of cyber-attacks. In particular, our Security business is increasingly utilizing digital elements that allow third parties to use and store personally identifiable information and other information pertaining to their customers and their employees and businesses through online services operated by Master Lock. Such information may include names, passwords, addresses, phone numbers, access to facilities, email addresses, contact preferences, tax identification numbers and payment account information. We devote appropriate resources to network security, data encryption, and other security measures to protect our systems and data, but these security measures cannot provide absolute security. In the event of a breach, we would be exposed to a risk of loss or litigation and possible liability, which could have an adverse effect on our business, results of operations, cash flows, and financial condition.

*We are subject to credit risk on our accounts receivable.*

Our outstanding trade receivables are generally not covered by collateral or credit insurance. While we have procedures to monitor and limit exposure to credit risk on our trade receivables, there can be no assurance that such procedures will effectively limit our credit risk and avoid losses, which could have an adverse effect on our results of operations, cash flows and financial condition. In addition, it is possible that weak economic conditions may cause significantly higher levels of customer defaults and bad debt expense in future periods than is contemplated by our current allowances for doubtful accounts.

*There can be no assurance that we will have access to the capital markets on terms acceptable to us.*

From time to time we may need to access the long-term and short-term capital markets to obtain financing. Although we believe that the sources of capital currently in place permit us to finance our

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operations for the foreseeable future on acceptable terms and conditions, our access to, and the availability of, financing on acceptable terms and conditions in the future will be impacted by many factors, including, but not limited to: (i) our financial performance, (ii) our credit ratings or absence of a credit rating, (iii) the liquidity of the overall capital markets and (iv) the state of the economy, including the U.S. housing market. There can be no assurance that we will have access to the capital markets on terms acceptable to us. In addition, a prolonged global economic downturn may also adversely impact our access to long-term capital markets, result in increased interest rates on our corporate debt, and weaken operating cash flow and liquidity. Decreased cash flow and liquidity could potentially adversely impact our ability to pay dividends, fund acquisitions and repurchase shares in the future.

**Item 1B. Unresolved Staff Comments.**

None.

**Item 2. Properties.**

Our principal executive office is located at 520 Lake Cook Road, Deerfield, Illinois 60015. We operate 25 U.S. manufacturing facilities in 13 states and have 11 manufacturing facilities in international locations (7 in Mexico, 2 in Asia and 2 in Canada). In addition, we have 26 distribution centers and warehouses worldwide, of which 23 are leased. The following table provides additional information with respect to these properties.

Segment	Manufacturing			Distribution Centers		
	<i>Owned</i>	<i>Leased</i>	<i>Total</i>	<i>Owned</i>	<i>Leased</i>	<i>Total</i>
Cabinets	16	5	21	2	3	5
Plumbing	3	1	4	1	9	10
Doors	4	2	6		1	1
Security	4	1	5		10	10
Totals	27	9	36	3	23	26

We are of the opinion that the properties are suitable to our respective businesses and have production capacities adequate to meet the current needs of our businesses.

**Item 3. Legal Proceedings.**

We are defendants in lawsuits associated with the normal conduct of our 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 to us. We believe that there are meritorious defenses to these actions, which we are vigorously contesting, and that these actions will not have a material adverse effect upon our results of operations, cash flows or financial condition.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Table of Contents****Executive Officers of the Registrant.**

Name	Age	Position
Christopher J. Klein	51	Chief Executive Officer
E. Lee Wyatt, Jr.	62	Senior Vice President and Chief Financial Officer
Michael P. Bauer	50	President, The Master Lock Company LLC
David B. Lingafelter	50	President, Moen Incorporated
David M. Randich	53	President, MasterBrand Cabinets, Inc.
Mark Savan	50	President, Fortune Brands Doors, Inc.
Robert K. Biggart	60	Senior Vice President General Counsel and Secretary
Sheri R. Grissom	50	Senior Vice President Human Resources
Dan Luburic	43	Vice President Corporate Controller

**Christopher J. Klein** has served as Chief Executive Officer of Fortune Brands since January 2010. From April 2009 to December 2009, Mr. Klein served as President and Chief Operating Officer of Fortune Brands. From February 2009 through April 2009, Mr. Klein served as Senior Vice President of our Former Parent and, from April 2003 to February 2009, Mr. Klein served as Senior Vice President Strategy & Corporate Development of our Former Parent.

**E. Lee Wyatt, Jr.** has served as Senior Vice President and Chief Financial Officer of Fortune Brands since July 2011. Mr. Wyatt served as Executive Vice President, Chief Financial Officer of Hanesbrands Inc., a global consumer goods company, from September 2006 to June 2011.

**Michael P. Bauer** has served as President of The Master Lock Company LLC since December 2014. From April 2011 through December 2014, Mr. Bauer served as the President of the U.S. Businesses at Moen Incorporated, a subsidiary of Fortune Brands. Mr. Bauer served as the Vice President and General Manager of U.S. Retail at Moen Incorporated from January 2010 to April 2011.

**David B. Lingafelter** has served as President of Moen Incorporated, a subsidiary of Fortune Brands, since October 2007.

**David M. Randich** has served as President of MasterBrand Cabinets, Inc., a subsidiary of Fortune Brands, since October 2012. From November 2007 to October 2012, Mr. Randich served as President of Therma-Tru Corp., a subsidiary of Fortune Brands.

**Mark Savan** has served as President, Fortune Brands Doors, Inc., a subsidiary of Fortune Brands, since January 2013. Mr. Savan also serves as President of Therma-Tru Corp. since October 2012 and served as President of Fortune Brands Windows, Inc., a subsidiary of Fortune Brands, from October 2006 to September 2014.

**Robert K. Biggart** has served as Senior Vice President, General Counsel and Secretary of Fortune Brands since December 2013. From March 2005 through December 2013, Mr. Biggart served as Senior Vice President General Counsel of PepsiCo Americas Beverages, a business division of PepsiCo, Inc., a global food and beverage company.

**Sheri R. Grissom** has served as Senior Vice President Human Resources of Fortune Brands since February 2015. Prior to that, Ms. Grissom served as Executive Vice President Global Human Resources of Actuant Corporation, a diversified industrial company, since October 2010.

**Dan Luburic** has served as Vice President Corporate Controller of Fortune Brands since October 2011. Prior to that, Mr. Luburic served as Assistant Corporate Controller of our Former Parent from December 2007 through September 2011.

**Table of Contents****PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities. Market Information, Dividends and Holders of Record**

Our common stock is listed on the New York Stock Exchange (the "NYSE") under the ticker symbol "FBHS". The following table presents the high and low prices for our common stock as reported on the NYSE.

	2014		2013	
	High	Low	High	Low
First Quarter	\$ 47.92	\$ 39.83	\$ 38.16	\$ 29.91
Second Quarter	43.51	37.28	44.04	33.20
Third Quarter	44.24	36.65	43.69	35.80
Fourth Quarter	46.00	36.54	46.08	37.75

In December 2014, our Board of Directors increased the quarterly cash dividend by 17% to \$0.14 per share of our common stock. We currently expect to pay quarterly cash dividends in the future, but such payments are dependent upon our financial condition, results of operations, capital requirements and other factors, including those set forth under "Item 1A. Risk Factors."

On February 6, 2015, there were 12,942 record holders of the Company's common stock, par value \$0.01 per share.

**Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

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 December 31, 2014:

Three months ended	Total number of shares purchased <sup>(a)</sup>	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs <sup>(a)</sup>	Approximate dollar value of shares that may yet be purchased under the plans or programs <sup>(a)</sup>
December 31, 2014				
October 1 - October 31	748,598	\$ 38.05	748,598	\$ 300,000,000
November 1 - November 30				300,000,000
December 1 - December 31				300,000,000
Total	748,598	\$ 38.05	748,598	

<sup>(a)</sup> Information on the Company's share repurchase programs follows:

Authorization and announcement date	Authorization amount of shares of outstanding common stock	Expiration date
June 2, 2014	\$250 million	June 2, 2016

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September 30, 2014

\$250 million

September 30, 2016

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### **Stock Performance**

The above graph compares the relative performance of our common stock, the S&P Midcap 400 Index and a Peer Group Index. This graph covers the period from September 16, 2011 (the first day our common stock began when-issued trading on the NYSE) through December 31, 2014. This graph assumes \$100 was invested in the stock or the index on September 16, 2011 and also assumes the reinvestment of dividends. The foregoing performance graph is being furnished as part of this Annual Report on Form 10-K solely in accordance with the requirement under Rule 14a-3(b)(9) to furnish our stockholders with such information, and therefore, shall not be deemed to be filed or incorporated by reference into any filings by the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

*Peer Group Index* The Peer Group is composed of the following publicly traded companies corresponding to the Company's core businesses:

Armstrong World Industries, Inc., Fastenal Company, Leggett & Platt Incorporated, Lennox International Inc., Masco Corporation, Mohawk Industries, Inc., Newell Rubbermaid Inc., The Sherwin-Williams Company, Stanley Black & Decker, Inc., USG Corporation and The Valspar Corporation.

#### *Calculation of Peer Group Index*

The weighted-average total return of the entire Peer Group, for the period of September 16, 2011 (the first day of when-issued trading on the NYSE of Fortune Brands Home & Security, Inc. common stock) through December 31, 2014, is calculated in the following manner:

- (1) the total return of each Peer Group member is calculated by dividing the change in market value of a share of its common stock during the period, assuming reinvestment of any dividends, by the value of a share of its common stock at the beginning of the period; and
- (2) each Peer Group member's total return is then weighted within the index based on its market capitalization relative to the market capitalization of the entire index, and the sum of such weighted returns results in a weighted-average total return for the entire Peer Group Index.

**Table of Contents****Item 6. Selected Financial Data.****Five-year Consolidated Selected Financial Data**

	Years Ended December 31,				
(In millions, except per share amounts)	2014	2013	2012	2011	2010
<b>Income statement data<sup>(a)</sup></b>					
Net sales	\$ 4,013.6	\$ 3,703.6	\$ 3,134.8	\$ 2,877.8	\$ 2,748.5
Cost of products sold <sup>(a)</sup>	2,646.7	2,408.5	2,093.2	1,985.7	1,815.1
Selling, general and administrative expenses <sup>(b)</sup>	943.3	938.7	873.1	797.1	733.9
Amortization of intangible assets	13.1	9.4	7.4	10.2	11.1
Restructuring charges	7.0	2.8	4.7	3.6	4.3
Business separation costs				2.4	
Asset impairment charges		21.2	13.2	24.0	
Operating income	403.5	323.0	143.2	54.8	184.1
Income from continuing operations, net of tax	273.6	209.0	108.3	5.6	60.5
Basic earnings per share continuing operations	1.68	1.26	0.67	0.03	0.38
Diluted earnings per share continuing operations	1.64	1.21	0.65	0.03	0.38
<b>Other data<sup>(a)</sup></b>					
Depreciation and amortization	\$ 98.8	\$ 90.4	\$ 101.3	\$ 111.5	\$ 111.6
Cash flow provided by operating activities	253.7	297.8	282.8	175.4	138.9
Capital expenditures	(127.5)	(96.7)	(75.0)	(68.5)	(58.3)
Proceeds from the disposition of assets	0.7	2.2	13.5	3.5	2.6
Dividends declared per common share	0.50	0.42			
Dividends paid per common share to Former Parent				3.54	
<b>Balance sheet data</b>					
Total assets	\$ 4,052.9	\$ 4,178.1	\$ 3,873.9	\$ 3,637.9	\$ 4,257.6
Third party long-term debt	643.7	350.0	297.5	389.3	16.8
Total invested capital <sup>(c)</sup>	2,933.0	3,009.2	2,710.2	2,535.2	2,605.5
Short-term loans to Former Parent (included in total assets above) <sup>(d)</sup>					571.7
Long-term loans from Former Parent <sup>(d)</sup>					3,214.0

(a) Income statement data excludes discontinued operations. Other data is derived from the Statement of Cash Flows and therefore includes discontinued operations. For additional information, refer to Note 18, Information on Business Segments.

(b) The Company's defined benefit expense included pre-tax actuarial (losses) gains in each of the last five years as follows:

	2014	2013	2012	2011	2010
Pre-tax actuarial (losses) gains	\$ (13.7)	\$ (5.2)	\$ (42.2)	\$ (80.0)	\$ 3.5
Portion in cost of products sold	(3.0)	(2.7)	(14.2)	(41.0)	2.5
Portion in selling, general and administrative expenses	(10.7)	(2.5)	(28.0)	(39.0)	1.0

(c) Total invested capital consists of equity and short-term and long-term debt, including loans payable to our Former Parent, net of loans receivable from our Former Parent.

<sup>(d)</sup> In 2011, our Former Parent made equity contributions totaling \$2.7 billion to the Company, capitalizing all loan balances with our Former Parent.



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**Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.**

**Introduction**

This Management’s Discussion and Analysis of Financial Condition and Results of Operations ( MD&A ) is a supplement to the accompanying consolidated financial statements and provides additional information on our business, recent developments, financial condition, liquidity and capital resources, cash flows and results of operations. MD&A is organized as follows:

- > **Overview:** This section provides a general description of our business, and a discussion of management’s general outlook regarding market demand, our competitive position and product innovation, as well as recent developments we believe are important to understanding our results of operations and financial condition or in understanding anticipated future trends.
- > **Basis of Presentation:** This section provides a discussion of the basis on which our consolidated financial statements were prepared.
- > **Results of Operations:** This section provides an analysis of our results of operations for each of the three years ended December 31, 2014, 2013 and 2012.
- > **Liquidity and Capital Resources:** This section provides a discussion of our financial condition and an analysis of our cash flows for each of the three years ended December 31, 2014, 2013 and 2012. This section also provides a discussion of our contractual obligations, other purchase commitments and customer credit risk that existed at December 31, 2014, as well as a discussion of our ability to fund our future commitments and ongoing operating activities through internal and external sources of capital.
- > **Critical Accounting Policies and Estimates:** This section identifies and summarizes those accounting policies that significantly impact our reported results of operations and financial condition and require significant judgment or estimates on the part of management in their application.

**Overview**

The Company is a leader in home and security products focused on the design, manufacture and sale of market-leading branded products in the following categories: kitchen and bath cabinetry, plumbing and accessories, entry door systems, and security products.

For the year ended December 31, 2014, net sales based on country of destination were:

<i>(In millions)</i>		
United States	\$ 3,313.1	83%
Canada	405.8	10
China and other international	294.7	7
Total	\$ 4,013.6	100%

We believe the Company has certain competitive advantages including market-leading brands, a diversified mix of customer channels, and lean and flexible supply chains, as well as a tradition of strong innovation and customer service. We are focused on outperforming our markets in growth, profitability and returns in order to drive increased shareholder value. We believe the Company’s track record reflects the long-term attractiveness and potential of our categories and our leading brands. As consumer demand and the housing market grow, we expect the benefits of operating leverage and strategic spending will help us to continue to achieve profitable organic growth.

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We believe our most attractive opportunities are to invest in profitable organic growth initiatives. We also believe that as the market grows, we have the potential to generate additional growth from leveraging our cash flows and balance sheet strength by pursuing accretive strategic acquisitions and joint ventures, and returning cash to shareholders through a combination of dividends and repurchases under our share repurchase programs as explained in further detail under [Liquidity and Capital Resources](#) below.

The U.S. market for our home products consists of spending on both new home construction and repair and remodel activities within existing homes, with the substantial majority of the markets we serve consisting of repair and remodel spending. We believe that the U.S. market for our home products is in the midst of a multi-year recovery from the U.S. economic recession that ended in mid-2009 and that a continued recovery will largely depend on consumer confidence, employment, home prices, stable mortgage rates and credit availability. Over the long term, we believe that the U.S. home products market will benefit from favorable population and immigration trends, which will drive demand for new housing units, and from aging existing housing stock that will continue to need to be repaired and remodeled.

We may be impacted by fluctuations in raw material and transportation costs and promotional activity among our competitors. We strive to offset the potential unfavorable impact of these items with productivity initiatives and price increases.

During the past two years ended December 31, 2014, our net sales grew at a compounded annual rate of 13% as we benefited from an improving U.S. home products market, share gains, growth in international markets and acquisitions. Operating income grew at a compounded annual rate of 68% with operating margins improving from 5% in 2012 to 10% in 2014. Growth in operating income was primarily due to higher sales volume, control and leverage of our operating expenses, changes to our portfolio of businesses, the benefits of productivity programs, and lower restructuring and impairment charges.

During 2014, the U.S. home products market grew due to expansion of both new home construction and repair and remodel activities. We believe new housing construction experienced high-single digit growth in 2014 compared to 2013 and spending for home repair and remodeling increased approximately 4 to 5%. In 2014, net sales grew 8% and operating income increased 25% due to higher sales volume primarily resulting from U.S. home products market growth, the acquisitions of WoodCrafters Home Products Holding, LLC ( [WoodCrafters](#) ) in 2013 and John D. Brush & Co., Inc. ( [SentrySafe](#) ) in 2014, and productivity improvements.

During 2013, the U.S. home products market also grew due to expansion of both new home construction and repair and remodel activities. We believe new housing construction grew in the high teens (%) in 2013 compared to 2012 and spending for home repair and remodeling increased approximately 5% to 6%. We experienced strengthening in larger ticket repair and remodel activities, which had previously been lagging the overall market, and are particularly impactful to our cabinet products. In 2013, net sales grew 18% and operating income increased 126% on the benefit of higher volume from our growth initiatives, improving U.S. home products market conditions and productivity improvements, as well as the benefit of the acquisition of WoodCrafters.

In December 2014, we acquired Anaheim Manufacturing Company, which markets and sells garbage disposals, for \$30.6 million in cash, subject to certain post-closing adjustments. In July 2014, we acquired SentrySafe, a leading manufacturer of home safes, for a purchase price of \$116.7 million in cash. The financial results of SentrySafe were included in the Company's results of operations and cash flows beginning in August of 2014. The purchase prices were funded from cash on hand and our existing credit facilities.

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In December 2014, we committed to a plan to sell the Waterloo tool storage business. In September 2014, we sold the Simonton windows business for \$130 million in cash. For additional information on these discontinued operations, refer to the Basis of Presentation section below.

In June 2013, the Company acquired WoodCrafters, a manufacturer of bathroom vanities and tops, for a purchase price of \$302.0 million. We paid the purchase price using a combination of cash on hand and borrowings under our existing credit facilities. The financial results of WoodCrafters were included in the Company's results of operations and cash flows beginning in the third quarter of 2013. This acquisition greatly expanded our offering of bathroom cabinetry products.

**Basis of Presentation**

The consolidated financial statements in this Annual Report on Form 10-K have been derived from the accounts of the Company and its majority-owned subsidiaries. In September 2014, we sold all of the shares of stock of Fortune Brands Windows, Inc., our subsidiary that owned and operated the Simonton windows business ( Simonton ). In December 2014, we committed to a plan to sell Waterloo Industries, Inc. ( Waterloo ), our tool storage business. Therefore, in accordance with Accounting Standards Codification ( ASC ) requirements, the results of operations of Waterloo and Simonton were reclassified and separately stated as discontinued operations in the accompanying consolidated statements of comprehensive income for 2014, 2013 and 2012. The assets and liabilities of Simonton were reclassified as a discontinued operation in the accompanying consolidated balance sheets as of December 31, 2013. The assets and liabilities of Waterloo were reclassified as a discontinued operation in the accompanying consolidated balance sheets as of December 31, 2014 and 2013. The cash flows from discontinued operations for 2014, 2013 and 2012 were not separately classified on the accompanying condensed consolidated statements of cash flows. Information on Business Segments was revised to exclude this discontinued operation.

**Results of Operations**

The following discussion of both consolidated results of operations and segment results of operations refers to the year ended December 31, 2014 compared to the year ended December 31, 2013, and the year ended December 31, 2013 compared to the year ended December 31, 2012. The discussion of consolidated results of operations should be read in conjunction with the discussion of segment results of operations and our financial statements and notes thereto included in this Annual Report on Form 10-K. Unless otherwise noted, all discussion of results of operations are for continuing operations.

**Years Ended December 31, 2014, 2013 and 2012**

<i>(In millions)</i>	2014	% change	2013	% change	2012
<b>Net Sales:</b>					
Cabinets	\$ 1,787.5	8.8%	\$ 1,642.2	23.8%	\$ 1,326.6
Plumbing	1,331.0	3.4	1,287.0	16.9	1,100.7
Doors	413.9	11.4	371.6	15.6	321.5
Security	481.2	19.5	402.8	4.4	386.0
Total Fortune Brands	\$ 4,013.6	8.4%	\$ 3,703.6	18.1%	\$ 3,134.8
<b>Operating Income (Loss):</b>					
Cabinets	\$ 137.9	42.0%	\$ 97.1	373.7%	\$ 20.5
Plumbing	258.9	13.4	228.3	34.9	169.2
Doors	29.2	90.8	15.3	1,276.9	(1.3)
Security	49.4	(10.8)	55.4	2.0	54.3
Corporate <sup>(a)</sup>	(71.9)	1.6	(73.1)	26.5	(99.5)
Total Fortune Brands	\$ 403.5	24.9%	\$ 323.0	125.6%	\$ 143.2

<sup>(a)</sup> Corporate expenses include the components of defined benefit plan expense other than service cost which totaled expense (income) of \$4.9 million, \$(4.9) million, and \$38.7 million for the years ended December 31, 2014, 2013 and 2012, respectively. There are no amounts that represent the elimination or reversal of transactions between reportable segments.

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Certain items had a significant impact on our results in 2014, 2013 and 2012. These included the acquisitions of SentrySafe and WoodCrafters, asset impairment charges, defined benefit plan recognition of actuarial losses and gains, restructuring and other charges and the impact of changes in foreign currency exchange rates.

In 2014, financial results included:

- > the impact of the WoodCrafters and SentrySafe acquisitions, which added approximately \$165 million of net sales (approximately \$100 million and \$65 million, respectively),
- > defined benefit plan recognition of actuarial losses, recorded in the Corporate segment, of \$13.7 million (\$8.7 million after tax) compared to \$5.2 million (\$3.3 million after tax) in 2013. This change was primarily due to lower discount rates in 2014, partially offset by the impact of a higher than expected increase in pension plan assets and lower postretirement liabilities due to plan amendments to reduce health benefits,
- > restructuring and other charges of \$7.7 million before tax (\$4.7 million after tax), primarily associated with supply chain initiatives,
- > the impact of foreign exchange, which had an unfavorable impact compared to 2013, of approximately \$25 million on net sales, approximately \$13 million on operating income and approximately \$10 million on net income. The effects of foreign exchange on the Company's results are principally associated with movements in the Canadian dollar and
- > loss from discontinued operations of \$114.3 million, net of tax, includes the net loss on the sale of Simonton windows of \$111.2 million, as well as restructuring and impairment losses as a result of the decision to sell the Waterloo tool storage business of \$14.1 million, net of tax.

In 2013, financial results included:

- > the impact of the WoodCrafters acquisition, which added approximately \$115 million of net sales,
- > asset impairment charges in our Cabinets segment of \$21.2 million (\$13.8 million after tax) associated with the abandonment of certain internal use software,
- > defined benefit plan recognition of actuarial losses, recorded in the Corporate segment, of \$5.2 million (\$3.3 million after tax) compared to \$42.2 million (\$26.2 million after tax) in 2012. This change was primarily due to a higher than expected increase in pension plan assets and higher discount rates in 2013, as well as lower postretirement liabilities due to plan amendments to reduce health benefits,
- > restructuring and other charges of \$3.7 million before tax (\$2.8 million after tax), primarily associated with supply chain initiatives,
- > the impact of foreign exchange, which had an unfavorable impact compared to 2012, of approximately \$7 million on net sales and approximately \$1 million on operating income and net income. The effects of foreign exchange on the Company's results are principally associated with movements in the Canadian dollar and
- > income from discontinued operations of \$21.9 million, net of tax.

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In 2012, financial results included:

- > defined benefit plan recognition of actuarial losses, recorded in the Corporate segment, of \$42.2 million (\$26.2 million after tax), primarily due to a decrease in the discount rate used to value our pension and other postretirement obligations,
  
- > asset impairment charges of \$13.2 million (\$8.1 million after tax) associated with tradenames in the Doors segment (\$7.3 million before tax) and the Cabinets segment (\$5.9 million before tax).

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These charges were primarily the result of an increase in our market-participant cost of capital discount rates. One tradename in the Cabinets segment was also impacted by reduced revenue growth expectations for high-end discretionary cabinet purchases developed during our annual planning process that was completed in the fourth quarter in 2012,

> restructuring and other charges of \$13.6 million before tax (\$8.9 million after tax), primarily associated with cabinet manufacturing facility closures and

> income from discontinued operations of \$11.4 million, net of tax.

### **2014 Compared to 2013**

#### **Total Fortune Brands**

##### *Net sales*

Net sales increased \$310.0 million, or 8%. The increase was due to the benefit of the acquisitions of WoodCrafters and SentrySafe (approximately \$165 million in aggregate), higher sales volume primarily from the continuing improvement in U.S. market conditions for home products, price increases to help mitigate material cost increases, and favorable product mix. These increases were partially offset by the impact of the planned exit from low margin builder direct cabinet business in the western U.S. (approximately \$53 million) and approximately \$25 million of unfavorable foreign exchange.

##### *Cost of products sold*

Cost of products sold increased \$238.2 million, or 10%, due to higher sales volume, material cost increases and higher costs associated with manufacturing capacity increases to support long-term growth, as well as the \$126.0 million impact of the acquisitions of SentrySafe and WoodCrafters. These cost increases were partially offset by the benefit of productivity improvements.

##### *Selling, general and administrative expenses*

Selling, general and administrative expenses increased \$4.6 million due to higher volume-related costs and the \$19.0 million impact of the acquisitions of SentrySafe and WoodCrafters, partially offset by lower employee-related costs. Selling, general and administrative expenses were also unfavorable due to higher expense from actuarial losses related to defined benefits plans (\$10.7 million in 2014 compared to \$2.5 million in 2013).

##### *Amortization of intangible assets*

Amortization of intangible assets increased \$3.7 million due to the acquisitions of WoodCrafters (\$2.9 million incremental) and SentrySafe (\$0.8 million).

##### *Restructuring charges*

Restructuring charges of \$7.0 million in 2014 related to severance in Security, Plumbing and Corporate, partially offset by a benefit from a foreign currency gain associated with dissolution of a foreign entity in the Plumbing segment. Restructuring charges of \$2.8 million in 2013 related to supply chain initiatives.

**Table of Contents***Asset impairment charge*

No asset impairment charges were recorded in 2014 in operating income. In 2013, our Cabinets segment completed an evaluation of its information technology strategy. As a result of this evaluation, the segment abandoned certain software developed for internal use and recorded an impairment charge of \$21.2 million, which was recorded in operating income and reduced property, plant and equipment.

*Operating income*

Operating income increased \$80.5 million, or 25%, primarily due to higher sales volume from our growth initiatives and improving U.S. home products market conditions, the benefit from the WoodCrafters and SentrySafe acquisitions (approximately \$9 million in aggregate) and improved product mix. Operating income was unfavorably impacted by planned costs associated with manufacturing capacity increases to support long-term growth. Operating income was also impacted by approximately \$13 million of unfavorable foreign exchange. In addition, the following items had a significant impact on operating income trends:

<i>(In millions)</i>	2014	2013	Increase/(decrease) in operating income
Recognition of defined benefit plan actuarial losses	\$13.7	\$ 5.2	\$ (8.5)
Restructuring and other charges	7.7	3.7	(4.0)
Asset impairment charges		21.2	21.2

*Interest expense*

Interest expense increased \$3.2 million primarily due to higher average borrowings.

*Other expense (income), net*

Other expense, net, was \$1.2 million in 2014, compared to \$5.3 million in 2013. The decrease of \$4.1 million was primarily due to a \$6.2 million impairment charge pertaining to a cost method investment in 2013, partially offset by a \$1.6 million impairment charge pertaining to a different cost method investment in 2014.

*Income taxes*

The effective income tax rates for 2014 and 2013 were 30.2% and 32.7%, respectively. The effective income tax rate for 2014 was favorably impacted by the tax benefit attributable to the Domestic Production Activity (Internal Revenue Code Section 199) Deduction (\$7.6 million), the release of valuation allowances related to state net operating loss carryforwards (\$4.1 million), and a \$1.8 million benefit associated with the extension of the U.S. research and development credit under the Tax Increase Prevention Act 2014. The effective income tax rate for 2013 was favorably impacted by the tax benefit attributable to the Domestic Production Activity (Internal Revenue Code Section 199) Deduction (\$5.2 million), \$1.6 million of deferred tax benefits associated with the enacted repeal of the Mexican Business Flat Tax under the 2014 Mexican Tax Reform Package, and a \$1.4 million tax benefit associated with the extension of the U.S. research and development credit under The American Taxpayer Relief Act of 2012. The effective income tax rate in 2013 was unfavorably impacted by an increase in the valuation allowance related to an investment impairment charge for which we could not record an income tax benefit (\$2.1 million).

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### *Noncontrolling interests*

Noncontrolling interest was \$1.2 million in 2014 and 2013.

### *Net income from continuing operations*

Net income from continuing operations was \$273.6 million in 2014 compared to \$209.0 million in 2013. The increase of \$64.6 million was primarily due to higher operating income and the impact of the lower effective income tax rate.

### *Net (loss) income from discontinued operations*

Discontinued operations consist of the results of operations of Simonton and the loss associated with the sale of the business in 2014, as well as the results of operations of Waterloo. The net loss from discontinued operations was \$114.3 million in 2014, of which \$111.2 million was the loss on the sale of the Simonton windows business, as well as \$14.1 million in restructuring and impairment losses recorded as a result of the decision to sell the Waterloo tool storage business. Income from discontinued operations was \$21.9 million in 2013.

## **Results By Segment**

### **Cabinets**

Net sales increased \$145.3 million, or 9%, primarily due to the benefit of the acquisition of WoodCrafters (approximately \$100 million) and strength in the repair and remodel market. Net sales also benefited from favorable product mix and price increases to help mitigate raw material cost increases. Net sales were unfavorably affected by the impact of the planned exit from low margin builder direct business in the western U.S. (approximately \$53 million) and approximately \$15 million of unfavorable foreign exchange.

Operating income increased \$40.8 million, or 42%, due to the acquisition of WoodCrafters (approximately \$12 million) and the absence in 2014 of the 2013 asset impairment charge of \$21.2 million. Operating income also benefited from productivity improvements, lower employee-related costs, price increases to help mitigate raw material cost increases (wood-related) and improved product mix. Operating income was unfavorably impacted by higher costs associated with manufacturing capacity increases to support long-term growth.

### **Plumbing**

Net sales increased \$44.0 million, or 3%, due to higher sales volume in the U.S. driven primarily by improving U.S. market conditions, price increases to help mitigate raw material cost increases and approximately \$13 million in higher international sales, primarily China and Canada. These benefits were partially offset by approximately \$10 million of unfavorable foreign exchange.

Operating income increased \$30.6 million, or 13%, due to higher sales volume, price increases to help mitigate raw material cost increases and cost saving initiatives. These benefits were partially offset by planned strategic and supply chain initiatives to increase capacity for long-term growth, as well as unfavorable foreign exchange of approximately \$10 million.

### **Doors**

Net sales increased \$42.3 million, or 11%, due to higher sales volume driven primarily by improved conditions in the U.S. home products market, benefits from new distribution partners and price increases to help mitigate raw material cost increases.



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Operating income increased \$13.9 million, or 91%, due to higher sales volume. Operating income also benefited from price increases to help mitigate raw material cost increases and cost savings initiatives, as well as lower employee-related costs. These benefits were partially offset by increased material costs and higher costs related to planned capacity investments.

**Security**

Net sales increased \$78.4 million, or 19%, due to the benefit of the acquisition of SentrySafe (approximately \$65 million), as well as higher sales volume, including internationally, particularly in Europe.

Operating income decreased \$6.0 million, or 11%, due to \$5.7 million of inventory step-up amortization related to the acquisition of SentrySafe, increased raw material costs, higher selling and administrative expenses to support long-term growth and \$4.1 million of restructuring charges in 2014. Operating income benefited from higher sales volume and lower employee-related costs.

**Corporate**

Corporate expenses decreased \$1.2 million, or 2%, due to lower employee-related costs and consulting expense, partially offset by recognition of higher actuarial losses recognized in 2014 compared to 2013 (an \$8.5 million increase) and \$2.0 million of restructuring charges in 2014. The actuarial losses related to the normal remeasurement of the defined benefit plan liabilities (\$13.1 million) and defined benefit plan amendments that required a remeasurement of certain postretirement benefit liabilities (\$0.6 million).

<i>(In millions)</i>	2014	2013
General and administrative expense	\$ (67.0)	\$ (78.0)
Defined benefit plan income	8.8	10.1
Recognition of defined benefit plan actuarial losses	(13.7)	(5.2)
Total Corporate expenses	\$ (71.9)	\$ (73.1)

In future periods the Company may record, in the Corporate segment, material expense or income associated with actuarial gains and losses arising from periodic remeasurement of our liabilities for defined benefit plans. At a minimum the Company will remeasure its defined benefit plan liabilities in the fourth quarter of each year. Remeasurements due to plan amendments and settlements may also occur in interim periods during the year. Remeasurement of these liabilities attributable to updating our liability discount rates and expected return on assets may, in particular, result in material income or expense recognition.

**2013 Compared to 2012****Total Fortune Brands***Net Sales*

Net sales increased \$568.8 million, or 18%. The increase was due to higher sales volume, primarily from improved U.S. market conditions for home products, and new product introductions, as well as a benefit of approximately \$115 million from the acquisition of WoodCrafters. Net sales also benefited from price increases that helped mitigate raw material cost increases.

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*Cost of products sold*

Cost of products sold increased \$315.3 million, or 15%, due to higher sales volume and the impact of the WoodCrafters acquisition, partially offset by the benefit of productivity improvements, including cost savings from previously announced restructuring actions. Cost of products sold also benefited from lower expense from actuarial losses related to defined benefit plans (\$2.7 million in 2013 compared to \$14.2 million in 2012).

*Selling, general and administrative expenses*

Selling, general and administrative expenses increased \$65.6 million, or 8%, due to higher volume-related expenses and planned increases in strategic spending to support growth initiatives that included approximately \$16 million of higher advertising spending. Administrative expenses also increased due to higher consulting expenses and acquisition-related transaction expenses. Selling, general and administrative expenses benefited from lower expense from actuarial losses related to defined benefit plans (\$2.5 million in 2013 compared to \$28.0 million in 2012).

*Amortization of intangible assets*

Amortization of intangible assets increased \$2.0 million due to \$2.9 million of amortization of identifiable intangible assets associated with the WoodCrafters acquisition, partially offset by the absence of expense for an identifiable intangible asset that was fully amortized in the second quarter of 2012.

*Restructuring charges*

Restructuring charges of \$2.8 million and \$4.7 million in 2013 and 2012, respectively, were related to supply chain initiatives.

*Asset impairment charges*

At the end of the third quarter of 2013, our Cabinets segment completed an evaluation of its information technology strategy. The evaluation considered opportunities arising from the improving U.S. home market conditions. As a result of this evaluation, the segment abandoned certain software developed for internal use in order to redirect financial resources toward developing more flexible systems that provide industry leading content for consumers and more advanced tools for designers to deliver a superior purchasing experience for their customers. The abandonment of this internal use software resulted in a pre-tax impairment charge of \$21.2 million, which was recorded in operating income and reduced property, plant and equipment, and will not materially impact current or future cash flow or future operating income.

In 2012, we recorded asset impairment charges of \$13.2 million related to indefinite-lived tradenames in the Doors and Cabinets segments.

*Operating income*

Operating income increased \$179.8 million, or 126%, primarily due to higher sales volume from our growth initiatives and improving U.S. home products market conditions, as well as the acquisition of WoodCrafters. In addition, the following items had a significant impact on operating income trends:

			Increase/(decrease)
<i>(In millions)</i>	<i>2013</i>	<i>2012</i>	<i>in operating income</i>
Recognition of defined benefit plan actuarial losses	\$5.2	\$ 42.2	\$ 37.0
Asset impairment charges	21.2	13.2	(8.0)
Restructuring and other charges	3.7	13.6	9.9

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### *Interest expense*

Interest expense decreased \$1.3 million due to lower average interest rates and external borrowings.

### *Other expense (income), net*

Other expense (income), net, was expense of \$5.3 million in 2013, compared to income of \$0.5 million in 2012. The change of \$5.8 million was primarily due to a 2013 impairment charge of \$6.2 million pertaining to a cost method investment.

### *Income taxes*

The effective income tax rates for 2013 and 2012 were 32.7% and 19.9%, respectively. The effective income tax rate in 2013 was favorably impacted by the tax benefit attributable to the Domestic Production Activity (Internal Revenue Code Section 199) Deduction (\$5.2 million), \$1.6 million of deferred tax benefits associated with the enacted repeal of the Mexican Business Flat Tax under the 2014 Mexican Tax Reform Package, and a \$1.4 million tax benefit associated with the extension of the U.S. research and development credit under The American Taxpayer Relief Act of 2012. The effective income tax rate in 2013 was unfavorably impacted by an increase in the valuation allowance related to an investment impairment charge for which we could not record an income tax benefit (\$2.1 million). The effective income tax rate for 2012 was favorably impacted by a tax benefit related to the final settlement of a U.S. federal income tax audit covering the 2008 to 2009 years (\$11.1 million), a decrease in valuation allowance due to certain reorganization actions among our foreign subsidiaries (\$8.9 million), and the tax benefit attributable to the Domestic Production Activity (Internal Revenue Code Section 199) Deduction (\$2.1 million). The effective rate in 2012 was unfavorably impacted by an income tax expense on foreign dividends (\$12.4 million).

### *Net income from continuing operations*

Net income from continuing operations was \$209.0 million in 2013 compared to \$108.3 million in 2012. The increase of \$100.7 million was primarily due to higher operating income, partially offset by the impact of the higher effective income tax rate and an increase in other expense (income), net.

### *Net (loss) income from discontinued operations*

Discontinued operations consist of the result of operations of Waterloo and Simonton. The net income from discontinued operations was \$21.9 million in 2013 compared to \$11.4 million in 2012.

## **Results By Segment**

### **Cabinets**

Net sales increased \$315.6 million, or 24%, due to higher sales volume, primarily from improved U.S. market conditions in both new construction and repair and remodel activity, and new product introductions. Net sales also benefited from the acquisition of WoodCrafters (approximately \$115 million), price increases that helped mitigate raw material cost increases and improving product mix from repair and remodel growth.

Operating income increased \$76.6 million to \$97.1 million due to higher sales volume. Operating income benefited from productivity improvements, including cost savings from previously announced restructuring actions, improving product mix from repair and remodel growth, reduced promotional costs and price increases, as well as the impact of the acquisition of WoodCrafters. Restructuring and

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other charges decreased by \$11.3 million due to the absence in 2013 of the 2012 restructuring action to close our Martinsville, Virginia cabinet manufacturing facility. Operating income was unfavorably impacted by an asset impairment charge of \$21.2 million (compared to \$5.9 million in 2012), increased costs for raw materials (wood-related), capacity ramp-up costs and higher compensation expense.

At the end of the third quarter of 2013, the Cabinets segment completed an evaluation of its information technology strategy. The evaluation considered opportunities arising from improving U.S. home market conditions. As a result of this evaluation, the segment abandoned certain software developed for internal use in order to redirect financial resources toward developing more flexible systems that provided industry leading content for consumers and more advanced tools for designers to deliver a superior purchasing experience for their customers. The abandonment of this internal use software resulted in a pre-tax impairment charge of \$21.2 million, which was recorded in operating income and reduced property, plant and equipment, and will not materially impact current or future cash flow or future operating income.

### **Plumbing**

Net sales increased \$186.3 million, or 17%, due to higher sales volume in the U.S. driven primarily by higher new construction housing starts and improving repair and remodel market conditions, and new product introductions, as well as approximately \$37 million of higher international sales, primarily in China where we expanded our distributor-owned network and our direct-to-builder effort and improved performance of the existing Moen stores. Net sales also benefited from price increases that helped mitigate raw material cost increases.

Operating income increased \$59.1 million, or 35%, due to higher sales volume. The impact of productivity improvements was partially offset by approximately \$14 million of higher planned spending on advertising and brand support.

### **Doors**

Net sales increased \$50.1 million, or 16% due to higher sales volume driven primarily by improved conditions in the U.S. home products market and distribution expansion.

Operating income increased \$16.6 million to \$15.3 million due to the benefit of higher sales, the absence of \$7.3 million in tradename impairment charges in 2012, productivity improvements and favorable mix. These benefits were partially offset by higher compensation-related expenses and marketing costs.

### **Security**

Net sales increased \$16.8 million, or 4%, due to new product introductions and higher U.S. retail and international sales.

Operating income increased \$1.1 million, or 2%, due to higher sales volume, partially offset by higher planned spending on security growth initiatives and an environmental charge.

**Table of Contents****Corporate**

Corporate expenses decreased \$26.4 million. Corporate expenses benefited from lower defined benefit actuarial losses (\$37.0 million), primarily resulting from increased pension plan assets and higher discount rates, and favorable defined benefit plan income (\$6.6 million). Corporate general and administrative expenses were unfavorably impacted by higher consulting expense, increased compensation-related costs and transaction expenses associated with acquisition-related activities.

<i>(In millions)</i>	2013	2012
General and administrative expense	\$ (78.0)	\$ (60.8)
Defined benefit plan income	10.1	3.5
Recognition of defined benefit plan actuarial losses	(5.2)	(42.2)
Total Corporate expenses	\$ (73.1)	\$ (99.5)

**Liquidity and Capital Resources**

Our primary liquidity needs are to support working capital requirements, fund capital expenditures and service indebtedness, as well as to finance acquisitions, repurchase shares of our common stock and pay dividends to stockholders, as deemed appropriate. Our principal sources of liquidity have been 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. In December 2014, our Board of Directors increased the quarterly cash dividend by 17% to \$0.14 per share of our common stock. All future dividends are subject to the approval of our Board of Directors.

We periodically review our portfolio of brands and evaluate potential strategic transactions to increase shareholder value. However, we cannot predict whether or when we may enter into acquisitions, joint ventures or dispositions, make any purchases of shares of our common stock under our share repurchase programs, or pay dividends, or what impact any such transactions 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 described in the section Item 1A. Risk Factors.

In 2014, we repurchased approximately 11.1 million shares of our outstanding common stock under the Company's share repurchase programs for \$439.8 million. As of February 6, 2015, the Company's total remaining share repurchase authorizations under the remaining programs were approximately \$300 million. The share repurchase programs do not obligate the Company to repurchase any specific dollar amount or number of shares and may be suspended or discontinued at any time.

In September 2014, the Company completed the sale of Simonton for \$130 million in cash.

In July 2014, the Company acquired SentrySafe for a purchase price of \$116.7 million in cash. The purchase price was funded from our existing credit facilities. In December 2014, we acquired Anaheim Manufacturing Company, which markets and sells garbage disposals, for \$30.6 million in cash, subject to certain post-closing adjustments. We paid the purchase price using a combination of cash on hand and borrowings under our existing credit facilities.

In June 2013, the Company acquired WoodCrafters, a manufacturer of bathroom vanities and tops, for a purchase price of \$302.0 million. The Company paid the purchase price using a combination of cash on hand and borrowings under our existing credit facilities.

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In 2014, we invested in incremental capacity to support long-term growth potential. We expect capital spending in 2015 to be approximately \$130 million.

On December 31, 2014, we had cash and cash equivalents of \$191.9 million, of which \$178.4 million was held at non-U.S. subsidiaries. We manage our global cash requirements considering (i) available funds among the subsidiaries through which we conduct business, (ii) the geographic location of our liquidity needs, and (iii) the cost to access international cash balances. The repatriation of non-U.S. cash balances from certain subsidiaries could have adverse tax consequences as we may be required to pay and record income tax expense on those funds to the extent they were previously considered indefinitely reinvested.

Our operating cash flows are significantly impacted by the seasonality of our business. We typically generate our operating cash flow in the third and fourth quarters of each year.

In August 2014, the Company amended its credit agreement to increase total lending commitments from \$1 billion to \$1.5 billion. After giving effect to the amendment we have a \$975 million committed revolving credit facility, as well as a \$525 million term loan, both of which expire in July 2018. Both facilities can be used for general corporate purposes. On December 31, 2014 and 2013, our outstanding borrowings under these facilities were \$670.0 million and \$350.0 million, respectively. The interest rates under these facilities are variable based on LIBOR at the time of the borrowing and the Company's leverage as measured by a debt to Adjusted EBITDA ratio (as defined in the agreements governing the facilities). Based upon the Company's debt to Adjusted EBITDA ratio, the Company's borrowing rate will range from LIBOR + 1.0% to LIBOR + 2.0%. At December 31, 2014, we were in compliance with all covenants under these facilities. The credit facilities also include a minimum Consolidated Interest Coverage Ratio requirement of 3.0 to 1.0. 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, depreciation, amortization of intangible assets, losses from asset impairments, and certain other adjustments. Consolidated Interest Expense is as disclosed in our financial statements. The credit facilities also include a Maximum Leverage Ratio of 3.5 to 1.0 as measured by the ratio of our debt to Adjusted EBITDA. The Maximum Leverage Ratio is permitted to increase to 3.75 to 1.0 for three succeeding quarters in the event of an acquisition. We believe our operating cash flows, availability under the credit facility and access to capital markets will provide sufficient liquidity to support the Company's financing needs.

**Cash Flows**

Below is a summary of cash flows for the years ended December 31, 2014, 2013 and 2012.

<i>(In millions)</i>	2014	2013	2012
Net cash provided by operating activities	\$ 253.7	\$ 297.8	\$ 282.8
Net cash used in investing activities	(151.1)	(396.7)	(86.7)
Net cash (used in) provided by financing activities	(147.5)	4.1	15.7
Effect of foreign exchange rate changes on cash	(4.6)	0.2	3.4
Net (decrease) increase in cash and cash equivalents	\$ (49.5)	\$ (94.6)	\$ 215.2

**Years Ended December 31, 2014, 2013 and 2012**

Net cash provided by operating activities was \$253.7 million in 2014 compared to \$297.8 million in 2013 and \$282.8 million in 2012. The \$44.1 million decrease in cash provided by operating activities from 2013 to 2014 was primarily due to higher incentive compensation and customer program payments in the first quarter of 2014 compared to 2013 and lower accruals in 2014 (approximately

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\$75 million impact in aggregate), partially offset by lower working capital levels in 2014 to support sales and absence of the 2013 inventory build that did not repeat in 2014. The \$15.0 million increase in cash provided by operating activities from 2012 to 2013 was primarily due to higher net income of \$111.2 million and \$20.3 million in lower pension contributions, partially offset by higher inventory to support sales growth combined with higher accounts receivable as a result of increased sales in December 2013 compared to December 2012.

Net cash used in investing activities was \$151.1 million in 2014 compared to \$396.7 million in 2013 and \$86.7 million in 2012. The \$245.6 million decrease from 2013 to 2014 was primarily due to the impact of acquisitions and divestitures, as well as \$30.8 million in higher capital expenditures. The \$310.0 million increase from 2012 to 2013 was primarily due to the acquisition of WoodCrafters.

Net cash used in financing activities was \$147.5 million in 2014 compared to cash provided by financing activities of \$4.1 million in 2013 and \$15.7 million in 2012. The \$151.6 million change in cash used by financing activities from 2013 to 2014 was due to higher share repurchases (a \$387.7 million increase compared to 2013), four dividend payments in 2014 compared to three in 2013 (\$27.5 million) and lower proceeds from the exercise of stock options (\$21.8 million), partially offset by higher net borrowings (\$282.5 million). The \$11.6 million decrease in cash provided by financing activities from 2012 to 2013 was due to less cash received from stock option exercises (\$53.6 million), dividends paid to stockholders (\$49.9 million) and higher stock repurchases in 2013 compared to 2012 (\$43.3 million). The decreases were partially offset by the favorable impact of net borrowings of \$116.2 million (\$31.3 million in net borrowings in 2013 compared to net debt repayments of \$84.9 million in 2012), as well as a higher tax benefit from the exercise of stock-based awards (\$14.6 million).

## **Pension Plans**

Subsidiaries of Fortune Brands sponsor their respective defined benefit pension plans that are funded by a portfolio of investments maintained within our benefit plan trust. In 2014, we contributed \$1.5 million to qualified pension plans. Due to higher interest rates and higher than expected returns on pension plan assets in 2013, we did not make any pension contributions to qualified pension plans in 2013. In 2012, we contributed \$20.7 million to qualified pension plans. In 2015, we expect to make pension contributions of approximately \$5 million. As of December 31, 2014, the fair value of our total pension plan assets was \$608.2 million, representing funding of 77% of the accumulated benefit obligation liability. 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.

## **Foreign Exchange**

We have operations in various foreign countries, principally Mexico, Canada, China and France. Therefore, changes in the value of the related currencies affect our financial statements when translated into U.S. dollars.

**Table of Contents****Contractual Obligations and Other Commercial Commitments**

The following table describes our obligations and commitments to make future payments under contracts, such as debt and lease agreements, and under contingent commitments, such as debt guarantees, as of December 31, 2014.

<i>(In millions)</i>	Payments Due by Period as of December 31, 2014				
	Total	Less than 1 year	1-3 years	4-5 years	After 5 years
Contractual Obligations					
Long-term debt	\$ 670.0	\$ 26.3	\$ 105.0	\$ 538.7	\$
Interest payments on long-term debt <sup>(a)</sup>	32.7	10.0	18.1	4.6	
Operating leases	70.3	23.8	28.7	13.5	4.3
Purchase obligations <sup>(b)</sup>	366.7	356.7	7.5	2.5	
Defined benefit plan contributions <sup>(c)</sup>	5.8	5.8			
Total	\$ 1,145.5	\$ 422.6	\$ 159.3	\$ 559.3	\$ 4.3

<sup>(a)</sup> Interest payments on long-term debt were calculated using the borrowing rate in effect on December 31, 2014.

<sup>(b)</sup> Purchase obligations include contracts for raw material and finished goods purchases; selling and administrative services; and capital expenditures.

<sup>(c)</sup> Pension and postretirement contributions cannot be determined beyond 2015.

Due to the uncertainty of the timing of settlement with taxing authorities, we are unable to make reasonably reliable estimates of the period of cash settlement of unrecognized tax benefits. Therefore, \$31.0 million of unrecognized tax benefits as of December 31, 2014 have been excluded from the Contractual Obligations table above. See Note 15, Income Taxes, to the Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K.

In addition to the contractual obligations and commitments listed and described above, we also had other commercial commitments for which we are contingently liable as of December 31, 2014. Other corporate commercial commitments include standby letters of credit of \$27.4 million, in the aggregate, all of which expire in less than one year, and surety bonds of \$3.5 million, in the aggregate, all of which expire in less than one year. These contingent commitments are not expected to have a significant impact on our liquidity.

**Off-Balance Sheet Arrangements**

As of December 31, 2014, we did not have any off-balance sheet arrangements that are material or reasonably likely to be material to our financial condition or results of operations.

**Foreign Currency Risk**

Certain anticipated transactions, assets and liabilities are exposed to foreign currency risk. Principal currencies hedged include the Canadian dollar, the Mexican peso and the Chinese yuan. We regularly monitor our foreign currency exposures in order to maximize the overall effectiveness of our foreign currency hedge positions.

**Derivative Financial Instruments**

In accordance with Accounting Standards Codification (ASC) requirements for Derivatives and Hedging, we recognize all derivative contracts as either assets or liabilities on the balance sheet, and the measurement of those instruments is at fair value. If the derivative is designated as a fair value hedge and is effective, the changes in the fair value of the derivative and of the hedged item





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attributable to the hedged risk are recognized in earnings in the same period. If the derivative is designated as a cash flow hedge, the effective portions of changes in the fair value of the derivative are recorded in other comprehensive income ( OCI ) and are recognized in the consolidated statement of income when the hedged item affects earnings. Ineffective portions of changes in the fair value of cash flow hedges are recognized in earnings.

There was no impact of deferred currency gains/losses on earnings in 2014. Net deferred currency gains of \$2.3 million and \$0.6 million were reclassified into earnings for the years ended December 31, 2013 and 2012, respectively. Based on foreign exchange rates as of December 31, 2014, we estimate that \$0.3 million of net currency derivative losses included in OCI as of December 31, 2014 will be reclassified to earnings within the next twelve months.

### **Recently Issued Accounting Standards**

#### *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*

In August 2014, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) 2014-15, Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern. This ASU provides guidance about management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related footnote disclosures. This amendment is effective for the annual period ending after December 15, 2016 (calendar year 2017 for Fortune Brands), and for annual periods and interim periods thereafter. Early application is permitted. We do not expect this standard to have a material effect on our financial statements.

#### *Revenue from Contracts with Customers*

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers. This ASU clarifies the accounting for revenue arising from contracts with customers and specifies the disclosures that an entity should include in its financial statements. The amendment is effective for annual reporting periods beginning after December 15, 2016 (calendar year 2017 for Fortune Brands). We are assessing the impact the adoption of this standard will have on our financial statements.

#### *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity*

In April 2014, the FASB issued ASU 2014-08, Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity. This ASU changes the definition of discontinued operations and requires expanded disclosures. The amendment is effective for annual periods beginning on or after December 15, 2014 (calendar year 2015 for Fortune Brands). We do not expect this standard to have a material effect on our financial statements.

### **Critical Accounting Policies and Estimates**

Our significant accounting policies are described in Note 2, Significant Accounting Policies, of the Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K. The Consolidated Financial Statements are prepared in conformity with U.S. generally accepted accounting principles ( GAAP ). Preparation of the financial statements requires us to make judgments, estimates and assumptions that affect the amounts of assets and liabilities reflected in the financial statements and revenues and expenses reported for the relevant reporting periods. We believe the policies discussed below are the Company's critical accounting policies as they include the more significant, subjective and complex judgments and estimates made when preparing our consolidated financial statements.

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### *Allowances for Doubtful Accounts*

Trade receivables are recorded at the stated amount, less allowances for discounts, doubtful accounts and returns. The allowances for doubtful accounts represent estimated uncollectible receivables associated with potential customer defaults on contractual obligations (usually due to customers' potential insolvency) or discounts related to early payment of accounts receivables by our customers. The allowances include provisions for certain customers where a risk of default has been specifically identified. In addition, the allowances include a provision for customer defaults on a general formula basis when it is determined that the risk of some default is probable and estimable, but cannot yet be associated with specific customers. The assessment of the likelihood of customer defaults is based on various factors, including the length of time the receivables are past due, historical collection experience and existing economic conditions. In accordance with this policy, our allowance for doubtful accounts was \$5.4 million and \$5.8 million as of December 31, 2014 and 2013, respectively.

### *Inventories*

Inventory provisions are recorded to reduce inventory to the lower of cost or market value for obsolete or slow moving inventory based on assumptions about future demand and marketability of products, the impact of new product introductions, inventory levels and turns, product spoilage and specific identification of items, such as product discontinuance, engineering/material changes, or regulatory-related changes.

### *Long-lived Assets*

In accordance with ASC requirements for Property, Plant and Equipment, a long-lived asset (including amortizable identifiable intangible assets) or asset group held for use is tested for recoverability whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. When such events occur, we compare the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset or asset group to the carrying amount of a long-lived asset or asset group. The cash flows are based on our best estimate of future cash flows derived from the most recent business projections. If this comparison indicates that there is an impairment, the amount of the impairment is calculated based on fair value. Fair value is estimated primarily using discounted expected future cash flows on a market-participant basis.

In 2014, as a result of our decision to sell the Waterloo tool storage business, we recorded \$9.1 million of pre-tax impairment charges in order to remeasure this business at the estimated fair value less costs to sell. These charges consisted of \$8.1 million for fixed assets and \$1.0 million for definite-lived intangible assets. In 2013, our Cabinets segment abandoned certain software developed for internal use, which resulted in a pre-tax impairment charge of \$21.2 million.

### *Goodwill and Indefinite-lived Intangible Assets*

In accordance with ASC requirements for Intangibles—Goodwill and Other, goodwill is tested for impairment at least annually in the fourth quarter, and written down when impaired. An interim impairment test is performed if an event occurs or conditions change that would more likely than not reduce the fair value of the reporting unit below the carrying value.

We evaluate the recoverability of goodwill using a weighting of the income (80%) and market (20%) approaches. For the income approach, we use a discounted cash flow model, estimating the future cash flows of the reporting units to which the goodwill relates and then discount the future cash flows at a market-participant-derived weighted-average cost of capital. In determining the estimated future cash flows, we consider current and projected future levels of income based on management's

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plans for that business; business trends, prospects and market and economic conditions; and market-participant considerations. Furthermore, our cash flow projections used to assess impairment of our goodwill and other intangible assets are significantly influenced by our projection for the continued recovery of the U.S. home products market, our annual operating plans finalized in the fourth quarter of each year, and our ability to execute on various planned cost reduction initiatives supporting operating income improvements. Our projection for the U.S. home products market is inherently subject to a number of uncertain factors, such as employment, home prices, credit availability, new home starts and the rate of home foreclosures. For the market approach, we apply market multiples for peer groups to the current operating results of the reporting units to determine each reporting unit's fair value. The Company's reporting units are operating segments. When the estimated fair value of a reporting unit is less than its carrying value, we measure and recognize the amount of the goodwill impairment loss, if any. Impairment losses, limited to the carrying value of goodwill, represent the excess of the carrying value of a reporting unit's goodwill over the implied fair value of that goodwill. The implied fair value of a reporting unit is estimated based on a hypothetical allocation of each reporting unit's fair value to all of its underlying assets and liabilities.

The significant assumptions that are used to determine the estimated fair value for goodwill impairment testing included the following: third-party market forecasts of U.S. new home starts and home repair and remodel spending; management's sales, profit and cash flow forecasts; peer company EBITDA earnings multiples; the market-participant-based weighted-average cost of capital; and the perpetuity growth rate. Our estimates of reporting unit fair values are based on certain assumptions that may differ from our historical and future actual operating performance. Specifically, assumptions related to growth in the new construction and repair and remodel segments of the U.S. home products markets drive our forecasted sales growth. The market forecasts are developed using independent third-party forecasts from multiple sources. In addition, estimated future profit margins and cash flow consider our historical performance at similar levels of sales volume and management's future operating plans as reflected in annual and long-term plans that are reviewed and approved by management.

Purchased intangible assets other than goodwill are amortized over their useful lives unless those lives are determined to be indefinite. The determination of the useful life of an intangible asset other than goodwill is based on factors including historical and tradename performance with respect to consumer name recognition, geographic market presence, market share, and plans for ongoing tradename support and promotion. Certain of our tradenames have been assigned an indefinite life as we currently anticipate that these tradenames will contribute cash flows to the Company indefinitely. Indefinite-lived intangible assets are not amortized, but are evaluated at least annually to determine whether the indefinite useful life is appropriate. We review indefinite-lived intangible assets for impairment annually in the fourth quarter, and whenever market or business events indicate there may be a potential impairment of that intangible. Impairment losses are recorded to the extent that the carrying value of the indefinite-lived intangible asset exceeds its fair value. The significant assumptions that are used to determine the estimated fair value for indefinite-lived intangible asset testing are third-party market forecasts of U.S. new home starts and home repair and remodel spending; management's sales and profit margin forecasts; the market-participant weighted-average cost of capital; and the perpetuity growth rate. Impairment losses are recorded to the extent that the carrying value of the indefinite-lived intangible asset exceeds its fair value. We measure fair value using the standard relief-from-royalty approach which estimates the present value of royalty income that could be hypothetically earned by licensing the brand name to a third party over the remaining useful life. In addition, beginning for 2012 year-end intangible asset impairment testing, we adopted the Accounting Standards Update that allows us to first assess qualitative factors to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired. Qualitative factors include changes in volume, customers and the industry. If it is deemed more likely than not that an intangible asset is impaired, we will perform a quantitative impairment test.

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In 2014 and 2013, we did not record any asset impairment charges in operating income associated with goodwill or indefinite-lived intangible assets. In 2012, we recorded asset impairment charges of \$13.2 million related to indefinite-lived tradenames in the Doors and Cabinets segments.

The events and/or circumstances that could have a potential negative effect on the estimated fair value of our reporting units and indefinite-lived tradenames include: actual new construction and repair and remodel growth rates that lag our assumptions, actions of key customers, volatility of discount rates, continued economic uncertainty, higher levels of unemployment, weak consumer confidence, lower levels of discretionary consumer spending and a decrease in royalty rates. We cannot predict the occurrence of certain events or changes in circumstances that might adversely affect the carrying value of goodwill and indefinite-lived intangible assets.

### *Defined Benefit Plans*

We have a number of pension plans in the United States, covering many of the Company's employees. In addition, the Company provides postretirement health care and life insurance benefits to certain retirees.

We recognize changes in the fair value of pension plan assets and net actuarial gains or losses in excess of 10 percent of the greater of the fair value of pension plan assets or each plan's projected benefit obligation (the corridor) in earnings immediately upon remeasurement, which is at least annually in the fourth quarter of each year. Net actuarial gains and losses occur when actual experience differs from any of the assumptions used to value defined benefit plans or when assumptions change as they may each year. The primary factors contributing to actuarial gains and losses are changes in the discount rate used to value obligations as of the measurement date and the differences between expected and actual returns on pension plan assets. This accounting method results in the potential for volatile and difficult to forecast gains and losses. The pre-tax recognition of actuarial losses was \$13.7 million, \$5.2 million and \$42.2 million in 2014, 2013 and 2012, respectively. The total net actuarial losses in accumulated other comprehensive income for all defined benefit plans were \$77.7 million as of December 31, 2014, compared to net actuarial gains of \$34.8 million as of December 31, 2013. The \$112.5 million change was primarily due to lower discount rates at December 31, 2014 compared to December 31, 2013, as well as the adoption of the new Society of Actuaries RP-2014 mortality tables.

We record amounts relating to these defined benefit plans based on various actuarial assumptions, including discount rates, assumed rates of return, compensation increases, turnover rates and health care cost trend rates. We review our actuarial assumptions on an annual basis and make modifications to the assumptions based on current economic conditions and trends. We believe that the assumptions utilized in recording our obligations under our plans are reasonable based on our experience and on advice from our independent actuaries; however, differences in actual experience or changes in the assumptions may materially affect our financial condition or results of operations. The expected return on plan assets is determined based on the nature of the plans' investments, our current asset allocation and our expectations for long-term rates of return. The weighted-average long-term expected rate of return on pension plan assets for the years ended December 31, 2014 and 2013 was 6.8% and 7.8%, respectively. Compensation increases reflect expected future compensation trends. The discount rate used to measure obligations is based on a spot-rate yield curve on a plan-by-plan basis that matches projected future benefit payments with the appropriate interest rate applicable to the timing of the projected future benefit payments. The bond portfolio used for the selection of the discount rate is from the top quartile of bonds rated by nationally recognized statistical rating organizations, and includes only non-callable bonds and those that are deemed to be sufficiently marketable with a Moody's credit rating of Aa or higher. The weighted-average discount rate for defined benefit liabilities as of December 31, 2014 and 2013 was 4.2% and 5.0%, respectively.

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For postretirement benefits, our health care trend rate assumption is based on historical cost increases and expectations for long-term increases. As of December 31, 2014, for postretirement medical and prescription drugs in the next year, our assumption was an assumed rate of increase of 7.6% for pre-65 retirees and 7.5% for post-65 retirees, declining until reaching an ultimate assumed rate of increase of 4.5% per year in 2022. As of December 31, 2013, for postretirement medical and prescription drugs in the next year, our assumption was an assumed rate of increase of 7.1% for pre-65 retirees and 7.5% for post-65 retirees, declining until reaching an ultimate assumed rate of increase of 4.5% per year in 2022.

Below is a table showing pre-tax pension and postretirement expenses, including the impact of actuarial gains and losses:

<i>(In millions)</i>	2014	2013	2012
Total pension expense	\$ 13.7	\$ 0.7	\$ 36.9
Actuarial loss component of expense above	12.5	0.8	30.6
Total postretirement (income) expense	(25.5)	(20.9)	13.4
Actuarial loss component of expense above	1.2	4.4	11.6
Amortization of prior service credit component of expense above	(27.6)	(27.4)	(2.6)

The actuarial losses in 2014 were due to a reduction in the discount rates used to measure plan benefit obligations, as well as change to the new Society of Actuaries RP-2014 mortality tables and improvement index (approximately \$48 million). The actuarial losses in 2013 were principally due to plan amendments to reduce retiree health benefits that decreased the benefit obligations. The actuarial losses in 2012 were principally due to reductions in the discount rates used to measure plan benefit obligations. Discount rates in 2014 used to determine benefit obligations decreased by an average of 80 basis points for both pension benefits and postretirement benefits. Discount rates in 2013 used to determine benefit obligations increased by an average of 80 basis points for pension benefits and increased by an average of 60 basis points for postretirement benefits. Discount rates in 2012 used to determine benefit obligations declined by an average of 70 basis points for pension benefits and 90 basis points for postretirement benefits. The changes in discount rates was due to changes in interest rates for the bond portfolio that comprises our spot-rate yield curve. Our spot-rate yield curve is based on high quality bond interest rates. Our actual return on plan assets in 2014 was 9.8% compared to an actuarial assumption of an average 7.4% expected return. Our actual return on plan assets in 2013 was 15.2% compared to an actuarial assumption of an average 7.8% expected return. Significant actuarial losses in future periods would be expected if discount rates decline, actual returns on plan assets are lower than our expected return, or a combination of both occurs.

A 25 basis point change in our discount rate assumption would lead to an increase or decrease in our pension and postretirement liability of approximately \$29 million. A 25 basis point change in the long-term rate of return on plan assets used in accounting for our pension plans would have a \$1.5 million impact on pension expense. In addition, if required, actuarial gains and losses will be recorded in accordance with our defined benefit plan accounting method as previously described. It is not possible to forecast or predict whether there will be actuarial gains and losses in future periods, and if required, the magnitude of any such adjustment. These gains and losses are driven by differences in actual experience or changes in the assumptions that are beyond our control, such as changes in interest rates and the actual return on pension plan assets.

*Income Taxes*

In accordance with ASC requirements for Income Taxes, we establish deferred tax liabilities or assets for temporary differences between financial and tax reporting bases and subsequently adjust them to

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reflect changes in tax rates expected to be in effect when the temporary differences reverse. We record a valuation allowance reducing deferred tax assets when it is more likely than not that such assets will not be realized.

We record liabilities for uncertain income tax positions based on a two-step process. The first step is recognition, where we evaluate whether an individual tax position has a likelihood of greater than 50% of being sustained upon examination based on the technical merits of the position, including resolution of any related appeals or litigation processes. For tax positions that are currently estimated to have a less than 50% likelihood of being sustained, no tax benefit is recorded. For tax positions that have met the recognition threshold in the first step, we perform the second step of measuring the benefit to be recorded. The actual benefits ultimately realized may differ from our estimates. In future periods, changes in facts, circumstances, and new information may require us to change the recognition and measurement estimates with regard to individual tax positions. Changes in recognition and measurement estimates are recorded in the consolidated statement of income and consolidated balance sheet in the period in which such changes occur. As of December 31, 2014, we had liabilities for unrecognized tax benefits pertaining to uncertain tax positions totaling \$31.0 million. It is reasonably possible that the unrecognized tax benefits may decrease in the range of \$2.0 million to \$7.0 million in the next 12 months primarily as a result of the conclusion of U.S. federal, state and foreign income tax proceedings.

### *Customer Program Costs*

Customer programs and incentives are a common practice in our businesses. Our businesses incur customer program costs to obtain favorable product placement, to promote the sale of products and to maintain competitive pricing. Customer program costs and incentives, including rebates and promotion and volume allowances, are accounted for in either net sales or the category selling, general and administrative expenses at the time the program is initiated and/or the revenue is recognized. The costs are predominantly recognized in net sales and include, but are not limited to, volume allowances and rebates, promotional allowances, and cooperative advertising programs. These costs are recorded at the later of the time of sale or the implementation of the program based on management's best estimates. Estimates are based on historical and projected experience for each type of program or customer. Volume allowances are accrued based on management's estimates of customer volume achievement and other factors incorporated into customer agreements, such as new products, store sell-through, merchandising support, levels of returns and customer training. Management periodically reviews accruals for these rebates and allowances, and adjusts accruals when circumstances indicate (typically as a result of a change in volume expectations). The costs typically recognized in selling, general and administrative expenses include product displays, point of sale materials and media production costs.

### *Litigation Contingencies*

Our businesses are subject to risks related to threatened or pending litigation and are routinely defendants in lawsuits associated with the normal conduct of business. Liabilities and costs associated with litigation-related loss contingencies require estimates and judgments based on our knowledge of the facts and circumstances surrounding each matter and the advice of our legal counsel. We record liabilities for litigation-related losses when a loss is probable and we can reasonably estimate the amount of the loss in accordance with ASC requirements for Contingencies. We evaluate the measurement of recorded liabilities each reporting period based on the then-current facts and circumstances specific to each matter. The ultimate losses incurred upon final resolution of litigation-related loss contingencies may differ materially from the estimated liability recorded at any particular balance sheet date. Changes in estimates are recorded in earnings in the period in which such changes occur.

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**Environmental Matters**

We are involved in remediation activities to clean up hazardous wastes as required by federal and state laws. Liabilities for remediation costs of each site are based on our best estimate of undiscounted future costs, excluding possible insurance recoveries or recoveries from other third parties. Uncertainties about the status of laws, regulations, technology and information related to individual sites make it difficult to develop estimates of environmental remediation exposures. Some of the potential liabilities relate to sites we own, and some relate to sites we no longer own or never owned. Several of our subsidiaries have been designated as potentially responsible parties ( PRPs ) under Superfund or similar state laws. As of December 31, 2014, nine such instances have not been dismissed, settled or otherwise resolved. In the calendar year 2014, our subsidiaries were identified as a PRP in three new instances and we settled two of these new instances in 2014. In most instances where our subsidiaries are named as a PRP, we enter into cost-sharing arrangements with other PRPs. We give notice to insurance carriers of potential PRP liability, but very rarely, if ever, receive reimbursement from insurance for PRP costs. We believe that the cost of complying with the present environmental protection laws, before considering estimated recoveries either from other PRPs or insurance, will not have a material adverse effect on our results of operations, cash flows or financial condition. At December 31, 2014 and 2013, we had accruals of \$2.8 million and \$4.8 million, respectively, relating to environmental compliance and clean up including, but not limited to, the above mentioned Superfund sites.

**Item 7A. Quantitative and Qualitative Disclosures about Market Risk.**

We are exposed to various market risks, including changes in interest rates, foreign currency exchange rates and commodity prices. Market risk is the potential loss arising from adverse changes in market rates and prices, such as interest rates, foreign currency exchange rates and commodity prices. We do not enter into derivatives or other financial instruments for trading or speculative purposes. We enter into financial instruments to manage and reduce the impact of changes in foreign currency exchange rates and commodity prices. The counterparties are major financial institutions.

**Interest Rate Risk**

A hypothetical 100 basis point change in interest rates affecting the Company's external variable rate borrowings as of December 31, 2014 would be \$6.7 million on a pre-tax basis.

**Foreign Exchange Rate Risk**

We enter into forward foreign exchange contracts principally to hedge currency fluctuations in transactions denominated in foreign currencies, thereby limiting our risk that would otherwise result from changes in exchange rates. The periods of the forward foreign exchange contracts correspond to the periods of the hedged transactions.

The estimated fair value of foreign currency contracts represents the amount required to enter into offsetting contracts with similar remaining maturities based on quoted market prices.

The estimated potential loss under foreign exchange contracts from movement in foreign exchange rates would not have a material impact on our results of operations, cash flows or financial condition. As part of our risk management procedure, we use a value-at-risk ( VAR ) sensitivity analysis model to estimate the maximum potential economic loss from adverse changes in foreign exchange rates over a one-day period given a 95% confidence level. The VAR model uses historical foreign exchange rates to estimate the volatility and correlation of these rates in future periods. The estimated maximum one-day loss in the fair value of the Company's foreign currency exchange contracts using



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the VAR model was \$2.4 million at December 31, 2014. The 95% confidence interval signifies our degree of confidence that actual losses under foreign exchange contracts would not exceed the estimated losses. The amounts disregard the possibility that foreign currency exchange rates could move in our favor. The VAR model assumes that all movements in the foreign exchange rates will be adverse. These amounts should not be considered projections of future losses, since actual results may differ significantly depending upon activity in the global financial markets. The VAR model is a risk analysis tool and should not be construed as an endorsement of the VAR model or the accuracy of the related assumptions.

**Commodity Price Risk**

We are subject to commodity price volatility caused by weather, supply conditions, geopolitical and economic variables, and other unpredictable external factors. From time to time, we use derivative contracts to manage our exposure to commodity price volatility.

**Table of Contents****Item 8. Financial Statements and Supplementary Data.****Consolidated Statements of Income**

Fortune Brands Home &amp; Security, Inc. and Subsidiaries

For years ended December 31

*(In millions, except per share amounts)*

	2014	2013	2012
<b>NET SALES</b>	\$ 4,013.6	\$ 3,703.6	\$ 3,134.8
Cost of products sold	2,646.7	2,408.5	2,093.2
Selling, general and administrative expenses	943.3	938.7	873.1
Amortization of intangible assets	13.1	9.4	7.4
Restructuring charges	7.0	2.8	4.7
Asset impairment charges		21.2	13.2
<b>OPERATING INCOME</b>	403.5	323.0	143.2
Interest expense	10.4	7.2	8.5
Other expense (income), net	1.2	5.3	(0.5)
Income from continuing operations before income taxes	391.9	310.5	135.2
Income taxes	118.3	101.5	26.9
Income from continuing operations, net of tax	273.6	209.0	108.3
(Loss) income from discontinued operations, net of tax	(114.3)	21.9	11.4
<b>NET INCOME</b>	159.3	230.9	119.7
Less: Noncontrolling interests	1.2	1.2	1.0
<b>NET INCOME ATTRIBUTABLE TO FORTUNE BRANDS</b>	\$ 158.1	\$ 229.7	\$ 118.7
<b>BASIC EARNINGS (LOSS) PER COMMON SHARE</b>			
Continuing operations	\$ 1.68	\$ 1.26	\$ 0.67
Discontinuing operations	(0.70)	0.13	0.07
Net income attributable to Fortune Brands common shareholders	\$ 0.98	\$ 1.39	\$ 0.74
<b>DILUTED EARNINGS (LOSS) PER COMMON SHARE</b>			
Continuing operations	\$ 1.64	\$ 1.21	\$ 0.65
Discontinuing operations	(0.69)	0.13	0.06
Net income attributable to Fortune Brands common shareholders	\$ 0.95	\$ 1.34	\$ 0.71
Basic average number of shares outstanding	161.8	165.5	160.6
Diluted average number of shares outstanding	166.3	171.3	166.1
Dividends declared per common share	\$ 0.50	\$ 0.42	\$

*See Notes to Consolidated Financial Statements.*

**Table of Contents****Consolidated Statements of Comprehensive Income**

Fortune Brands Home &amp; Security, Inc. and Subsidiaries

	For years ended December 31		
<i>(In millions)</i>	2014	2013	2012
<b>NET INCOME</b>	\$ 159.3	\$ 230.9	\$ 119.7
<b>Other comprehensive (loss) income, before tax:</b>			
<b>Foreign currency translation adjustments</b>	(22.3)	(10.2)	8.4
<b>Unrealized (losses) gains on derivatives:</b>			
Unrealized holding (losses) gains arising during period	(1.3)	3.0	0.4
Less: reclassification adjustment for gains included in net income	(0.1)	(2.0)	(0.8)
<b>Unrealized (losses) gains on derivatives</b>	(1.4)	1.0	(0.4)
<b>Defined benefit plans:</b>			
Prior service credit arising during period	15.3	34.7	29.4
Net actuarial (loss) gain arising during period	(112.5)	111.3	(7.0)
Less: amortization of prior service credit included in net periodic pension cost	(27.5)	(27.3)	(2.3)
<b>Defined benefit plans</b>	(124.7)	118.7	20.1
<b>Other comprehensive (loss) income, before tax</b>	(148.4)	109.5	28.1
Income tax benefit (expense) related to items of other comprehensive income <sup>(a)</sup>	46.2	(44.7)	(8.1)
<b>Other comprehensive (loss) income, net of tax</b>	(102.2)	64.8	20.0
<b>COMPREHENSIVE INCOME</b>	57.1	295.7	139.7
Less: comprehensive income attributable to noncontrolling interest	1.1	1.2	1.0
<b>COMPREHENSIVE INCOME ATTRIBUTABLE TO FORTUNE BRANDS</b>	\$ 56.0	\$ 294.5	\$ 138.7

<sup>(a)</sup> Income tax (expense) benefit on unrealized (losses) gains on derivatives of \$(0.2) million, \$(0.2) million and \$0.1 million and on defined benefit plans of \$46.4 million, \$(44.5) million and \$(8.2) million in 2014, 2013 and 2012, respectively.

*See Notes to Consolidated Financial Statements.*

**Table of Contents****Consolidated Balance Sheets**

Fortune Brands Home &amp; Security, Inc. and Subsidiaries

	December 31	
<i>(In millions)</i>	2014	2013
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$ 191.9	\$ 241.4
Accounts receivable less allowances for discounts, doubtful accounts and returns	458.9	402.8
Inventories	462.2	428.9
Other current assets	122.8	127.9
Current assets of discontinued operations	63.3	126.4
<b>TOTAL CURRENT ASSETS</b>	1,299.1	1,327.4
Property, plant and equipment, net of accumulated depreciation	539.8	468.3
Goodwill	1,467.8	1,433.8
Other intangible assets, net of accumulated amortization	656.5	628.9
Other assets	72.4	42.0
Non-current assets of discontinued operations	17.3	277.7
<b>TOTAL ASSETS</b>	\$ 4,052.9	\$ 4,178.1
<b>LIABILITIES AND EQUITY</b>		
Current liabilities		
Notes payable to banks	\$	\$ 6.0
Current portion of long-term debt	26.3	
Accounts payable	333.8	314.8
Other current liabilities	322.0	357.1
Current liabilities of discontinued operations	17.5	60.8
<b>TOTAL CURRENT LIABILITIES</b>	699.6	738.7
Long-term debt	643.7	350.0
Deferred income taxes	150.6	197.4
Accrued defined benefit plans	216.9	108.5
Other non-current liabilities	75.6	73.4
Non-current liabilities of discontinued operations	3.4	57.0
<b>TOTAL LIABILITIES</b>	1,789.8	1,525.0
Commitments (Note 17) and Contingencies (Note 22)		
Equity		
Common stock <sup>(a)</sup>	1.7	1.7
Paid-in capital	2,517.3	2,431.3
Accumulated other comprehensive (loss) income	(6.7)	95.4
Retained earnings	279.5	200.8
Treasury stock	(532.3)	(79.8)
<b>TOTAL FORTUNE BRANDS EQUITY</b>	2,259.5	2,649.4
Noncontrolling interests	3.6	3.7
<b>TOTAL EQUITY</b>	2,263.1	2,653.1
<b>TOTAL LIABILITIES AND EQUITY</b>	\$ 4,052.9	\$ 4,178.1

<sup>(a)</sup> Common stock, par value \$0.01 per share, 172.0 million shares and 169.1 million shares issued at December 31, 2014 and 2013, respectively.  
See Notes to Consolidated Financial Statements.

**Table of Contents****Consolidated Statements of Cash Flows**

Fortune Brands Home &amp; Security, Inc. and Subsidiaries

	For years ended December 31		
<i>(In millions)</i>	2014	2013	2012
<b>OPERATING ACTIVITIES</b>			
Net income	\$ 159.3	\$ 230.9	\$ 119.7
Non-cash expense (income):			
Depreciation	82.9	77.2	90.2
Amortization	15.9	13.2	11.1
Stock-based compensation	29.7	26.1	26.9
Restructuring charges	2.5	0.2	
Loss (gain) on sale of property, plant and equipment	0.9	0.8	(2.9)
Loss on sale of discontinued operation	83.2		
Asset impairment charges	10.7	27.4	15.8
Recognition of actuarial losses	13.7	5.2	42.2
Deferred taxes	0.3	(12.7)	(4.0)
Changes in assets and liabilities including effects subsequent to acquisitions:			
Increase in accounts receivable	(39.9)	(58.5)	(33.5)
Decrease (increase) in inventories	14.5	(89.7)	(18.7)
(Decrease) increase in accounts payable	(9.5)	39.8	22.1
(Increase) decrease in other assets	(24.4)	32.2	5.5
(Decrease) increase in accrued taxes	(0.2)	5.7	(12.8)
(Decrease) increase in accrued expenses and other liabilities	(85.9)		21.2
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>253.7</b>	<b>297.8</b>	<b>282.8</b>
<b>INVESTING ACTIVITIES</b>			
Capital expenditures	(127.5)	(96.7)	(75.0)
Proceeds from the disposition of assets	0.7	2.2	13.5
Proceeds from sale of discontinued operation	130.0		
Cost of acquisitions, net of cash acquired	(147.3)	(302.0)	(19.5)
Other investing activities	(7.0)	(0.2)	(5.7)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(151.1)</b>	<b>(396.7)</b>	<b>(86.7)</b>
<b>FINANCING ACTIVITIES</b>			
(Decrease) increase in short-term debt	(6.2)	1.3	1.9
Issuance of long-term debt	1,057.0	220.0	70.0
Repayment of long-term debt	(737.0)	(190.0)	(156.8)
Proceeds from the exercise of stock options	28.9	50.7	104.3
Excess tax benefit from the exercise of stock-based compensation	29.2	26.8	12.2
Dividends to stockholders	(77.4)	(49.9)	
Treasury stock purchases	(439.8)	(52.1)	(8.8)
Fortune Brands, Inc. payment			(6.0)
Other financing activities, net	(2.2)	(2.7)	(1.1)
<b>NET CASH (USED IN) PROVIDED BY FINANCING ACTIVITIES</b>	<b>(147.5)</b>	<b>4.1</b>	<b>15.7</b>
Effect of foreign exchange rate changes on cash	(4.6)	0.2	3.4
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>\$ (49.5)</b>	<b>\$ (94.6)</b>	<b>\$ 215.2</b>
Cash and cash equivalents at beginning of year	\$ 241.4	\$ 336.0	\$ 120.8
Cash and cash equivalents at end of year	\$ 191.9	\$ 241.4	\$ 336.0
Cash paid during the year for:			
External interest	\$ 9.6	\$ 6.7	\$ 7.1
Income taxes paid directly to taxing authorities	109.1	89.4	55.9
Income taxes (received from) paid to Fortune Brands, Inc.		(1.2)	3.0
Dividends declared but not paid	22.1	20.0	

See Notes to Consolidated Financial Statements.



**Table of Contents****Consolidated Statements of Equity**

Fortune Brands Home &amp; Security, Inc. and Subsidiaries

	Accumulated							Total Equity
	Common Stock	Paid-In Capital	Other Comprehensive (Loss) Income	Retained Earnings (Deficit)	Treasury Stock	Non- controlling Interests		
<i>(In millions)</i>								
Balance at December 31, 2011	\$ 1.6	\$ 2,186.4	\$ 10.6	\$ (77.7)	\$ (0.1)	\$ 3.7	\$ 2,124.5	
Comprehensive income:								
Net income				118.7		1.0	119.7	
Other comprehensive income			20.0				20.0	
Stock options exercised		104.4					104.4	
Stock-based compensation		27.1			(7.7)		19.4	
Tax benefit on exercise of stock options		12.0					12.0	
Separation-related adjustments		(5.1)					(5.1)	
Treasury stock purchase					(9.1)		(9.1)	
Dividends paid to noncontrolling interests						(1.1)	(1.1)	
Balance at December 31, 2012	\$ 1.6	\$ 2,324.8	\$ 30.6	\$ 41.0	\$ (16.9)	\$ 3.6	\$ 2,384.7	
Comprehensive income:								
Net income				229.7		1.2	230.9	
Other comprehensive income			64.8				64.8	
Stock options exercised	0.1	50.7					50.8	
Stock-based compensation		25.7			(11.2)		14.5	
Tax benefit on exercise of stock options <sup>(a)</sup>		30.1					30.1	
Treasury stock purchase					(51.7)		(51.7)	
Dividends (\$0.42 per Common share)				(69.9)			(69.9)	
Dividends paid to noncontrolling interests						(1.1)	(1.1)	
Balance at December 31, 2013	\$ 1.7	\$ 2,431.3	\$ 95.4	\$ 200.8	\$ (79.8)	\$ 3.7	\$ 2,653.1	
Comprehensive income:								
Net income				158.1		1.2	159.3	
Other comprehensive income			(102.1)			(0.1)	(102.2)	
Stock options exercised		29.1					29.1	
Stock-based compensation		29.2			(12.7)		16.5	
Tax benefit on exercise of stock options		27.7					27.7	
Treasury stock purchase					(439.8)		(439.8)	
Dividends (\$0.50 per Common share)				(79.4)			(79.4)	
Dividends paid to noncontrolling interests						(1.2)	(1.2)	
Balance at December 31, 2014	\$ 1.7	\$ 2,517.3	\$ (6.7)	\$ 279.5	\$ (532.3)	\$ 3.6	\$ 2,263.1	

(a) Includes \$4.1 million of adjustments related to previous years' vested and unvested restricted stock units.

*See Notes to Consolidated Financial Statements.*

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

#### **1. Background and Basis of Presentation**

The Company is a leading home and security products company with a portfolio of leading branded products used for residential home repair, remodeling, new construction, security applications and storage. References to (i) Fortune Brands, the Company, we, our and us refer to Fortune Brands Home & Security, Inc. and its consolidated subsidiaries as a whole, unless the context otherwise requires, after giving effect to the spin-off of Fortune Brands from Fortune Brands, Inc. in 2011 and (ii) Former Parent refer to Fortune Brands, Inc..

**Basis of Presentation** The consolidated financial statements include the accounts of Fortune Brands and its majority-owned subsidiaries. The Company's subsidiaries operate on a 52 or 53-week fiscal year.

The consolidated financial statements included in this Annual Report on Form 10-K were derived principally from the consolidated financial statements of the Company. In September 2014, we sold all of the shares of stock of Fortune Brands Windows, Inc., our subsidiary that owned and operated the Simonton windows business ( Simonton ). In December 2014, we committed to a plan to sell Waterloo Industries, Inc. ( Waterloo ), our tool storage business. Therefore, in accordance with Accounting Standards Codification ( ASC ) requirements, the results of operations of Waterloo and Simonton were reclassified and separately stated as discontinued operations in the accompanying consolidated statements of comprehensive income for 2014, 2013 and 2012. The assets and liabilities of Simonton were reclassified as a discontinued operation in the accompanying consolidated balance sheets as of December 31, 2013. The assets and liabilities of Waterloo were reclassified as a discontinued operation in the accompanying consolidated balance sheets as of December 31, 2014 and 2013. The cash flows from discontinued operations for 2014, 2013 and 2012 were not separately classified on the accompanying condensed consolidated statements of cash flows. Information on Business Segments was revised to exclude this discontinued operation.

#### **2. Significant Accounting Policies**

**Use of Estimates** The presentation of financial statements in accordance with U.S. generally accepted accounting principles ( GAAP ) requires us to make estimates and assumptions that affect reported amounts and related disclosures. Actual results in future periods could differ from those estimates.

**Cash and Cash Equivalents** Highly liquid investments with an original maturity of three months or less are included in cash and cash equivalents.

**Allowances for Doubtful Accounts** Trade receivables are recorded at the stated amount, less allowances for discounts, doubtful accounts and returns. The allowances for doubtful accounts represent estimated uncollectible receivables associated with potential customer defaults on contractual obligations (usually due to customers' potential insolvency), or discounts related to early payment of accounts receivables by our customers. The allowances include provisions for certain customers where a risk of default has been specifically identified. In addition, the allowances include a provision for customer defaults on a general formula basis when it is determined the risk of some default is probable and estimable, but cannot yet be associated with specific customers. The assessment of the likelihood of customer defaults is based on various factors, including the length of time the receivables are past due, historical collection experience and existing economic conditions. In accordance with this policy, our allowance for doubtful accounts was \$5.4 million and \$5.8 million as of December 31, 2014 and 2013, respectively.



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**Inventories** The majority of our inventories are accounted for using the first-in, first-out inventory method. Inventory provisions are recorded to reduce inventory to the lower of cost or market value for obsolete or slow moving inventory based on assumptions about future demand and marketability of products, the impact of new product introductions, inventory levels and turns, product spoilage and specific identification of items, such as product discontinuance, engineering/material changes, or regulatory-related changes.

We also use the last-in, first-out ( LIFO ) inventory method in those product groups in which metals inventories comprise a significant portion of our inventories. LIFO inventories at December 31, 2014 and 2013 were \$197.6 million (with a current cost of \$217.5 million) and \$200.9 million (with a current cost of \$220.1 million), respectively.

**Property, Plant and Equipment** Property, plant and equipment are carried at cost. Depreciation is provided, principally on a straight-line basis, over the estimated useful lives of the assets. Gains or losses resulting from dispositions are included in operating income. Betterments and renewals, which improve and extend the life of an asset, are capitalized; maintenance and repair costs are expensed as incurred. Assets held for use to be disposed of at a future date are depreciated over the remaining useful life. Assets to be sold are written down to fair value at the time the assets are being actively marketed for sale. Estimated useful lives of the related assets are as follows:

Buildings and leasehold improvements	15 to 40 years
Machinery and equipment	3 to 10 years
Software	3 to 7 years

**Long-lived Assets** In accordance with Accounting Standards Codification ( ASC ) requirements for Property, Plant and Equipment, a long-lived asset (including amortizable identifiable intangible assets) or asset group held for use is tested for recoverability whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. When such events occur, we compare the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset or asset group to the carrying amount of the long-lived asset or asset group. The cash flows are based on our best estimate of future cash flows derived from the most recent business projections. If this comparison indicates that there is an impairment, the amount of the impairment is calculated based on fair value. Fair value is estimated primarily using discounted expected future cash flows on a market-participant basis.

**Goodwill and Indefinite-lived Intangible Assets** In accordance with ASC requirements for Intangibles Goodwill and Other, goodwill is tested for impairment at least annually in the fourth quarter, and written down when impaired. An interim impairment test is performed if an event occurs or conditions change that would more likely than not reduce the fair value of the reporting unit below the carrying value.

We evaluate the recoverability of goodwill using a weighting of the income (80%) and market (20%) approaches. For the income approach, we use a discounted cash flow model, estimating the future cash flows of the reporting units to which the goodwill relates, and then discounting the future cash flows at a market-participant-derived weighted-average cost of capital. In determining the estimated future cash flows, we consider current and projected future levels of income based on management s plans for that business; business trends, prospects and market and economic conditions; and market-participant considerations. Furthermore, our projection for the U.S. home products market is inherently subject to a number of uncertain factors, such as employment, home prices, credit availability, new home starts and the rate of home foreclosures. For the market approach, we apply market multiples for peer groups to the current operating results of the reporting

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units to determine each reporting unit's fair value. The Company's reporting units are operating segments. When the estimated fair value of a reporting unit is less than its carrying value, we measure and recognize the amount of the goodwill impairment loss, if any. Impairment losses, limited to the carrying value of goodwill, represent the excess of the carrying value of a reporting unit's goodwill over the implied fair value of that goodwill. The implied fair value of a reporting unit is estimated based on a hypothetical allocation of each reporting unit's fair value to all of its underlying assets and liabilities.

Purchased intangible assets other than goodwill are amortized over their useful lives unless those lives are determined to be indefinite. The determination of the useful life of an intangible asset other than goodwill is based on factors including historical and tradename performance with respect to consumer name recognition, geographic market presence, market share, and plans for ongoing tradename support and promotion. Certain of our tradenames have been assigned an indefinite life as we currently anticipate that these tradenames will contribute cash flows to the Company indefinitely. Indefinite-lived intangible assets are not amortized, but are evaluated at least annually to determine whether the indefinite useful life is appropriate. We review indefinite-lived intangible assets for impairment annually in the fourth quarter, and whenever market or business events indicate there may be a potential impairment of that intangible. Impairment losses are recorded to the extent that the carrying value of the indefinite-lived intangible asset exceeds its fair value. We measure fair value using the standard relief-from-royalty approach which estimates the present value of royalty income that could be hypothetically earned by licensing the brand name to a third party over the remaining useful life. In addition, beginning for 2012 year-end intangible asset impairment testing, we adopted the new Accounting Standards Update that allows us to first assess qualitative factors to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired. Qualitative factors include changes in volume, customers and the industry. If it is deemed more likely than not that an intangible asset is impaired, we will perform a quantitative impairment test.

The Company cannot predict the occurrence of certain events or changes in circumstances that might adversely affect the carrying value of goodwill and indefinite-lived 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.

**Defined Benefit Plans** We have a number of pension plans in the United States, covering many of the Company's employees. In addition, the Company provides postretirement health care and life insurance benefits to certain retirees.

We record amounts relating to these plans based on calculations in accordance with ASC requirements for Compensation—Retirement Benefits, which include various actuarial assumptions, including discount rates, assumed rates of return, compensation increases, turnover rates and health care cost trend rates. We recognize changes in the fair value of pension plan assets and net actuarial gains or losses in excess of 10 percent of the greater of the fair value of pension plan assets or each plan's projected benefit obligation (the corridor) in earnings immediately upon remeasurement, which is at least annually in the fourth quarter of each year. We review our actuarial assumptions on an annual basis and make modifications to the assumptions based on current economic conditions and trends. The discount rate used to measure obligations is based on a spot-rate yield curve on a plan-by-plan basis that matches projected future benefit payments with the appropriate interest rate applicable to the timing of the projected future benefit payments. The expected rate of return on plan assets is determined based on the nature of the plans investments, our current asset allocation and our expectations for long-term rates of return. Compensation increases reflect expected future compensation trends. For postretirement benefits, our health care trend rate assumption is based on historical cost increases and expectations for long-term increases. The cost or benefit of plan

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changes, such as increasing or decreasing benefits for prior employee service (prior service cost), is deferred and included in expense on a straight-line basis over the average remaining service period of the related employees. We believe that the assumptions utilized in recording obligations under our plans, which are presented in Note 14, **Defined Benefit Plans**, are reasonable based on our experience and on advice from our independent actuaries; however, differences in actual experience or changes in the assumptions may materially affect our financial position and results of operations. We will continue to monitor these assumptions as market conditions warrant.

**Litigation Contingencies** Our businesses are subject to risks related to threatened or pending litigation and are routinely defendants in lawsuits associated with the normal conduct of business. Liabilities and costs associated with litigation-related loss contingencies require estimates and judgments based on our knowledge of the facts and circumstances surrounding each matter and the advice of our legal counsel. We record liabilities for litigation-related losses when a loss is probable and we can reasonably estimate the amount of the loss in accordance with ASC requirements for Contingencies. We evaluate the measurement of recorded liabilities each reporting period based on the then-current facts and circumstances specific to each matter. The ultimate losses incurred upon final resolution of litigation-related loss contingencies may differ materially from the estimated liability recorded at any particular balance sheet date. Changes in estimates are recorded in earnings in the period in which such changes occur.

**Income Taxes** In accordance with ASC requirements for Income Taxes, we establish deferred tax liabilities or assets for temporary differences between financial and tax reporting bases and subsequently adjust them to reflect changes in tax rates expected to be in effect when the temporary differences reverse. We record a valuation allowance reducing deferred tax assets when it is more likely than not that such assets will not be realized.

We record liabilities for uncertain income tax positions based on a two-step process. The first step is recognition, where we evaluate whether an individual tax position has a likelihood of greater than 50% of being sustained upon examination based on the technical merits of the position, including resolution of any related appeals or litigation processes. For tax positions that are currently estimated to have a less than 50% likelihood of being sustained, no tax benefit is recorded. For tax positions that have met the recognition threshold in the first step, we perform the second step of measuring the benefit to be recorded. The actual benefits ultimately realized may differ from our estimates. In future periods, changes in facts, circumstances, and new information may require us to change the recognition and measurement estimates with regard to individual tax positions. Changes in recognition and measurement estimates are recorded in the consolidated statement of income and consolidated balance sheet in the period in which such changes occur. As of December 31, 2014, we had liabilities for unrecognized tax benefits pertaining to uncertain tax positions totaling \$31.0 million. It is reasonably possible that the unrecognized tax benefits may decrease in the range of \$2.0 million to \$7.0 million in the next 12 months primarily as a result of the conclusion of U.S. federal, state and foreign income tax proceedings.

**Revenue Recognition** Revenue is recorded when persuasive evidence that an arrangement exists, delivery has occurred, the price is fixed or determinable, and collectibility is reasonably assured. Revenue is recorded net of applicable provisions for discounts, returns and allowances. We record estimates for reductions to revenue for customer programs and incentives, including price discounts, volume-based incentives, promotions and cooperative advertising when revenue is recognized. Sales returns are based on historical returns, current trends and forecasts of product demand.

**Cost of Products Sold** Cost of products sold includes all costs to make products saleable, such as labor costs, inbound freight, purchasing and receiving costs, inspection costs and internal transfer costs. In addition, all depreciation expense associated with assets used to manufacture products and make them saleable is included in cost of products sold.

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**Customer Program Costs** Customer programs and incentives are a common practice in our businesses. Our businesses incur customer program costs to obtain favorable product placement, to promote sales of products and to maintain competitive pricing. Customer program costs and incentives, including rebates and promotion and volume allowances, are accounted for in either net sales or the category selling, general and administrative expenses at the time the program is initiated and/or the revenue is recognized. The costs are predominantly recognized in net sales and include, but are not limited to, volume allowances and rebates, promotional allowances, and cooperative advertising programs. These costs are recorded at the later of the time of sale or the implementation of the program based on management's best estimates. Estimates are based on historical and projected experience for each type of program or customer. Volume allowances are accrued based on management's estimates of customer volume achievement and other factors incorporated into customer agreements, such as new product purchases, store sell-through, merchandising support, levels of returns and customer training. Management periodically reviews accruals for these rebates and allowances, and adjusts accruals when circumstances indicate (typically as a result of a change in volume expectations). The costs typically recognized in selling, general and administrative expenses include product displays, point of sale materials and media production costs. The costs included in the selling, general and administrative expenses category were \$43.4 million, \$43.5 million and \$45.0 million for the years ended December 31, 2014, 2013 and 2012, respectively.

**Selling, General and Administrative Expenses** Selling, general and administrative expenses include advertising costs; marketing costs; selling costs, including commissions; research and development costs; shipping and handling costs, including warehousing costs; and general and administrative expenses. Shipping and handling costs included in selling, general and administrative expenses were \$169.7 million, \$161.2 million and \$153.2 million in 2014, 2013 and 2012, respectively.

Advertising costs, which amounted to \$200.4 million, \$197.1 million and \$174.3 million in 2014, 2013 and 2012, respectively, are principally expensed as incurred. Advertising costs include product displays, media production costs and point of sale materials. Advertising costs recorded as a reduction to net sales, primarily cooperative advertising, were \$66.8 million, \$56.8 million and \$49.1 million in 2014, 2013 and 2012, respectively. Advertising costs recorded in selling, general and administrative expenses were \$133.6 million, \$140.3 million and \$125.2 million in 2014, 2013 and 2012, respectively.

Research and development expenses include product development, product improvement, product engineering and process improvement costs. Research and development expenses, which were \$46.1 million, \$50.8 million and \$41.7 million in 2014, 2013 and 2012, respectively, are expensed as incurred.

**Stock-based Compensation** Stock-based compensation expense, measured as the fair value of an award on the date of grant, is recognized in the financial statements over the period that an employee is required to provide services in exchange for the award. The fair value of each option award is measured on the date of grant using the Black-Scholes option-pricing model. The fair value of each performance award is based on the stock price at the date of grant and the probability of meeting performance targets. The fair value of each restricted stock unit granted is equal to the share price at the date of grant. See Note 13, Stock-Based Compensation, for additional information.

**Earnings Per Share** Earnings per common share is calculated by dividing net income attributable to Fortune Brands by the weighted-average number of shares of common stock outstanding during the year. Diluted earnings per common share include the impact of all potentially dilutive securities outstanding during the year. See Note 20, Earnings Per Share, for further discussion.

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**Foreign Currency Translation** Foreign currency balance sheet accounts are translated into U.S. dollars at the actual rates of exchange at the balance sheet date. Income and expenses are translated at the average rates of exchange in effect during the period for the foreign subsidiaries where the local currency is the functional currency. The related translation adjustments are made directly to a separate component of the accumulated other comprehensive income ( AOCI ) caption in equity. Transactions denominated in a currency other than the functional currency of a subsidiary are translated into functional currency with resulting transaction gains or losses recorded in other expense (income), net.

**Derivative Financial Instruments** In accordance with ASC requirements for Derivatives and Hedging, all derivatives are recognized as either assets or liabilities on the balance sheet and measurement of those instruments is at fair value. If the derivative is designated as a fair value hedge and is highly effective, the changes in the fair value of the derivative and of the hedged item attributable to the hedged risk are recognized in earnings in the same period. If the derivative is designated as a cash flow hedge, the effective portions of changes in the fair value of the derivative are recorded directly to a separate component of AOCI, and are recognized in the consolidated statement of income when the hedged item affects earnings. Ineffective portions of changes in the fair value of cash flow hedges are recognized in earnings.

There was no impact of deferred currency gains/losses on earnings in 2014. Net deferred currency gains of \$2.3 million and \$0.6 million were reclassified into earnings for the years ended December 31, 2013 and 2012, respectively. Based on foreign exchange rates as of December 31, 2014, we estimate that \$0.3 million of net currency derivative losses included in AOCI as of December 31, 2014 will be reclassified to earnings within the next twelve months.

**Recently Issued Accounting Standards**

*Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*

In August 2014, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) 2014-15, Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern. This ASU provides guidance about management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related footnote disclosures. This amendment is effective for the annual period ending after December 15, 2016 (calendar year 2017 for Fortune Brands), and for annual periods and interim periods thereafter. Early application is permitted. We do not expect this standard to have a material effect on our financial statements.

*Revenue from Contracts with Customers*

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers. This ASU clarifies the accounting for revenue arising from contracts with customers and specifies the disclosures that an entity should include in its financial statements. The amendment is effective for annual reporting periods beginning after December 15, 2016 (calendar year 2017 for Fortune Brands). We are assessing the impact the adoption of this standard will have on our financial statements.

*Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity*

In April 2014, the FASB issued ASU 2014-08, Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity. This ASU changes the definition of discontinued operations and requires expanded disclosures. The amendment is effective for annual periods beginning on or after December 15, 2014 (calendar year 2015 for Fortune Brands). We do not expect this standard to have a material effect on our financial statements.

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Supplemental information on our year-end consolidated balance sheets is as follows:

<i>(In millions)</i>	<i>2014</i>	<i>2013</i>
<b>Inventories:</b>		
Raw materials and supplies	\$ 178.1	\$ 159.1
Work in process	54.0	49.9
Finished products	230.1	219.9
<b>Total inventories</b>	<b>\$ 462.2</b>	<b>\$ 428.9</b>
<b>Property, plant and equipment:</b>		
Land and improvements	\$ 48.5	\$ 46.7
Buildings and improvements to leaseholds	356.3	337.5
Machinery and equipment	920.2	883.1
Construction in progress	71.3	52.2
Property, plant and equipment, gross	1,396.3	1,319.5
Less: accumulated depreciation	856.5	851.2
<b>Property, plant and equipment, net of accumulated depreciation</b>	<b>\$ 539.8</b>	<b>\$ 468.3</b>
<b>Other current liabilities:</b>		
Accrued salaries, wages and other compensation	\$ 69.8	\$ 118.9
Accrued customer programs	102.5	110.8
Other accrued expenses	149.7	127.4
<b>Total other current liabilities</b>	<b>\$ 322.0</b>	<b>\$ 357.1</b>

**4. Acquisitions**

In December 2014, we acquired all of the issued and outstanding shares of capital stock of Anafree Holdings, Inc., the sole owner of Anaheim Manufacturing Company, which markets and sells garbage disposals, for \$30.6 million in cash, subject to certain post-closing adjustments. We paid the purchase price using a combination of cash on hand and borrowings under our existing credit facilities. A preliminary allocation of the purchase price has been reflected in the financial statements and will be updated as asset and liability valuations are finalized. Final adjustments will reflect the fair value assigned to the assets, including intangible assets, and assumed liabilities.

In July 2014, the Company acquired 100% of the voting equity of John D. Brush & Co., Inc. ( SentrySafe ) for a purchase price of \$116.7 million in cash. The purchase price was funded from our existing credit facilities. This acquisition broadens our product offering of security products. Net sales in the five months ended December 31, 2014 were approximately \$65 million and operating income was not material to the Company. The results of operations of SentrySafe are included in the Security segment.

These 2014 acquisitions were not material for the purposes of supplemental disclosure and did not have a material impact on our consolidated financial statements.

In June 2013, the Company acquired Woodcrafters Home Products Holding, LLC ( WoodCrafters ), a manufacturer of bathroom vanities and tops, for a purchase price of \$302.0 million. We paid the purchase price using a combination of cash on hand and borrowings under our existing credit facilities. This acquisition greatly expanded our offerings of bathroom cabinetry products. Net sales of

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WoodCrafters in the first six months of 2014 were approximately \$100 million and WoodCrafters' operating income was not material to the Company. The results of operations of WoodCrafters are included in the Cabinets segment.

The following table summarizes the final allocation of the WoodCrafters' purchase price to fair values of assets acquired and liabilities assumed as of the date of the acquisition.

<i>(In millions)</i>	
Accounts receivable	\$ 41.4
Inventories	25.7
Property, plant and equipment	29.6
Goodwill	143.4
Identifiable intangible assets	89.4
Other assets	7.3
Total assets	336.8
Other current liabilities and accruals	34.8
Net assets acquired	\$ 302.0

Substantially all of the acquired goodwill was tax deductible. Goodwill primarily represents expected supply chain synergies. Identifiable intangible assets primarily consisted of customer relationships (\$75.9 million) and technology (\$9.6 million). The useful lives of these identifiable intangible assets are 18 years and 10 years, respectively.

The following unaudited pro forma summary presents consolidated financial information as if WoodCrafters had been acquired on January 1, 2012. The unaudited pro forma financial information is based on historical results of operations and financial position of the Company and WoodCrafters. The pro forma results include adjustments for the impact of a preliminary allocation of the purchase price and interest expense associated with debt that would have been incurred in connection with the acquisition. The unaudited pro forma financial information does not necessarily represent the results that would have occurred had the acquisition occurred on January 1, 2012. In addition, the unaudited pro forma information should not be deemed to be indicative of future results.

<i>(In millions)</i>	2013	2012
Net sales	\$ 3,811.0	