Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
BEAM GLOBAL SPIRITS & WINE, INC. NU EMPLOYEES' PENSION PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 07/01/1965

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
BEAM GLOBAL SPIRITS & WINE, INC.

510 LAKE COOK RD
DEERFIELD, IL 60015

2b Employer Identification Number (EIN) 36-4054676

2c Sponsor's telephone number 847-484-4400

2d Business code (see instructions) 312140

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2010	LAUREN TASHMA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
BEAM GLOBAL SPIRITS & WINE, INC.

510 LAKE COOK RD
DEERFIELD, IL 60015

3b Administrator's EIN
36-4054676

3c Administrator's telephone number
847-484-4400

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	1877
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	767
b	Retired or separated participants receiving benefits	**6b**	386
c	Other retired or separated participants entitled to future benefits	**6c**	592
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1745
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	59
f	Total. Add lines **6d** and **6e**	**6f**	1804
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	0
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	62
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1A 1G 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	X	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)	X	**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
BEAM GLOBAL SPIRITS & WINE, INC. NU EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
BEAM GLOBAL SPIRITS & WINE, INC.

D Employer Identification Number (EIN)
36-4054676

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2009			
2	Assets:			
a	Market value	2a		101244773
b	Actuarial value	2b		111369250
3	Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
a	For retired participants and beneficiaries receiving payment	3a	399	40418507
b	For terminated vested participants	3b	562	21150899
c	For active participants:			
	(1) Non-vested benefits	3c(1)		3268379
	(2) Vested benefits	3c(2)		32287689
	(3) Total active	3c(3)	916	35556068
d	Total	3d	1877	97125474
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
a	Funding target disregarding prescribed at-risk assumptions	4a		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5		8.02 %
6	Target normal cost	6		4026120

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

10/06/2010
Signature of actuary — Date

MICHAEL H. FRANTZ
Type or print name of actuary

08-05485
Most recent enrollment number

HEWITT ASSOCIATES LLC
Firm name

847-295-5000
Telephone number (including area code)

100 HALF DAY ROAD
LINCOLNSHIRE, IL 60069-3342
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	6898892	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	3048520	0
9	Amount remaining (Item 7 minus item 8)	3850372	0
10	Interest on item 9 using prior year's actual return of -24.51 %	-943907	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		17752010
b	Interest on (a) using prior year's effective rate of 6.18 %		163539
c	Total available at beginning of current plan year to add to prefunding balance		17915549
d	Portion of (c) to be added to prefunding balance		17915549
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12)	2906465	17915549

Part III Funding percentages

14	Funding target attainment percentage	14	93.22 %
15	Adjusted funding target attainment percentage	15	114.66 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	96.77 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
02/03/2010	11752650				
			Totals ► 18(b)	11752650	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	10804446

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment: %	2nd segment: %	3rd segment: %	[X] N/A, full yield curve used

b Applicable month (enter code) — **21b**: 2

22 Weighted average retirement age — **22**: 62

23 Mortality table(s) (see instructions) [ ] Prescribed - combined [X] Prescribed - separate [ ] Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. [X] Yes [ ] No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. [X] Yes [ ] No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. [X] Yes [ ] No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment — **27**:

Part VII Reconciliation of unpaid minimum required contributions for prior years

28	Unpaid minimum required contribution for all prior years	**28**	0
29	Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	**29**	0
30	Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	**30**	0

Part VIII Minimum required contribution for current year

31	Target normal cost, adjusted, if applicable (see instructions)	**31**	4026120

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount — **33**:

34	Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33)	**34**	4026120

		Carryover balance	Prefunding balance	Total balance
35	Balances used to offset funding requirement	2906465	537720	3444185

36	Additional cash requirement (item 34 minus item 35)	**36**	581935
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	**37**	10804446
38	Interest-adjusted excess contributions for current year (see instructions)	**38**	10222511
39	Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	**39**	0
40	Unpaid minimum required contribution for all years	**40**	0

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2009** **This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BEAM GLOBAL SPIRITS & WINE, INC. NU EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BEAM GLOBAL SPIRITS & WINE, INC.

D Employer Identification Number (EIN)
36-4054676

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

NORTHERN TRUST CORPORATION

36-2723087

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

HEWITT ASSOCIATES LLC

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 17 50	NONE	133075	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

NORTHERN TRUST COMPANY

36-1561860

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	NONE	75160	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

FRIESS ASSOCIATES LLC

83-0334121

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	66606	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

CAUSEWAY CAPITAL MANAGEMENT

95-4861680

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	64389	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

PACIFIC INVESTMENT MANAGEMENT CO.

33-0629048

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	54263	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

JULIUS BAER INVESTMENT MGMT INC.

13-3149728

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	46288	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

JP MORGAN INVESTMENT ADVISORS

13-3795042

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	39109	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

RS INVESTMENT MANAGEMENT CO. LLC

94-3321067

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	39035	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

MONTAG & CADWELL INC.

58-1022504

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	30239	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

SASCO CAPITAL INC.

41-0007957

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	29580	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

GRANT THORNTON LLP

36-6055558

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	27676	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

JP MORGAN GLEMING ASSETS

13-3200244

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	23235	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

BARROW HANLEY MEWHINNEY & STRAUSS

75-2243409

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	23031	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

HEWITT INVESTMENT GROUP

26-1215313

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	11588	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

GEWARGES & ASSOCIATES

36-4205768

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	5288	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN;
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN;
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BEAM GLOBAL SPIRITS & WINE, INC. NU EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BEAM GLOBAL SPIRITS & WINE, INC.

D Employer Identification Number (EIN)
36-4054676

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: FORTUNE BRNDS MSTR RETIREMENT TRUST

b Name of sponsor of entity listed in (a): FORTUNE BRANDS, INC.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
13-3364868-003	M	114623627

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BEAM GLOBAL SPIRITS & WINE, INC. NU EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BEAM GLOBAL SPIRITS & WINE, INC.

D Employer Identification Number (EIN)
36-4054676

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	11752650
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	101136120	114623627
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	101136120	126376277
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	38730	21146
k	Total liabilities (add all amounts in lines 1g through1j)	1k	38730	21146
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	101097390	126355131

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	11752650	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		11752650
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		18612477
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		30365127
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4884983	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		4884983
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	32964	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	189439	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		222403
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		5107386
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		25257741
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: GRANT THORNTON LLP (2) EIN: 36-6055558

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		40000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i		X	
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
BEAM GLOBAL SPIRITS & WINE, INC. NU EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BEAM GLOBAL SPIRITS & WINE, INC.

D Employer Identification Number (EIN)
36-4054676

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions ..... | 1 |

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 13-3364868

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. ..... | 3 | 0

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year ..... | 6a |

b Enter the amount contributed by the employer to the plan for this plan year ..... | 6b |

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) ..... | 6c |

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☒ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: 54% Investment-Grade Debt: 36% High-Yield Debt: 0% Real Estate: 5% Other: 5%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Grant Thornton

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Audit • Tax • Advisory

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Participants and Retirement Committee
Beam Global Spirits & Wine, Inc. Non-Union Employees' Pension Plan

We were engaged to audit the financial statements of the Beam Global Spirits & Wine, Inc. Non-Union Employees' Pension Plan, EIN 36-4054676/Plan No. 002 (the "Plan") as of December 31, 2009 and 2008, and for the years then ended, as listed in the accompanying table of contents. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note E, which was certified by The Northern Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Grant Thornton LLP

Chicago, Illinois
October 14, 2010

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan

BEAM GLOBAL SPIRITS & WINE, INC. NON-UN EES' PP

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

Beam Global Spirits & Wine, Inc.

D Employer Identification Number (EIN)

36-4054676

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2009

2	Assets:			
	a Market value		**2a**	101,244,773
	b Actuarial value		**2b**	111,369,250
3	Funding target/participant count breakdown		**(1)** Number of participants	**(2)** Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	399	40,418,507
	b For terminated vested participants	**3b**	562	21,150,899
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		3,268,379
	(2) Vested benefits	**3c(2)**		32,287,689
	(3) Total active	**3c(3)**	916	35,556,068
	d Total	**3d**	1,877	97,125,474
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions		**4a**	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor		**4b**	
5	Effective interest rate		**5**	8.02 %
6	Target normal cost		**6**	4,026,120

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Michael H. Frantz MHF

Signature of actuary

10/06/2010

Date

Michael H. Frantz

Type or print name of actuary

08-05485

Most recent enrollment number

Hewitt Associates LLC

Firm name

(847)295-5000

Telephone number (including area code)

100 Half Day Road

Lincolnshire IL 60069-3342

Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	6,898,892	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	3,048,520	0
9	Amount remaining (Item 7 minus item 8)	3,850,372	0
10	Interest on item 9 using prior year's actual return of (24.51)%	(943,907)	
11	Prior year's excess contributions to be added to prefunding balance:		
	a Excess contributions (Item 38 from prior year)		17,752,010
	b Interest on (a) using prior year's effective rate of 6.18 %		163,539
	c Total available at beginning of current plan year to add to prefunding balance		17,915,549
	d Portion of (c) to be added to prefunding balance		17,915,549
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	2,906,465	17,915,549

Part III Funding percentages

14	Funding target attainment percentage	14	93.23 %
15	Adjusted funding target attainment percentage	15	114.66 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	96.77 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
02/03/2010	11,752,650				
			Totals ► 18(b)	11,752,650	18(c) 0

19	Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	10,804,446

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

	1st segment: %	2nd segment: %	3rd segment: %	
a Segment rates:				[X] N/A, full yield curve used

b Applicable month (enter code)	**21b**	2
22 Weighted average retirement age	**22**	62

23 Mortality table(s) (see instructions) [ ] Prescribed - combined [X] Prescribed - separate [ ] Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	[X] Yes	[ ] No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	[X] Yes	[ ] No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	[X] Yes	[ ] No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	**30**	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	**31**	4,026,120

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	**34**	4,026,120

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	2,906,465	537,720	3,444,185

36 Additional cash requirement (item 34 minus item 35)	**36**	581,935
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	**37**	10,804,446
38 Interest-adjusted excess contributions for current year (see instructions)	**38**	10,222,511
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	**39**	0
40 Unpaid minimum required contribution for all years	**40**	0

Schedule SB Attachment (Form 5500)—2009 Plan Year
Beam Global Spirits & Wine, Inc. Non-Union Employees' Pension Plan
EIN: 36-4054676 PN: 002

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2009

Date	Amount	Interest Rate	Interest Adjusted Contribution
February 3, 2010	$ 11,752,650	8.02%	$ 10,804,446
Total Contribution	$ 11,752,650		$ 10,804,446

Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55.5	5.00%	1.0000	2.78
56.5	5.00%	0.9500	2.68
57.5	5.00%	0.9025	2.59
58.5	5.00%	0.8574	2.51
59.5	5.00%	0.8145	2.42
60.5	15.00%	0.7738	7.02
61.5	5.00%	0.6577	2.02
62.5	20.00%	0.6248	7.81
63.5	10.00%	0.4999	3.17
64.5	10.00%	0.4499	2.90
65	100.00%	0.4049	26.32
		Weighted Average	62.22

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates	Based on the full yield curve with a two-month lookback (October 2008 yield curve), with sample rates as follows:
Yield Curve	Duration 0.5–5.45% Duration 5.5–8.25% Duration 10.5–8.87% Duration 15.5–8.65% Duration 20.5–8.11% Duration 25.5–7.71% Duration 30.5–7.46%
Salary Increases	
Minimum Funding Target Normal Cost	1.00%.
Maximum Tax Expected Benefit Increase	See Table 1.
Optional Payment Form Election Percentage	100% elect the normal form of payment.
Optional Payment Form Conversion Interest Rate	N/A.
Optional Payment Form Conversion Mortality	N/A.
Retirement Age	
Active Participants	See Table 2.
Terminated Vested Participants	Age 65.
Mortality Rates	
Healthy and Disabled	2009 Static Mortality Table for Annuitants and Non-Annuitants Per Section 1.430(h)(3)-1(e).
Withdrawal Rates	See Tables 3 and 4.
Disability Rates	See Table 5.
Surviving Spouse Benefit	It is assumed that 80% of males and 80% of females have an eligible spouse, and that males are three years older than their spouses.
Valuation Compensation	2008 Pensionable earnings rolled forward one year with the salary increase assumption.
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC Section 415 maximum benefit of $195,000 and the 401(a)(17) compensation limit of $245,000.

Valuation of Plan Assets	Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value. A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC Section 430(h)(2)(C)(iii).
Trust Expenses Included in Target Normal Cost	$841,348. The expenses included in the target normal cost reflect the prior year's administrative and investment expenses.
Expected Return on Assets	
2007 Plan Year	6.09%.
2008 Plan Year	6.43%.
Actuarial Method	Standard Unit Credit Cost Method.
Valuation Date	January 1, 2009.

Table 1
Salary Merit Increase Rates

Age	Rate	Age	Rate
15	9.50%	45	4.25%
16	9.50%	46	4.25%
17	9.50%	47	4.25%
18	9.50%	48	4.25%
19	9.50%	49	4.25%
20	9.50%	50	4.00%
21	9.50%	51	4.00%
22	9.50%	52	4.00%
23	9.50%	53	4.00%
24	9.50%	54	4.00%
25	7.50%	55	3.75%
26	7.50%	56	3.75%
27	7.50%	57	3.75%
28	7.50%	58	3.75%
29	7.50%	59	3.75%
30	6.00%	60+	3.50%
31	6.00%		
32	6.00%		
33	6.00%		
34	6.00%		
35	5.25%		
36	5.25%		
37	5.25%		
38	5.25%		
39	5.25%		
40	4.50%		
41	4.50%		
42	4.50%		
43	4.50%		
44	4.50%		

Table 2
Retirement Rates

Age	Rate
55	5.00%
56	5.00%
57	5.00%
58	5.00%
59	5.00%
60	15.00%
61	5.00%
62	20.00%
63	10.00%
64	10.00%
65+	100.00%

Table 3—Page 1 of 2
Termination Rates—Beam Salaried

	Years of Service					
Age	**0**	**1**	**2**	**3**	**4**	**5+**
15	17.50%	17.50%	17.50%	17.50%	17.50%	17.50%
16	17.50%	17.50%	17.50%	17.50%	17.50%	17.50%
17	17.50%	17.50%	17.50%	17.50%	17.50%	17.50%
18	17.50%	17.50%	17.50%	17.50%	17.50%	17.50%
19	17.50%	17.50%	17.50%	17.50%	17.50%	17.50%
20	17.50%	17.50%	17.50%	17.50%	17.50%	17.50%
21	17.50%	17.50%	17.50%	17.50%	17.50%	17.50%
22	16.70%	16.70%	16.70%	16.70%	16.70%	16.70%
23	15.80%	15.80%	15.80%	15.80%	15.80%	15.80%
24	15.10%	15.10%	15.10%	15.10%	15.10%	15.10%
25	14.30%	14.30%	14.30%	14.30%	14.30%	14.30%
26	13.60%	13.60%	13.60%	13.60%	13.60%	13.60%
27	12.80%	12.80%	12.80%	12.80%	12.80%	12.80%
28	12.70%	12.10%	12.10%	12.10%	12.10%	12.10%
29	12.70%	11.90%	11.50%	11.50%	11.50%	11.50%
30	12.70%	11.90%	11.00%	10.80%	10.80%	10.80%
31	12.70%	11.90%	11.00%	10.20%	10.20%	10.20%
32	12.70%	11.90%	11.00%	10.20%	9.60%	9.60%
33	12.70%	11.90%	11.00%	10.20%	9.50%	9.00%
34	12.70%	11.90%	11.00%	10.20%	9.50%	8.50%
35	12.70%	11.90%	11.00%	10.20%	9.50%	7.90%
36	12.70%	11.90%	11.00%	10.20%	9.50%	7.40%
37	12.70%	11.90%	11.00%	10.20%	9.50%	6.90%
38	12.70%	11.90%	11.00%	10.20%	9.50%	6.50%
39	12.70%	11.90%	11.00%	10.20%	9.50%	6.00%
40	12.70%	11.90%	11.00%	10.20%	9.50%	5.60%
41	12.70%	11.90%	11.00%	10.20%	9.50%	5.20%
42	12.70%	11.90%	11.00%	10.20%	9.50%	4.90%
43	12.70%	11.90%	11.00%	10.20%	9.50%	4.50%
44	12.70%	11.90%	11.00%	10.20%	9.50%	4.20%

Table 3—Page 2 of 2
Termination Rates—Beam Salaried

	Years of Service					
Age	**0**	**1**	**2**	**3**	**4**	**5+**
45	12.70%	11.90%	11.00%	10.20%	9.50%	3.90%
46	12.70%	11.90%	11.00%	10.20%	9.50%	3.60%
47	12.70%	11.90%	11.00%	10.20%	9.50%	3.40%
48	12.70%	11.90%	11.00%	10.20%	9.50%	3.10%
49	12.70%	11.90%	11.00%	10.20%	9.50%	2.90%
50	12.70%	11.90%	11.00%	10.20%	9.50%	2.70%
51	12.70%	11.90%	11.00%	10.20%	9.50%	2.60%
52	12.70%	11.90%	11.00%	10.20%	9.50%	2.40%
53	12.70%	11.90%	11.00%	10.20%	9.50%	2.30%
54	12.70%	11.90%	11.00%	10.20%	9.50%	2.20%
55+	12.70%	11.90%	11.00%	10.20%	9.50%	2.20%

Table 4—Page 1 of 2
Termination Rates—Future Salaried

	Years of Service					
Age	**0**	**1**	**2**	**3**	**4**	**5+**
15	35.00%	35.00%	35.00%	35.00%	35.00%	35.00%
16	35.00%	35.00%	35.00%	35.00%	35.00%	35.00%
17	35.00%	35.00%	35.00%	35.00%	35.00%	35.00%
18	35.00%	35.00%	35.00%	35.00%	35.00%	35.00%
19	35.00%	35.00%	35.00%	35.00%	35.00%	35.00%
20	35.00%	35.00%	35.00%	35.00%	35.00%	35.00%
21	35.00%	35.00%	35.00%	35.00%	35.00%	35.00%
22	33.40%	33.40%	33.40%	33.40%	33.40%	33.40%
23	31.60%	31.60%	31.60%	31.60%	31.60%	31.60%
24	30.20%	30.20%	30.20%	30.20%	30.20%	30.20%
25	28.60%	28.60%	28.60%	28.60%	28.60%	28.60%
26	27.20%	27.20%	27.20%	27.20%	27.20%	27.20%
27	25.60%	25.60%	25.60%	25.60%	25.60%	25.60%
28	25.40%	24.20%	24.20%	24.20%	24.20%	24.20%
29	25.40%	23.80%	23.00%	23.00%	23.00%	23.00%
30	25.40%	23.80%	22.00%	21.60%	21.60%	21.60%
31	25.40%	23.80%	22.00%	20.40%	20.40%	20.40%
32	25.40%	23.80%	22.00%	20.40%	19.20%	19.20%
33	25.40%	23.80%	22.00%	20.40%	19.00%	18.00%
34	25.40%	23.80%	22.00%	20.40%	19.00%	17.00%
35	25.40%	23.80%	22.00%	20.40%	19.00%	15.80%
36	25.40%	23.80%	22.00%	20.40%	19.00%	14.80%
37	25.40%	23.80%	22.00%	20.40%	19.00%	13.80%
38	25.40%	23.80%	22.00%	20.40%	19.00%	13.00%
39	25.40%	23.80%	22.00%	20.40%	19.00%	12.00%
40	25.40%	23.80%	22.00%	20.40%	19.00%	11.20%
41	25.40%	23.80%	22.00%	20.40%	19.00%	10.40%
42	25.40%	23.80%	22.00%	20.40%	19.00%	9.80%
43	25.40%	23.80%	22.00%	20.40%	19.00%	9.00%
44	25.40%	23.80%	22.00%	20.40%	19.00%	8.40%

Table 4—Page 2 of 2
Termination Rates—Future Salaried

	Years of Service					
Age	**0**	**1**	**2**	**3**	**4**	**5+**
45	25.40%	23.80%	22.00%	20.40%	19.00%	7.80%
46	25.40%	23.80%	22.00%	20.40%	19.00%	7.20%
47	25.40%	23.80%	22.00%	20.40%	19.00%	6.80%
48	25.40%	23.80%	22.00%	20.40%	19.00%	6.20%
49	25.40%	23.80%	22.00%	20.40%	19.00%	5.80%
50	25.40%	23.80%	22.00%	20.40%	19.00%	5.40%
51	25.40%	23.80%	22.00%	20.40%	19.00%	5.20%
52	25.40%	23.80%	22.00%	20.40%	19.00%	4.80%
53	25.40%	23.80%	22.00%	20.40%	19.00%	4.60%
54	25.40%	23.80%	22.00%	20.40%	19.00%	4.40%
55+	25.40%	23.80%	22.00%	20.40%	19.00%	4.40%

Table 5
Disability Rates

Age	Rate	Age	Rate
15	0.030%	45	0.192%
16	0.030%	46	0.216%
17	0.030%	47	0.246%
18	0.030%	48	0.282%
19	0.030%	49	0.312%
20	0.030%	50	0.358%
21	0.030%	51	0.410%
22	0.030%	52	0.472%
23	0.030%	53	0.534%
24	0.030%	54	0.602%
25	0.030%	55	0.670%
26	0.030%	56	0.738%
27	0.030%	57	0.812%
28	0.034%	58	0.890%
29	0.034%	59	0.970%
30	0.034%	60	1.050%
31	0.038%	61	1.140%
32	0.038%	62	1.232%
33	0.042%	63	1.326%
34	0.042%	64	1.420%
35	0.052%	65+	0.000%
36	0.056%		
37	0.066%		
38	0.076%		
39	0.090%		
40	0.100%		
41	0.114%		
42	0.128%		
43	0.148%		
44	0.172%		

Schedule SB, Part V—Summary of Plan Provisions
Beam Salaried

Plan Name	Beam Global Spirits & Wine, Inc. Non-Union Employees' Pension Plan.
Effective Date	July 1, 1965. Last restated effective December 31, 2001. Last amended January 1, 2008.
Plan Year	Calendar year.
Eligible Employees	All salaried or clerical employees not covered by a union contract.
Participation	An employee becomes a participant on the day following the first anniversary of the date of hire if 1,000 hours of employment are completed, otherwise on the day following the first calendar year in which 1,000 hours of employment are completed. Effective January 1, 2008, the plan is closed to new hires.
Normal Retirement	
Eligibility	Later of (i) age 65 and (ii) earlier of five years of service or the fifth anniversary of plan participation.
Benefits	2% final average pay times service as of December 31, 2007 (maximum 15 years) plus 1% final average pay times service as of December 31, 2007 after 15 years (maximum 20 years) plus 1% final average pay times service accrued on or after January 1, 2008. Total service taken into consideration shall not exceed 35 years. Minimum benefit: $5 per month times service (maximum 10 years). As of January 1, 2004, Sales Individuals for Peak Wine International will no longer receive service increases to their pension benefits. They will continue to receive pay increases.

	Former Allied Domecq participants shall receive the greater of an all-service benefit under this plan's formula offset by the frozen Allied Domecq benefit, and a benefit based on service after the acquisition date only.
Early Retirement	
Eligibility	Attain at least age 55 and complete 10 years of service.
Benefits	Normal retirement benefit reduced for early retirement. The reduction for early commencement is .5% for each month by which the commencement date precedes age 62.
Disability Retirement	
Eligibility	Plan participant who incurs total and permanent disability and has completed six months of service.
Benefits	Normal retirement benefit based on compensation at date of disability and service projected to normal retirement.
Deferred Vested Retirement	
Eligibility	Five years of service for normal retirement, ten years for early retirement.
Benefits	Normal retirement benefit reduced for early retirement. The reduction for early commencement is .5% for each month by which the commencement date precedes age 65.
Preretirement Death	
Eligibility	Active plan participant who dies after the completion of 10 years of service.
Benefits	Fifty percent of the benefit to which the participant would have been entitled had the participant retired on the day immediately preceding death and elected a joint-and-survivor annuity. Minimum benefits also apply for participants with either 10 years of Vesting Service or who attained age 55 with five years of Vesting Service on or prior to January 1, 1988.
Normal Form of Benefits	Life annuity. For any participant with a spouse, the life annuity would be automatically reduced to provide an actuarially equivalent qualified (50%) joint-and-survivor annuity.
Optional Forms of Payment	50%, 75%, or 100% joint and survivor annuity, 10 or 15 year certain and life annuity, or life annuity. Actuarial equivalence for this purpose is based on a 6.00% interest

	rate and the RP-2000 Combined Healthy Mortality Table blended 50% male and 50% female with no age setbacks.
Definitions	
Eligibility Service	A 12-month period beginning with hire or any calendar year after such date in which the employee had at least 1,000 hours of service.
Final Average Monthly Earnings	Monthly average of a participant's compensation for the period of the five consecutive calendar years during which was received the largest total amount of compensation within the ten complete calendar years preceding termination of employment.
Benefit Service	Credited Service prior to the effective date, determined under the Plan as in effect on December 31, 1975, plus Credited Service after the effective date and prior to January 1, 1994, determined under the plan as in effect prior to January 1, 1994, plus the sum of the number of plan years on or after January 1, 1994 in which 1,000 hours of employment are completed.
Vesting Service	Total service from the date of hire to date of termination using elapsed time, less any breaks in service.
Qualified Spouse	A person is a qualified spouse if married to the participant throughout the one-year period ending on the date of the participant's death.

Future Salaried

Plan Name	Future Brands Pension Plan.
Effective Date	June 1, 2001. Last amended effective January 1, 2008.
Plan Year	Calendar year.
Eligible Employees	Certain former participants in the Jim Beam Salaried Employees' Pension Plan ("Prior Plan"), and all salaried or clerical employees of the Company not covered by a union contract.
Participation	Beam Transferred Employees who were participants as of May 31, 2001 (Prior Plan participants) continue as participants. Each other employee becomes a participant on the day following the first anniversary of the date of hire if 1,000 hours of employment are completed, otherwise on the day following the first calendar year in which 1,000 hours of employment are completed. Effective January 1, 2008, the plan is closed to new hires.
Normal Retirement	
Eligibility	Later of (i) age 65 and (ii) earlier of five years of service or the fifth anniversary of plan participation.
Benefits	2% Final Average Pay times service as of December 31, 2007 (maximum 15 years) plus 1% Final Average Pay times service as of December 31, 2007 after 15 years (maximum 20 years) plus 1% final average pay times service accrued on or after January 1, 2008. Total service taken into consideration shall not exceed 35 years. Minimum benefit: $5 per month times service (maximum 10 years). Prior Plan participants who were participants in the Pension Plan for Eligible Salaried Employees of National Distillers and Chemical Corporation on May 25, 1987 shall have the benefit payable in this plan reduced by the accrued benefit payable under the Distillers plan.

	Prior Plan participants covered under the Geyser Peak Winery Employees' Retirement Plan have a minimum benefit equal to the Geyser Peak accrued benefit as of August 25, 1998.
Early Retirement	
Eligibility	Age 55 and 10 years of service.
Benefits	Normal retirement benefit reduced 0.5% for each month by which the commencement date precedes age 62.
Disability Retirement	
Eligibility	Plan participant who incurs total and permanent disability and has completed six months of service.
Benefits	Normal retirement benefit based on compensation at date of disability and service projected to normal retirement.
Deferred Vested Retirement	
Eligibility	Five years of service for normal retirement, ten years for early retirement.
Benefits	Normal retirement benefit reduced for early retirement. The reduction for early commencement is 0.5% for each month by which the commencement date precedes age 65.
Preretirement Death	
Eligibility	Five years of service and married throughout the one year period ending on the date of death.
Benefits	Fifty percent of the benefit to which the participant would have been entitled had the participant retired on the day immediately preceding death and elected a joint-and-survivor annuity. Minimum benefits also apply for participants with a Geyser Peak benefit.
Normal Form of Benefits	Life annuity. For any participant with a spouse, the life annuity would be automatically reduced to provide an actuarially equivalent qualified (50%) joint-and-survivor annuity.

Optional Forms of Payment	50%, 75%, or 100% joint and survivor annuity, 10 or 15 year certain and life annuity, or life annuity. Actuarial equivalence for this purpose is based on a 6.00% interest rate and the RP-2000 Combined Healthy Mortality Table blended 50% male and 50% female with no age setbacks.
Definitions	
Eligibility Service	A 12-month period beginning with hire or any calendar year after such date in which the employee had at least 1,000 hours of service.
Final Average Monthly Earnings	Monthly average of a participant's compensation for the period of the five consecutive calendar years during which was received the largest total amount of compensation within the ten complete calendar years preceding termination of employment.
Benefit Service	Credited Service under the Prior Plan, plus the sum of the number of plan years on or after January 1, 1994 in which 1,000 hours of employment are completed.
Vesting Service	Total service from the date of hire to date of termination using elapsed time, less any breaks in service.
Qualified Spouse	A person is a qualified spouse if married to the participant throughout the one-year period ending on the date of the participant's death.

Changes in Plan Provisions From Prior Year
The January 1, 2009 funding valuation reflect the following plan changes:

- Effective December 31, 2008, the Future Brands Pension Plan was merged into this plan.
- An increase in the annual pay limit under IRC Section 401(a)(17) from $230,000 in 2008 to $245,000 in 2009.
- An increase in the annual maximum benefit limit under IRC Section 415 from $185,000 in 2008 to $195,000 in 2009.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan
- The target liability was calculated using the full yield curve based on corporate bonds rates for October. As such, "2" was entered on line 21b as the applicable lookback month.
- Line 7(a) does not match the amount reported on line 13(a) of the 2008 SB, because the amount reported on line 7(a) is the total of the amounts reported on line 13(a) of the 2008 SB for this plan ($4,193,223) as well as for the Future Brands Pension Plan EIN 36-4410202, PN 002 ($2,705,669), which was merged into this plan effective December 31, 2008.
- Line 8(a) does not match the amount reported on line 35 of the 2008 SB, because the amount reported on line 8(a) is the total of the amounts reported on line 35 of the 2008 SB for this plan ($2,147,682) as well as for the Future Brands plan ($900,838).
- Line 10(a) is the sum of the interest on this plan's portion of line 9, calculated at -24.51%, and the interest on the Future Brands plan's portion, calculated at -24.52%.
- Line 11a(b) does not match the amount reported on line 38 of the 2008 SB, because the amount reported on line 38 did not reflect the modified determination of excess contributions provided in final regulations 1.430(f)-1(b)(1)(ii)(B), and because the amount reported on line 11a(b) includes the modified amount for this plan ($12,560,412) and for the Future Brands plan ($5,191,598).

Line 11b(b) is the sum of the interest on this plan's portion of line 9, calculated at 6.18% or -24.51% (as applicable), and the interest on the Future Brands plan's portion, calculated at 6.23% or -24.52% (as applicable).

Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following changes:

- The mortality assumption changed from the 2008 Static Mortality Table for Annuitants and Non-Annuitants Per Section 1.430(h)(3)-1(e) to the 2009 Static Mortality Table for Annuitants and Non-Annuitants Per Section 1.430(h)(3)-1(e).

- A change in the short-term salary increase assumption from 3.50% to 1.00%.

These changes were made to better reflect the anticipated plan experience. None of these assumption changes reduced the funding shortfall, as such approval of the Commissioner is not required.

Schedule SB, line 25—Change in Funding Method

The funding valuation reflects the following method changes:

- A change in the asset valuation method from an average value method to the two-year smoothed value method as of January 1, 2009.
- A change in the interest rate basis from segment rates to the full yield curve with a two-month lookback (October 2008 yield curve).
- An addition to the Target Normal Cost of assumed expenses payable from the trust, as required by WRERA.

These changes have automatic approval under final regulations, Notice 2009-22 or other IRS guidance.

Schedule SB Attachment (Form 5500)—2009 Plan Year
Beam Global Spirits & Wine, Inc. Non-Union Employees' Pension Plan
EIN: 36-4054676 PN: 002

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2009

Number of Participants and Average Compensation

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25		12								
25-29		83 $55,551	6							
30-34		92 $71,022	33 $67,179	5	1					
35-39		82 $82,046	42 $75,771	21 $86,700	6					
40-44		54 $95,941	43 $80,649	31 $93,969	26 $93,934	4				
45-49		38 $98,967	38 $80,319	19	26 $118,758	17	4			
50-54		34 $86,432	10	13	25 $86,404	14	10	5		
55-59		16	11	14	11	5	10	5	9	4
60-64		6	2	6	5	3	2		5	3
65-69		1			2				1	1
70+										

N-916

FINANCIAL STATEMENTS AND REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS
BEAM GLOBAL SPIRITS & WINE, INC.
NON-UNION EMPLOYEES' PENSION PLAN
DECEMBER 31, 2009 AND 2008

PLAN NUMBER: 002
EIN: 36-4054676

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Grant Thornton

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

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Participants and Retirement Committee
Beam Global Spirits & Wine, Inc. Non-Union Employees' Pension Plan

We were engaged to audit the financial statements of the Beam Global Spirits & Wine, Inc. Non-Union Employees' Pension Plan, EIN 36-4054676/Plan No. 002 (the "Plan") as of December 31, 2009 and 2008, and for the years then ended, as listed in the accompanying table of contents. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note E, which was certified by The Northern Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Grant Thornton LLP

Chicago, Illinois
October 14, 2010

Beam Global Spirits & Wine, Inc.
Non-Union Employees' Pension Plan
PLAN NUMBER: 002, EIN: 36-4054676
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2009 and 2008

	2009	2008
Assets		
Beneficial interest in Fortune Brands, Inc. Master Retirement Trust	$ 114,623,627	$ 101,136,120
Employer contributions receivable	11,752,650	-
Total assets	126,376,277	101,136,120
Liabilities		
Accrued administrative expenses	21,146	38,730
NET ASSETS AVAILABLE FOR BENEFITS	$ 126,355,131	$ 101,097,390

The accompanying notes are an integral part of these statements.

Beam Global Spirits & Wine, Inc.
Non-Union Employees' Pension Plan
PLAN NUMBER: 002, EIN: 36-4054676
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years ended December 31, 2009 and 2008

	2009	2008
Additions		
Net investment income (loss) from Fortune Brands, Inc. Master Retirement Trust	$ 18,612,477	$ (20,653,148)
Employer contributions	11,752,650	14,800,000
Total net additions	30,365,127	(5,853,148)
Deductions		
Administrative expenses	222,403	176,237
Benefit payments	4,884,983	3,678,597
Total deductions	5,107,386	3,854,834
Net increase (decrease) prior to transfers	25,257,741	(9,707,982)
Transfer in from other plan	-	23,909,423
NET INCREASE	25,257,741	14,201,441
Net assets available for benefits		
Beginning of year	101,097,390	86,895,949
End of year	$126,355,131	$101,097,390

The accompanying notes are an integral part of these statements.

NOTE A - DESCRIPTION OF PLAN

The following is a brief description of the Beam Global Spirits & Wine, Inc. Non-Union Employees' Pension Plan (the "Plan"). Participants should refer to the Plan document for a more complete description of the Plan's provisions, which is available from the Plan administrator at 510 Lake Cook Road, Deerfield, IL 60015.

General

The Plan is a non-contributory defined benefit plan for the salaried (non-union) employees of Beam Global Spirits & Wine, Inc. (the "Company"). The Company is a wholly-owned indirect subsidiary of Fortune Brands, Inc. ("Fortune"). Effective January 1, 2008, the Plan closed to new entrants with the exception of special rules that apply to certain transferred employees as outlined in the Plan document. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Effective December 31, 2008, the Future Brands Pension Plan (the "Future Plan") merged into the Plan transferring net assets into the Plan totaling $23,909,423. All participants in the Future Plan on the merger date became participants of the Plan and benefits previously earned under the Future Plan and benefits that will be earned under the Plan after the merger will be paid from the Plan in accordance with its provisions. Benefits for any participant who terminated employment with Future Brands LLC prior to the merger will also be paid from the Plan, but in accordance with the terms of the Future Plan that were in effect at the time of the participant's termination of employment.

Pension Benefits

Employees become fully vested after five years of vesting service. Participants are eligible for monthly pension benefit payments beginning at the normal retirement age (the later of age 65 or after five years of vesting service in the Plan if their employment is terminated with all Fortune entities). Benefits are calculated according to an integrated benefit formula based upon total years and months of credited service multiplied by a percentage of final average monthly earnings. Effective January 1, 2008, the benefits formula used to calculate benefits for participants with less than 15 years of credited service, was reduced.

The normal form of pension benefit for a participant with no eligible spouse is an annuity payable for the participant's lifetime only. The normal form of pension benefit for a participant with an eligible spouse is an annuity payable at an actuarially reduced amount for the participant's lifetime and, thereafter, at a specific percentage of such amount for the eligible spouse's lifetime.

NOTE A - DESCRIPTION OF PLAN - Continued

Pension Benefits - Continued

A participant may elect to modify the normal form of pension benefit by exercising one of several options, including a single-life annuity, various joint and survivor annuities or various period-certain annuity options. Reduced benefits are payable upon early retirement after attaining age 55 with a minimum of ten years of vesting service.

The Plan also provides for disability and deferred pension benefits. A participant is considered disabled as long as he or she meets the definition of totally and permanently disabled in the Plan. During the period of disability, participants continue to earn both vesting service and benefit service to the retirement date.

A participant is eligible for a deferred vested pension if his or her employment is terminated with the Company before death or retirement after completing at least five years of vesting service.

Contributions

The Company contributes such amounts as are necessary on an actuarial basis to provide the Plan with assets sufficient to meet the benefits to be paid to Plan participants. The minimum funding requirements of ERISA were satisfied in 2009 and 2008.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan's provisions to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

In the event the Plan terminates, participants will become fully vested in their accrued benefits, and the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations. In addition, the Pension Benefit Guaranty Corporation ("PBGC") insures certain benefits for beneficiaries and vested participants under the Plan if the Plan terminates.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency of the Plan's net assets at the termination date to provide these benefits and may also depend on the financial condition of the Plan Sponsor and on the level of benefits guaranteed by the PBGC.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Adoption of New Accounting Standard

Effective January 1, 2008, the Plan adopted accounting guidance issued by the Financial Accounting Standards Board ("FASB") that established a single authoritative definition of fair value, set a framework for measuring fair value, and required additional disclosures about fair value measurements. In accordance with the guidance, the Plan classifies its investments into Level 1, which refers to securities valued using quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The three levels of the fair value hierarchy are as follows:

Level 1 inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. An active market for the asset or liability is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including:

1. Quoted prices for similar assets or liabilities in active markets.
2. Quoted prices for identical or similar assets or liabilities in inactive markets.
3. Inputs other than quoted prices that are observable for the assets or liabilities (including volatilities).
4. Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Adoption of New Accounting Standard - Continued

Level 3 inputs are unobservable for the asset or liability (including the entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability) and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

In 2009, the FASB issued updates to the initial fair value measurements and disclosures guidance that covered determining fair value when the volume and level of activity for the asset or liability have significantly decreased and identifying transactions that are not orderly. Such guidance expanded disclosures and required that major categories for debt and equity securities in the fair value hierarchy table to be determined on the basis of the nature and risks of the investments.

In September 2009, the FASB amended the fair value measurements and disclosures for investments in certain entities that calculate net asset per share (or its equivalent). The amendment is effective for the first reporting period ending after December 15, 2009 and expands the required disclosures for certain investments with a reported net asset value (NAV). The Plan has adopted both changes to the fair value measurements and disclosures guidance on a prospective basis for the year ended December 31, 2009. Adoption did not have a material impact on the fair value determination and disclosure of applicable investments. The effect of the adoption had no impact on the statements of net assets available for benefits and statements of changes in net assets available for benefits.

In January 2010, the FASB amended the fair value measurements and disclosures by adding new disclosure requirements for Levels 1 and 2, separate disclosures of purchases, sales, issuances, and settlements relating to Level 3 measurements and clarification of existing fair value disclosures. This amendment is effective for periods beginning after December 15, 2009, except

for the requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which will be effective for fiscal years beginning after December 15, 2010. The Plan is currently evaluating the impact this amendment will have on the financial statements.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Adoption of New Accounting Standard - Continued

In July 2009, the FASB established the FASB Accounting Standards Codification (ASC) as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with GAAP. The ASC supersedes all existing accounting and reporting standards and is not intended to change GAAP. The use of the ASC was effective for financial statements issued for periods ending after September 15, 2009.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated Plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation

The assets of the Plan are included in a pool of investments known as the Fortune Brands, Inc. Master Retirement Trust (the "Master Trust") along with six other pension plans for various employee groups of Fortune and subsidiaries. The Plan's investment in the Master Trust is presented at fair value, which has been determined based on the fair value of the underlying investments of the Master Trust.

Plan management uses the following methods and significant assumptions to estimate fair value of investments in the Master Trust. There have been no changes in the methodologies used at December 31, 2009 and 2008.

The investments held by the Master Trust are valued as follows:

Collective funds: Valued at the net asset value ("NAV") provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV's unit price is quoted on a private market and the underlying assets owned by the fund are generally trading on active markets.

Government obligations, Corporate bonds, and Preferred stocks: Valued at the closing price reported on the private market on which the security is traded.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Investment Valuation - Continued

Common stocks and Other: Valued at the closing price reported on the active market on which the security is traded.

Partnership/joint venture interests: Valued at the NAV as reported to the Plan from the respective partnership, or joint venture's manager, which generally equals the Plan's capital account balance in the entity that is calculated based on the Plan's share of the total entity's net assets at fair value.

Interest in unitized pooled account – common stock: Valued at the price per unit multiplied by the number of units held by the Plan. The price per unit is determined based on the pooled account's assets at fair value which includes common stocks that are publicly traded on an active market.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in different fair value measurement at the reporting date.

See Note D - Investment in Master Trust for the Master Trust's investments by level within the fair value hierarchy as of December 31, 2009 and 2008.

Purchases and sales of securities by the Master Trust are reflected on a trade-date basis. Gain or loss on sales of securities is based on average cost. Dividend income is recorded on the ex-dividend date. Interest and other income are recorded as earned on an accrual basis.

In accordance with the policy of stating investments at fair value, the Plan's portion of net appreciation/(depreciation) in the fair value of the investments in the Master Trust consists of realized gains and losses and unrealized appreciation/(depreciation) on those investments. The net appreciation/(depreciation) of the Master Trust, along with interest, dividend and other income, net of Master Trust expenses are presented in the accompanying statements of changes in net assets available for benefits as net investment income (loss) from Fortune Brands, Inc. Master Retirement Trust.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Payment of Benefits

Benefit payments to participants are recorded when paid.

Administrative Expenses

The Plan provides for payment of certain administrative expenses from Plan assets. Expenses paid to the Trustee and the investment managers are allocated to the Plan based on the ratio of the Plan's assets to the fair value of all assets held in the Master Trust and are presented in the accompanying statements of changes in net assets available for benefits as net investment income (loss) from Fortune Brands, Inc. Master Retirement Trust. Expenses paid to the PBGC, the actuary and other various Plan-related expenses that may be incurred are allocated specifically to each plan and are presented in the accompanying statements of changes in net assets available for benefits as administrative expenses.

NOTE C - TAX STATUS

The Plan obtained its latest determination letter on April 14, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (the "IRC"). The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance, in all material respects, with the applicable requirements of the IRC.

NOTE D - INVESTMENT IN MASTER TRUST

The Master Trust investments are stated at fair value as reported by The Northern Trust Company (the "Trustee"). The ratio of the Plan's assets to the fair value of all assets held in the Master Trust is used to allocate interest income, dividend income, other income, realized gains (losses) and unrealized appreciation (depreciation) in the market value of investments and certain investment management fees on a monthly basis. Other changes in net assets available for Plan benefits are directly attributable to the Plan and are, therefore, not subject to allocation.

NOTE D - INVESTMENT IN MASTER TRUST - Continued

Total net assets available for benefits shared proportionately by respective plans of the Master Trust, in which the Plan has interest of 22.84% and 21.92% at December 31, 2009 and 2008, respectively, are summarized as follows:

	2009	2008
Assets		
Cash	$ 2,392,467	$ 2,464,137
Interest and dividends receivable	371,730	323,804
Due from broker for securities sold	11,779,640	12,891,782
Investments, at fair value		
Collective funds	261,629,839	281,814,747
Government obligations	10,682,669	16,118,012
Government obligations - loaned	2,927,385	2,163,729
Corporate bonds	6,085,841	5,439,692
Corporate bonds - loaned	4,978,101	422,026
Stocks	94,049,581	76,557,466
Stocks – loaned	36,771,096	25,468,376
Partnership/joint venture interests	25,227,951	21,989,059
Interest in unitized pooled account – common stock	52,784,706	38,537,569
Cash equivalents and other investments	537,102	291,174
Total investments	495,674,271	468,801,850
Collateral held under securities loan agreements - at fair value	46,102,586	28,324,755
Total assets	556,320,694	512,806,328
Liabilities		
Obligation under securities loan agreements - at fair value	46,102,586	28,324,755
Due to broker for securities purchased	7,904,818	22,565,882
Accrued investment management fees	463,671	495,717
Total net assets of the Master Trust available for benefits	$501,849,619	$461,419,974

NOTE D - INVESTMENT IN MASTER TRUST - Continued

The net appreciation (depreciation) in fair value of investments, interest income, dividend income, other income and investment management fees related to the Master Trust for the years ended December 31, 2009 and 2008, are as follows:

	2009	2008
Net appreciation (depreciation) in fair value		
Collective funds	$ 29,879,153	$ (48,158,309)
Government obligations	146,086	903,062
Corporate bonds	762,430	(1,130,807)
Stocks	26,652,363	(58,147,178)
Partnership/joint venture interests	3,238,892	(5,430,175)
Interest in unitized pooled account – common stock	14,508,926	(19,665,259)
Other	895,385	(1,110,126)
Net appreciation (depreciation) in fair value of investments of the Master Trust	76,083,235	(132,738,792)
Interest income	4,275,025	5,914,565
Dividend income	1,809,783	1,937,846
Other income	1,432,481	1,818,180
Investment management fees	(2,352,635)	(2,910,412)
Net investment income (loss) of the Master Trust	$81,247,889	$(125,978,613)

NOTE D - INVESTMENT IN MASTER TRUST - Continued

The following tables present the Master Trust's investments by level within the fair value hierarchy as of December 31:

	2009			
	Level 1	Level 2	Level 3	Total
Common stocks:				
Large cap	$ 54,769,393	$ -	$ -	$ 54,769,393
Small cap	75,633,924	-	-	75,633,924
International	52,784,706	-	-	52,784,706
Fixed income:				
U.S. Government securities	-	13,610,054	-	13,610,054
Corporate debt	-	11,063,942	-	11,063,942
Preferred stock	-	417,360	-	417,360
Collective funds:				
U.S. large cap equity	77,201,083	-	-	77,201,083
International equity	46,538,005	-	-	46,538,005
Fixed income (a)	-	122,022,705	-	122,022,705
Real estate (b)	-	-	15,868,046	15,868,046
Partnership / joint venture interest:				
Multi-strategy fund of hedge funds (c)	-	-	25,227,951	25,227,951
Other	537,102	-	-	537,102
Total investments at fair value	$ 307,464,213	$ 147,114,061	$ 41,095,997	$ 495,674,271

Certain investments are valued at the net asset value (NAV) as provided by the fund administrator. The following provides additional information regarding their investment strategy and redemption restrictions, if any.

(a) These funds invest in fixed income securities and high-grade securities with short maturities to provide current income, capital appreciation, and capital preservation. All of the funds have daily liquidity.

(b) This fund is a core real estate fund that includes residential, office, and industrial properties balanced across industries and regions of the United States. Liquidity is gated and subject to approval from the fund's manager.

(c) This fund is a multi-strategy fund of hedge funds investing in multiple strategies and asset classes to provide investment returns uncorrelated to other asset classes. Liquidity is gated and subject to approval by the fund manager.

NOTE D - INVESTMENT IN MASTER TRUST - Continued

	2008			
	Level 1	Level 2	Level 3	Total
Collective funds	$ 108,915,246	$ 151,295,287	$ 21,604,214	$ 281,814,747
Government obligations	-	18,281,741	-	18,281,741
Corporate bonds	-	5,861,718	-	5,861,718
Stocks	102,025,842	-	-	102,025,842
Partnership/joint venture interests	-	-	21,989,059	21,989,059
Interest in unitized pooled account - common stock	38,537,569	-	-	38,537,569
Other	291,174	-	-	291,174
Total investments at fair value	$ 249,769,831	$ 175,438,746	$ 43,593,273	$ 468,801,850

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

The following tables include a summary of changes in the fair value of the Plan's Level 3 investments for the years ended December 31, 2009 and 2008:

	Partnership/joint venture interest - multi-strategy fund of hedge funds	Collective funds - real estate
Beginning balance at December 31, 2008	$ 21,989,059	$ 21,604,214
Net appreciation (depreciation) in fair value	3,238,892	(5,736,168)
Ending balance at December 31, 2009	$ 25,227,951	$ 15,868,046

	Partnership/joint venture interests	Collective funds
Beginning balance at December 31, 2007	$ 27,419,234	$ 23,621,089
Net appreciation (depreciation) in fair value	(5,430,175)	(1,906,033)
Purchases, sales, issuances, and settlements (net)	-	(110,842)
Ending balance at December 31, 2008	$ 21,989,059	$ 21,604,214

NOTE D - INVESTMENT IN MASTER TRUST - Continued

The investments of the Master Trust were maintained under a trust agreement with the Trustee during the years ended December 31, 2009 and 2008. The Trustee has supplied and certified as to the completeness and accuracy of the information included in these financial statements with respect to the investments and all amounts relating to investment activity as of and for the years ended December 31, 2009 and 2008, and, accordingly, this information was not subject to audit.

The Master Trust invests in derivative financial instruments, primarily futures contracts, which are used for hedging purposes. A futures contract is an agreement between two parties to buy and sell a financial instrument at a set price on a future date. When the contract is closed, the Plan records a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the time it was closed. Risks arise from the possible inability of counterparties to meet the terms of their contracts. As of December 31, 2009, open treasury futures positions represent less than 1% of total investments and have aggregate notional principal amounts of approximately $38.7 million (167 contracts outstanding). As of December 31, 2008, open treasury futures positions represent less than 1% of total investments and have aggregate notional principal amounts of approximately $7.3 million (53 contracts outstanding). The related realized and unrealized gains and losses on these futures have been recognized in the Master Trust net investment income (loss).

Securities Lending

The Master Trust participates in the Northern Trust Security Lending Program for its U.S. securities held in custody at the Trustee. These securities are lent to certain unrelated third-party brokers in exchange for collateral usually in the form of cash. Collateralization levels are equal to a percentage of the market value of the borrowed securities.

For U.S. securities, initial collateral shall not be less than 102% and, for non-U.S. securities, initial collateral shall not be less than 105%. Cash collateral received is invested in a segregated account managed by the Trustee, which consists of high-quality, short-term fixed income investments.

In accordance with FASB accounting guidance the statement of net assets of the Master Trust reflects, as an asset, the collateral received under the securities lending arrangement with an offsetting liability representing the Master Trust's obligation to return the collateral to the borrower. Cash collateral held related to loaned securities amounted to $46,102,586 and $28,324,755 at December 31, 2009 and 2008, respectively. Investment income from securities lending was $104,192 and $218,249 in 2009 and 2008, respectively, and is included in interest in the net investment income (loss) of the Master Trust.

NOTE E - INFORMATION CERTIFIED BY TRUSTEE

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following data included in the accompanying financial statements is complete and accurate:

- Beneficial interest in Fortune Brands, Inc. Master Retirement Trust, as shown in the statements of net assets available for benefits as of December 31, 2009 and 2008.

- Net investment income (loss) from Fortune Brands, Inc. Master Retirement Trust, as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2009 and 2008.

- Note D - Net assets and net investment income (loss) in Master Trust as of and for the years ended December 31, 2009 and 2008, except for investment management fees.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements.

NOTE F - ACCUMULATED PLAN BENEFITS

Accumulated Plan benefits are those future periodic payments that are attributable under the Plan's provisions to service employees have rendered. The actuarial present value of accumulated Plan benefits is determined by the Plan's actuary and is the amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

NOTE F - ACCUMULATED PLAN BENEFITS – Continued

Accumulated Plan benefits as of December 31, 2008, are as follows:

Actuarial present value of accumulated Plan benefits	
Vested benefits	
Participants currently receiving payments	$39,953,225
Other participants	48,469,602
Total vested benefits	88,422,827
Non-vested benefits	3,150,513
Total actuarial present value of accumulated Plan benefits	$91,573,340

Changes in the present value of accumulated Plan benefits for the year ended December 31, 2008, were as follows:

Present value of accumulated Plan benefits, December 31, 2007	$66,728,472
Increase (decrease) during the year attributable to	
Transfer of Future Brands Pension Plan	19,061,157
Interest accumulation	7,102,841
Benefits paid	(4,546,299)
Changes in actuarial assumptions	168,877
Plan amendments	14,524
Other changes	3,043,768
Present value of accumulated Plan benefits, December 31, 2008	$91,573,340

The mortality assumption for healthy and disabled lives changed from the 2008 Static Mortality Table for Annuitants and Non-Annuitants per §1.430(h)(3)-1(e) to the 2009 Static Mortality Table for Annuitants and Non-Annuitants per §1.430(h)(3)-1(e).

The legislated section 401(a)(17) recognizable pay limit increased from $225,000 for 2007 to $230,000 for 2008; and the legislated section 415 dollar limit for defined benefit plans increased from $180,000 for 2007 to $185,000 for 2008.

NOTE F - ACCUMULATED PLAN BENEFITS - Continued

The significant actuarial assumptions used in the valuations as of December 31, 2008, were as follows:

Life expectancy of the participants	2009 Static Mortality Table for Annuitants and Non-Annuitants per §1.430(h)(3)-1(e) for healthy and disabled lives
Retirement age assumptions	The age at which current active employees are assumed to retire varies between ages 55 and 65. All employees age 65 are assumed to retire.
Discount rate	8.5%

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated Plan benefits.

NOTE G - RISKS AND UNCERTAINTIES

The Plan holds a beneficial interest in the Master Trust. The Master Trust invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated Plan benefits is reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

NOTE H - RELATED-PARTY TRANSACTIONS

Certain Plan investments are collective trusts managed by The Northern Trust Company. The Northern Trust Company is the Trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions during the years ended December 31, 2009 and 2008.

NOTE I – SUBSEQUENT EVENT

Management of the Plan has evaluated subsequent events from December 31, 2009 through October 14, 2010, the date these financial statements were available to be issued. There were no subsequent events that require recognition or additional disclosure in these financial statements.