

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), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2011 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ 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:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan	<u>BEAM INC. PENSION PLAN FOR FORMER EMPLOYEES OF FORTUNE BRANDS, INC. F/K/A FORTUNE BRANDS PENSION PLAN</u>	1b Three-digit plan number (PN) ▶	<u>002</u>
		1c Effective date of plan	<u>12/31/1985</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)	<u>BEAM INC. F/K/A FORTUNE BRANDS, INC</u> <u>510 LAKE COOK ROAD</u> <u>DEERFIELD, IL 60015</u>		
	2b Employer Identification Number (EIN)	<u>13-3295276</u>	
	2c Sponsor's telephone number	<u>847-484-4400</u>	
	2d Business code (see instructions)	<u>551112</u>	

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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/13/2012</u>	<u>FRANK J CORTESE</u>
	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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") BEAM INC. F/K/A FORTUNE BRANDS, INC 510 LAKE COOK ROAD DEERFIELD, IL 60015	3b Administrator's EIN 13-3295276 3c Administrator's telephone number 847-484-4400
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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 FORTUNE BRANDS, INC.	4b EIN 13-3295276 4c PN 002	
5 Total number of participants at the beginning of the plan year	5	463
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	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	1
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)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(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)** ☒ **R** (Retirement Plan Information)
- (2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3)** ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☐ **A** (Insurance Information)
- (4)** ☐ **C** (Service Provider Information)
- (5)** ☒ **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 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

▶ **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 <u>BEAM INC. PENSION PLAN FOR FORMER EMPLOYEES OF FORTUNE BRANDS, INC. F/K/A FORTUNE BRANDS PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>BEAM INC. F/K/A FORTUNE BRANDS, INC</u>	D Employer Identification Number (EIN) <u>13-3295276</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2011</u>	
2 Assets:	
a Market value	2a <u>47205177</u>
b Actuarial value	2b <u>43379887</u>
3 Funding target/participant count breakdown:	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>168</u> <u>28325811</u>
b For terminated vested participants	3b <u>218</u> <u>9783306</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>753362</u>
(2) Vested benefits	3c(2) <u>8434633</u>
(3) Total active	3c(3) <u>77</u> <u>9187995</u>
d Total	3d <u>463</u> <u>47297112</u>
4 If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>5.93 %</u>
6 Target normal cost	6 <u>910106</u>

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	<u>10/08/2012</u>
Signature of actuary	Date
<u>MARK J. FRIEDMAN</u>	<u>11-05924</u>
Type or print name of actuary	Most recent enrollment number
<u>HEWITT ASSOCIATES LLC</u>	<u>847-295-5000</u>
Firm name	Telephone number (including area code)
<u>100 HALF DAY ROAD</u> <u>LINCOLNSHIRE, IL 60069</u>	
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 ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2011
v.012611

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 (line 13 from prior year)	8418852	2849779
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	785790	0
9	Amount remaining (line 7 minus line 8)	7633062	2849779
10	Interest on line 9 using prior year's actual return of <u>15.88</u> %	1205358	452545
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of <u>6.57</u> % except as otherwise provided (see instructions)		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	6598547	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	2239873	3302324

Part III		Funding percentages	
14	Funding target attainment percentage	14	80.00 %
15	Adjusted funding target attainment percentage	15	80.00 %
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	99.49 %
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	
Totals ▶		18(b)	0
		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 contributions 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	0	
20 Quarterly contributions and liquidity shortfalls:			
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No			
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ 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: 2.94%	2nd segment: 5.82%	3rd segment: 6.46 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 0
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ 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.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ 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 contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	910106	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment	5953752		1386982
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 (lines 31a - 31b + 32a + 32b - 33)...	34	2297088	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	1726444	570644	2297088
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning	01/01/2011	and ending	12/31/2011
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A Name of plan BEAM INC. PENSION PLAN FOR FORMER EMPLOYEES OF FORTUNE BRANDS, INC. F/K/A FORTUNE BRANDS PENSION PLAN	B Three-digit plan number (PN)	002
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 BEAM INC. F/K/A FORTUNE BRANDS, INC	D Employer Identification Number (EIN) 13-3295276
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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)
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a	Name of MTIA, CCT, PSA, or 103-12 IE: BEAM INC. MASTER RETIREMENT TRUST
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b	Name of sponsor of entity listed in (a): BEAM INC.
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c EIN-PN 13-3364868-003	d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
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b	Name of sponsor of entity listed in (a):
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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)
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
---	---------------------------------------

b	Name of sponsor of entity listed in (a):
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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)
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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)
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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)
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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)
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
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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)
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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
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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
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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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan BEAM INC. PENSION PLAN FOR FORMER EMPLOYEES OF FORTUNE BRANDS, INC. F/K/A FORTUNE BRANDS PENSION PLAN	B Three-digit plan number (PN) ►	<div style="border: 1px solid black; padding: 2px;">002</div>
C Plan sponsor's name as shown on line 2a of Form 5500 BEAM INC. F/K/A FORTUNE BRANDS, INC	D Employer Identification Number (EIN) 13-3295276	

Part I	Asset and Liability Statement
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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)		
(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)	47162413	0
(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)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(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	47162413	0

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	36808	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	36808	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	47125605	0
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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)		
(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)		0
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)		0
(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)		0
(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)		0

		(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)		0
(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)		-330992
(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		-330992

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3120182	
(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)		3120182
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)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	194079	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		194079
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3314261

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-3645253
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		43480352

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) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ 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.).....		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.).....		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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	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?		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?		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?		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.).....		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.).....		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?.....	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
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: 0

- 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)

MOEN INCORPORATED PENSION PLAN

BEAM PENSION PLAN

5b(2) EIN(s)	5b(3) PN(s)
36-0548230	001
36-4054676	002

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 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>BEAM INC. PENSION PLAN FOR FORMER EMPLOYEES OF FORTUNE BRANDS, INC. F/K/A FORTUNE BRANDS PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BEAM INC. F/K/A FORTUNE BRANDS, INC</u>	D Employer Identification Number (EIN) <u>13-3295276</u>

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	<u>0</u>
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): <u>13-3364868</u>		
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	<u>0</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 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 (include any prior year accumulated funding deficiency not waived)	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 or other authority 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. 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): _____

- 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: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

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): _____

**FINANCIAL STATEMENTS AND REPORT OF
INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS
BEAM INC. PENSION PLAN FOR FORMER
EMPLOYEES OF FORTUNE BRANDS, INC.
(f/k/a FORTUNE BRANDS PENSION PLAN)
DECEMBER 31, 2011 AND 2010**

**PLAN NUMBER: 002
EIN: 13-3295276**

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Corporate Employee Benefits Committee
Beam Inc. Pension Plan for Former Employees of Fortune Brands, Inc.
(f/k/a Fortune Brands Pension Plan)

Audit • Tax • Advisory

Grant Thornton LLP

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We were engaged to audit the statements of net assets available for benefits of Beam Inc. Pension Plan for Former Employees of Fortune Brands, Inc. (f/k/a Fortune Brands Pension Plan) (the Plan) as of December 31, 2011 and 2010, and the statements of changes in net assets available for benefits 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 the 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, 2011 and 2010, 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 11, 2012

Beam Inc. Pension Plan for Former Employees of Fortune Brands, Inc.
(f/k/a Fortune Brands Pension Plan)
PLAN NUMBER: 002, EIN: 13-3295276
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Assets		
Beneficial interest in Beam Inc. Master Retirement Trust	\$ -	\$ 47,162,413
Liabilities		
Accrued administrative expenses	<u> -</u>	<u> 36,808</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ -</u></u>	<u><u>\$ 47,125,605</u></u>

The accompanying notes are an integral part of these statements.

Beam Inc. Pension Plan for Former Employees of Fortune Brands, Inc.
(f/k/a Fortune Brands Pension Plan)
PLAN NUMBER: 002, EIN: 13-3295276
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Additions		
Net investment (loss) income from Beam Inc. Master Retirement Trust	\$ (330,992)	\$ 6,420,421
Deductions		
Administrative expenses	194,079	118,539
Benefit payments	<u>3,120,182</u>	<u>3,057,206</u>
Total deductions	<u>3,314,261</u>	<u>3,175,745</u>
Net (decrease) increase prior to transfers	(3,645,253)	3,244,676
Transfer to other plans (Note A)	<u>(43,480,352)</u>	<u>-</u>
NET (DECREASE) INCREASE	(47,125,605)	3,244,676
Net assets available for benefits		
Beginning of year	<u>47,125,605</u>	<u>43,880,929</u>
End of year	<u><u>\$ -</u></u>	<u><u>\$ 47,125,605</u></u>

The accompanying notes are an integral part of these statements.

**Beam Inc. Pension Plan for Former Employees of Fortune Brands, Inc.
(f/k/a Fortune Brands Pension Plan)
PLAN NUMBER: 002, EIN: 13-3295276
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE A - DESCRIPTION OF PLAN

The following is a brief description of the Beam Inc. Pension Plan for Former Employees of Fortune Brands, Inc. (f/k/a Fortune Brands 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.

General

The Plan is a non-contributory defined benefit pension plan that covers substantially all employees and former employees of Fortune Brands, Inc. (the “Company”). 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.

On October 3, 2011 the Company completed a spin-off of its Home & Security business into a new publicly-traded company named Fortune Brands Home & Security, Inc. (“FBHS”). Effective October 4, 2011, Fortune Brands, Inc. was re-named Beam Inc. and operates as a pure play spirits company. The Plan continues to be sponsored by the Company as renamed.

In conjunction with the spin-off on October 3, 2011, net assets totaling \$1,921,501 and accumulated plan benefits totaling \$3,178,361 were transferred from the Plan to the Moen Incorporated Pension Plan for participants who were employees of Fortune Brands, Inc. immediately prior to the close of the spin-off and who transferred employment to Fortune Brands Home & Security, Inc. and ceased active participation in the Plan. In addition, effective October 3, 2011, the Plan was amended and restated and the Plan’s name was changed to the Beam Inc. Pension Plan for Former Employees of Fortune Brands, Inc.

Effective December 31, 2011 the Plan merged with and into the Beam Pension Plan (f/k/a Beam Global Spirits & Wine, Inc. Employees’ Pension Plan), another plan sponsored by a subsidiary of the Company. Net assets totaling \$41,558,851 and accumulated plan benefits totaling \$36,774,005 were transferred in connection with the merger.

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.

**Beam Inc. Pension Plan for Former Employees of Fortune Brands, Inc.
(f/k/a Fortune Brands Pension Plan)
PLAN NUMBER: 002, EIN: 13-3295276
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2011 and 2010**

NOTE A - DESCRIPTION OF PLAN - Continued

Pension Benefits - Continued

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.

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 2011 and 2010.

Plan Termination

The Company had 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 had terminated, participants would have become fully vested in their accrued benefits and the net assets of the Plan would have been allocated, as prescribed by ERISA and its related regulations. In addition, the Pension Benefit Guaranty Corporation ("PBGC") insured certain benefits for beneficiaries and vested participants under the Plan if the Plan would have terminated.

**Beam Inc. Pension Plan for Former Employees of Fortune Brands, Inc.
(f/k/a Fortune Brands Pension Plan)
PLAN NUMBER: 002, EIN: 13-3295276
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2011 and 2010**

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 ("GAAP").

Adoption of New Accounting Standards

In January 2010, the Financial Accounting Standards Board ("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 was 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 was effective for fiscal years beginning after December 15, 2010. The amendment has been adopted and did not have a material impact on the Plan.

In May 2011, the FASB issued guidance clarifying how to measure and disclose fair value. This guidance amends the application of existing fair value measurement requirements, while other amendments change a particular principle in existing fair value measurement guidance. In addition, this guidance requires additional fair value disclosures, although certain of these new disclosures will not be required for nonpublic entities. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of the amended guidance will have on the Plan's financial statements.

Use of Estimates

The preparation of financial statements in conformity with GAAP 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.

**Beam Inc. Pension Plan for Former Employees of Fortune Brands, Inc.
(f/k/a Fortune Brands Pension Plan)
PLAN NUMBER: 002, EIN: 13-3295276
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2011 and 2010**

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Investment Valuation

The Plan's investments are reflected at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date in the principal or most advantageous market for the asset or liability. Inputs are used in applying the various valuation techniques and broadly refer to the assumptions that market participants use to make valuation decisions, including assumptions about risk.

The Plan's management established a three-tiered hierarchy of inputs to establish a classification of fair value measurements for disclosure purposes. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

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.

**Beam Inc. Pension Plan for Former Employees of Fortune Brands, Inc.
(f/k/a Fortune Brands Pension Plan)
PLAN NUMBER: 002, EIN: 13-3295276
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2011 and 2010**

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Investment Valuation - Continued

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.

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.

The assets of the Plan were included in a pool of investments known as the Beam Inc. Master Retirement Trust (f/k/a Fortune Brands, Inc. Master Retirement Trust) (the "Master Trust"), which through October 3, 2011 included other pension plans for various employee groups of Fortune Brands, Inc. and its subsidiaries. In connection with the October 3, 2011 spin-off, assets related to pension plans for employee groups of FBHS were transferred from the Master Trust to the Fortune Brands Home & Security, Inc. Master Retirement Trust ("FBHS Master Trust"). Certain assets related to those FBHS plans, however, remain in the Master Trust, along with the assets of the continuing plan sponsored by the Company, until it is administratively feasible to transfer the remaining FBHS plans' assets to the FBHS Master Trust. Effective December 31, 2011, the name of the Master Trust changed to the Beam Inc. Master Retirement Trust. 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, 2011 and 2010.

**Beam Inc. Pension Plan for Former Employees of Fortune Brands, Inc.
(f/k/a Fortune Brands Pension Plan)
PLAN NUMBER: 002, EIN: 13-3295276
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2011 and 2010**

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Investment Valuation - Continued

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.

Common stocks and Foreign bonds, Municipal bonds, 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.

Group annuity contract: Valued at contract value, which approximates fair value, representing contributions and investment return as determined in accordance with the contract, less funds used to pay benefits and administrative expenses charged.

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, 2011 and 2010.

**Beam Inc. Pension Plan for Former Employees of Fortune Brands, Inc.
(f/k/a Fortune Brands Pension Plan)
PLAN NUMBER: 002, EIN: 13-3295276
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2011 and 2010**

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Investment Valuation - Continued

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 from Beam Inc. Master Retirement Trust.

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 included in the accompanying statements of changes in net assets available for benefits in net investment income from Beam 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 3, 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 with the applicable requirements of the IRC.

**Beam Inc. Pension Plan for Former Employees of Fortune Brands, Inc.
(f/k/a Fortune Brands Pension Plan)
PLAN NUMBER: 002, EIN: 13-3295276
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2011 and 2010**

NOTE C - TAX STATUS - Continued

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other applicable taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, the Plan is not currently under audit with respect to any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

NOTE D - INVESTMENT IN MASTER TRUST

The Master Trust investments are stated at fair value as reported by The Northern Trust Company (the "Trustee") and management. 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.

Effective December 31, 2010, the Fortune Brands Home and Hardware, Inc. Retirement Plans Trust (the "H&H Trust"), another pool of investments for other pension plans sponsored by Fortune and subsidiaries, merged with and into the Master Trust. Net assets totaling \$206,446,348 were transferred from the H&H Trust into the Master Trust. All participating plans under the H&H Trust are included in and funded under the Master Trust after December 31, 2010.

Beam Inc. Pension Plan for Former Employees of Fortune Brands, Inc.
(f/k/a Fortune Brands Pension Plan)
PLAN NUMBER: 002, EIN: 13-3295276
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2011 and 2010

NOTE D - INVESTMENT IN MASTER TRUST - Continued

Total net assets available for benefits shared proportionally by respective plans of the Master Trust in which the Plan had an interest of 5.46% at December 31, 2010, are summarized as follows:

	<u>2010</u>
Assets	
Cash	\$ 10,385,233
Interest and dividends receivable	1,060,962
Due from broker for securities sold	21,469,812
Investments, at fair value	
Collective funds	316,085,797
Government obligations	63,067,787
Government obligations – loaned	22,392,917
Corporate bonds	23,422,151
Corporate bonds – loaned	7,954,755
Stocks	271,119,416
Stocks – loaned	47,294,247
Partnership/joint venture interests	27,230,378
Interest in unitized pooled account – common stock	71,552,079
Cigna Group Annuity Contract	15,135,723
Cash equivalents, foreign bonds, municipal bonds, and other investments	<u>6,184,550</u>
Total investments	871,439,800
Collateral held under securities loan agreements - at fair value	<u>79,645,908</u>
Total assets	984,001,715
Liabilities	
Obligation under securities loan agreements - at fair value	79,645,908
Due to broker for securities purchased	39,283,863
Accrued investment management fees	<u>840,027</u>
Total net assets of the Master Trust available for benefits	<u>\$864,231,917</u>

Beam Inc. Pension Plan for Former Employees of Fortune Brands, Inc.
(f/k/a Fortune Brands Pension Plan)
PLAN NUMBER: 002, EIN: 13-3295276
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2011 and 2010

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, 2011 and 2010 are as follows:

	2011	2010
Net appreciation (depreciation) in fair value		
Collective funds	\$ 9,481,378	\$ 24,673,966
Government obligations	4,093,217	369,544
Corporate bonds	48,651	1,552,704
Stocks	(43,985,778)	42,148,570
Partnership/joint venture interests	(433,381)	2,002,427
Interest in unitized pooled account – common stock	371,261	7,272,945
Foreign bonds, municipal bonds, and other	<u>742,192</u>	<u>1,539,909</u>
Net (depreciation) appreciation in fair value of investments of the Master Trust	(29,682,460)	79,560,065
Interest income	4,536,163	4,383,526
Dividend income	4,347,033	3,192,610
Other income	2,842,985	1,571,876
Investment management fees	<u>(3,306,624)</u>	<u>(3,055,371)</u>
Net investment (loss) income of the Master Trust	<u><u>\$(21,262,903)</u></u>	<u><u>\$85,652,706</u></u>

Beam Inc. Pension Plan for Former Employees of Fortune Brands, Inc.
(f/k/a Fortune Brands Pension Plan)
PLAN NUMBER: 002, EIN: 13-3295276
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2011 and 2010

NOTE D - INVESTMENT IN MASTER TRUST - Continued

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

	2010			
	Level 1	Level 2	Level 3	Total
Common stocks:				
Large cap	\$ 155,643,585	\$ -	\$ -	\$ 155,643,585
Small cap	75,144,768	-	-	75,144,768
Company stock	87,625,310	-	-	87,625,310
International	71,552,079	-	-	71,552,079
Fixed income:				
U.S. Government securities	-	85,460,704	-	85,460,704
Corporate debt	-	31,376,906	-	31,376,906
Collective funds:				
U.S. large cap equity (a)	-	71,871,951	-	71,871,951
International equity (b)	-	63,038,399	-	63,038,399
Fixed income (c)	-	152,541,818	-	152,541,818
Real estate (d)	-	-	28,633,629	28,633,629
Partnership / joint venture interest:				
Multi-strategy fund of hedge funds (e)	-	-	27,230,378	27,230,378
Other	6,184,550	-	-	6,184,550
Group annuity / insurance contracts	-	-	15,135,723	15,135,723
Total investments at fair value	<u>\$ 396,150,292</u>	<u>\$ 404,289,778</u>	<u>\$ 70,999,730</u>	<u>\$ 871,439,800</u>

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) This fund is a passive index fund with a goal to duplicate the performance of the S&P 500. It provides for daily liquidity.
- (b) This is an actively managed fund focused on international large-cap equities. It provides for daily liquidity.
- (c) 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.
- (d) 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.
- (e) 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.

Beam Inc. Pension Plan for Former Employees of Fortune Brands, Inc.
(f/k/a Fortune Brands Pension Plan)
PLAN NUMBER: 002, EIN: 13-3295276
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2011 and 2010

NOTE D - INVESTMENT IN MASTER TRUST - Continued

The following tables include a summary of changes in the fair value of the Master Trust's Level 3 investments for the years ended December 31, 2011 and 2010:

	Partnership/joint venture interest - multi-strategy fund of hedge funds	Collective funds - real estate	Group annuity / insurance contracts
Beginning balance at December 31, 2010	\$ 27,230,378	\$ 28,633,629	\$ 15,135,723
Transfer to FBHS	(17,351,632)	(20,980,892)	(15,633,226)
Sales	(384,372)	-	(28,223)
Purchases	-	-	525,726
Net appreciation (depreciation) in fair value	(433,381)	3,672,702	-
Ending balance at December 31, 2011	<u>\$ 9,060,993</u>	<u>\$ 11,325,439</u>	<u>\$ -</u>

	Partnership/joint venture interest - multi-strategy fund of hedge funds	Collective funds - real estate	Group annuity / insurance contracts
Beginning balance at December 31, 2009	\$ 25,227,951	\$ 15,868,046	\$ -
Transfer from H&H Trust	-	-	15,135,723
Purchases, sales, issuances, and settlements (net)	-	10,000,000	-
Net appreciation (depreciation) in fair value	2,002,427	2,765,583	-
Ending balance at December 31, 2010	<u>\$ 27,230,378</u>	<u>\$ 28,633,629</u>	<u>\$ 15,135,723</u>

The Master Trust invested 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, 2011 there were no open futures positions. As of December 31, 2010, open treasury futures positions represent less than 1% of total investments and have aggregate notional principal amounts of approximately \$44.9 million (213 contracts outstanding). The related realized and unrealized gains and losses on these futures have been recognized in the Master Trust net investment income.

**Beam Inc. Pension Plan for Former Employees of Fortune Brands, Inc.
(f/k/a Fortune Brands Pension Plan)
PLAN NUMBER: 002, EIN: 13-3295276
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2011 and 2010**

NOTE D - INVESTMENT IN MASTER TRUST - Continued

Securities Lending

The Master Trust participated in the Northern Trust Security Lending Program for its U.S. securities held in custody at the Trustee. These securities were lent to certain unrelated third-party brokers in exchange for collateral usually in the form of cash. Collateralization levels were 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. The Master Trust was no longer participating in the Northern Trust Security Lending Program as of December 31, 2011. Cash collateral held related to loaned securities amounted to \$79,575,974 at December 31, 2010. Non-cash collateral held related to loaned securities amounted to \$69,934 at December 31, 2010. Investment income from securities lending was \$104,621 and \$140,572 in 2011 and 2010, respectively, and is included in interest in the net investment income (loss) of the Master Trust.

**Beam Inc. Pension Plan for Former Employees of Fortune Brands, Inc.
(f/k/a Fortune Brands Pension Plan)
PLAN NUMBER: 002, EIN: 13-3295276
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2011 and 2010**

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 Beam Inc. Master Retirement Trust, as shown in the statements of net assets available for benefits as of December 31, 2011 and 2010.
- Net investment income from Beam Inc. Master Retirement Trust, as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2011 and 2010.
- Note D - Net assets and net investment income in Master Trust as of and for the years ended December 31, 2011 and 2010, except for accrued investment management fees and 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 the 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.

Beam Inc. Pension Plan for Former Employees of Fortune Brands, Inc.
(f/k/a Fortune Brands Pension Plan)
PLAN NUMBER: 002, EIN: 13-3295276
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2011 and 2010

NOTE F - ACCUMULATED PLAN BENEFITS - Continued

Accumulated Plan benefits as of December 31, 2010, are as follows:

Actuarial present value of accumulated Plan benefits

Vested benefits

Participants currently receiving payments	\$23,658,517
Other participants	<u>12,990,713</u>

Total vested benefits	36,649,230
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Non-vested benefits	<u>466,070</u>
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Total actuarial present value of accumulated Plan benefits	<u>\$37,115,300</u>
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Changes in the present value of accumulated Plan benefits for the year ended December 31, 2010, were as follows:

Present value of accumulated Plan benefits, December 31, 2009	\$35,512,541
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Increase (decrease) during the year attributable to

Interest accumulation	2,891,284
Benefits paid	(3,057,206)
Changes in actuarial assumptions	910,743
Other changes	<u>857,938</u>

Present value of accumulated Plan benefits, December 31, 2010	<u>\$37,115,300</u>
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The mortality assumption for healthy and disabled lives changed from the 2010 Static Mortality Table for Annuitants and Non-Annuitants per §1.430(h)(3)-1(e) to the 2011 Static Mortality Table for Annuitants and Non-Annuitants per §1.430(h)(3)-1(e).

**Beam Inc. Pension Plan for Former Employees of Fortune Brands, Inc.
(f/k/a Fortune Brands Pension Plan)
PLAN NUMBER: 002, EIN: 13-3295276
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2011 and 2010**

NOTE F - ACCUMULATED PLAN BENEFITS – Continued

The significant actuarial assumptions used in the valuations as of December 31, 2010, were as follows:

Life expectancy of the participants	2011 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	8.25% (2009 – 8.50%)

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 held 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.

**Beam Inc. Pension Plan for Former Employees of Fortune Brands, Inc.
(f/k/a Fortune Brands Pension Plan)
PLAN NUMBER: 002, EIN: 13-3295276
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2011 and 2010**

NOTE H - RELATED-PARTY TRANSACTIONS

Certain Plan investments were common stock of the Company and collective trusts managed by The Northern Trust Company and Aon Hewitt. The Northern Trust Company was the Trustee as defined by the Plan, Aon Hewitt was the Plan's actuary and, therefore, these transactions and the Company common stock qualified as party-in-interest transactions during the years ended December 31, 2011 and 2010.

NOTE I – SUBSEQUENT EVENT

Management of the Plan has evaluated subsequent events from December 31, 2011 through October 11, 2012, 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.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment 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

2011**This Form is Open to Public
Inspection**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

▶ **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 Fortune Brands 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 Fortune Brands, Inc.	D Employer Identification Number (EIN) 13-3295276
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2011</u>		
2 Assets:		
a Market value	2a	47,205,177
b Actuarial value	2b	43,379,887
3 Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a 168	28,325,811
b For terminated vested participants	3b 218	9,783,306
c For active participants:		
(1) Non-vested benefits.....	3c(1)	753,362
(2) Vested benefits	3c(2)	8,434,633
(3) Total active.....	3c(3) 77	9,187,995
d Total.....	3d 463	47,297,112
4 If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5 Effective interest rate	5	5.93 %
6 Target normal cost	6	910,106

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	<i>Mark J. Friedman</i> <i>MF</i>	10/08/2012
Signature of actuary		Date
Mark J. Friedman		11-05924
Type or print name of actuary		Most recent enrollment number
Hewitt Associates LLC		(847) 295-5000
Firm name		Telephone number (including area code)
100 Half Day Road		
Lincolnshire IL 60069		
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 ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2011
v.012611

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 (line 13 from prior year).....	8,418,852	2,849,779
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	785,790	0
9 Amount remaining (line 7 minus line 8).....	7,633,062	2,849,779
10 Interest on line 9 using prior year's actual return of <u>15.88%</u>	1,205,358	452,545
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		0
b Interest on (a) using prior year's effective rate of <u>6.57%</u> except as otherwise provided (see instructions).....		0
c Total available at beginning of current plan year to add to prefunding balance.....		0
d Portion of (c) to be added to prefunding balance.....		0
12 Other reductions in balances due to elections or deemed elections.....	6,598,547	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12).....	2,239,873	3,302,324

Part III Funding percentages

14 Funding target attainment percentage	14	80.00 %
15 Adjusted funding target attainment percentage	15	80.00 %
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	99.49 %
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
Totals •			18(b)	0	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 contributions 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 0

20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ 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: 2.94 %	2nd segment: 5.82 %	3rd segment: 6.46 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 0
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ 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.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ 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 contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	910,106	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	5,953,752	1,386,982	
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 (lines 31a - 31b + 32a + 32b - 33)	34	2,297,088	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	1,726,444	570,644	2,297,088
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

Schedule SB Attachment (Form 5500)—2011 Plan Year
Fortune Brands Pension Plan
EIN: 13-3295276 PN: 002

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 Attachment (Form 5500)—2011 Plan Year
Fortune Brands Pension Plan
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Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest rates	Based on segment rates with no lookback (as of January 2011)
1st segment rate	2.94%
2nd segment rate	5.82%
3rd segment rate	6.46%
Salary increases	
Minimum funding target normal cost	2.50%
Maximum tax expected benefit increase	See Table 1
Optional payment form election percentage	100% elect the normal form of payment of a life annuity
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	2011 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal rates	See Table 3
Disability rates	See Table 4
Decrement timing	Middle of year decrements, with 100% retirement occurring at beginning of year
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	2010 pensionable earnings rolled forward one year with the salary increase assumption

Schedule SB Attachment (Form 5500)—2011 Plan Year
Fortune Brands Pension Plan
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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	<p>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.</p> <p>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).</p>
Expected return on assets	
2009 plan year	6.69%
2010 plan year	6.76%
Trust expenses included in target normal cost	The prior year's administrative and investment expenses (\$311,711 for 2011 plan year; \$309,423 for Fortune Brands allocated share)
Actuarial method	Standard unit credit cost method
Valuation date	January 1, 2011

Schedule SB Attachment (Form 5500)—2011 Plan Year
Fortune Brands Pension Plan
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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%		

Schedule SB Attachment (Form 5500)—2011 Plan Year
Fortune Brands Pension Plan
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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%

Schedule SB Attachment (Form 5500)—2011 Plan Year
Fortune Brands Pension Plan
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Table 3

Withdrawal Rates

Age	Years of Service					
	0	1	2	3	4	5+
15-19	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%
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%

Schedule SB Attachment (Form 5500)—2011 Plan Year
Fortune Brands Pension Plan
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Table 4

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 Attachment (Form 5500)—2011 Plan Year
Fortune Brands Pension Plan
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Schedule SB, Part V—Summary of Plan Provisions

Effective Date	January 1, 1986. Last restated effective January 1, 2002. Last amended effective January 1, 2008.
Eligibility for Participation	<p>The first day following 12 months of employment, provided the employee completes at least 1,000 hours of service in the first 12 months of employment. If 1,000 hours are not completed in the first 12 months of employment, the 1/1 following the first plan year during which the employee completes at least 1,000 hours of service.</p> <p>No employee who first completes an Hour of Service on or after January 1, 2008 shall become a plan participant, and no employee rehired on or after January 1, 2008 shall again become a plan participant.</p>
Normal Retirement Eligibility	Age 65. For employees hired after age 60, the earlier of five years of Vesting Service and the 5th anniversary of plan participation.
Monthly Benefit	<p>The greater of [(1) + (2)] and (3) below:</p> <ol style="list-style-type: none">1. Standard formula up until December 31, 2007:<ol style="list-style-type: none">a. 1.75% Final Average Monthly Compensation times Benefit Service (maximum 15 years) up until 12/31/2007; plusb. 1.00% Final Average Monthly Compensation times Benefit Service in excess of 15 years (maximum 20 years) up until December 31, 2007.2. Standard formula post December 31, 2007:<ol style="list-style-type: none">a. 1.00% Final Average Monthly Compensation times Benefit Service post December 31, 2007 (maximum 35 years total Benefit Service including pre-2008 Benefit Service).

Schedule SB Attachment (Form 5500)—2011 Plan Year
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3. Minimum formula. The Prior Plan Accrued Benefit plus the sum of (a) and (b), however, all eligible service after December 31, 2007 has a 1% accrual (i.e., if maximum years have not already been reached):
 - a. 1.75% Final Average Monthly Compensation times Benefit Service after December 31, 2001 (maximum 15 years minus Benefit Service earned prior to 2002); plus
 - b. 1.00% Final Average Monthly Compensation times Benefit Service after December 31, 2001 in excess of 15 years minus Benefit Service earned prior to 2002 (maximum 20 years). If a participant had 15 or more years of Benefit Service as of December 31, 2001, this part becomes 1% times Final Average Monthly Compensation times Benefit Service earned after 12/31/2001.

Early Retirement
Eligibility

Age 55 and ten years of Vesting Service.

Benefit

The greater of (1) or (2) below:

1. The standard formula normal retirement benefit reduced 1/2 of 1% for each month by which the commencement date precedes age 62.
2. The minimum formula attributed to Benefit Service after December 31, 2001 reduced 1/2 of 1% for each month by which the commencement date precedes age 62. For participants who retire with 12 years of Vesting Service, the Prior Plan Accrued Benefit is reduced 7/12 of 1% for each month by which the commencement date precedes age 60; the Prior Plan Accrued Benefit is unreduced at 30 years of Vesting Service.

Disability Retirement
Eligibility

Participants in the plan entitled to benefits under the company's Long-Term Disability Plan.

Benefit

The retirement benefit is the normal retirement benefit based on compensation at date of disability. Vesting Service and Benefit Service continue to accrue during the period of disability.

Schedule SB Attachment (Form 5500)—2011 Plan Year
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Vested Termination Benefit
Eligibility

Five years of Vesting Service.

Benefit

The accrued benefit payable at normal retirement, or if the participant had completed 10 years of Vesting Service, the accrued benefit payable as early as age 55, reduced $\frac{1}{2}$ of 1% for each month by which the commencement date precedes age 65.

Preretirement Surviving Spouse Benefit
Eligibility

After being married for at least one year, after becoming vested, and before receiving any benefits under the plan.

Benefit

For participants with less than ten years of Vesting Service: 50% of the amount that would have been payable if the participant had terminated employment on the date of death (if not already terminated), deferred payment to age 65, and then elected the 50% joint and survivor form of payment.

For participants with ten (but less than 12) years of Vesting Service: 50% of the amount that would have been payable if the employee had terminated employment on the date of death (if not already terminated), survived to his or her earliest retirement age (if not already eligible for retirement), and then begun to receive a 50% joint and survivor annuity.

For participants with 12 years of Vesting Service: the amount determined as for participants with ten years of Vesting Service except that the Prior Plan Accrued Benefit will be payable as a 100% joint and survivor annuity.

Normal Form of Payment

For unmarried participants: life annuity. For married participants: the actuarial equivalent qualified joint and survivor annuity.

Schedule SB Attachment (Form 5500)—2011 Plan Year
Fortune Brands Pension Plan
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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.

The prior plan provides age 62 and age 65 Social Security level income options for the Prior Plan Accrued Benefit.

Definitions

Benefit Service

Service determined in full years and fractions of years beginning on the employee's date of hire, but only recognizing employment at Fortune Brands, Inc. Rehires on or after January 1, 2008 are not credited with additional Benefit Service following rehire.

Final Average Monthly Compensation

Average of highest five consecutive calendar years within the last ten years of service.

Vesting Service

Service determined in full years and fractions of years beginning on the employee's date of hire.

Schedule SB Attachment (Form 5500)—2011 Plan Year
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Plan Changes Since the Prior Year

The funding valuation reflects the following plan changes:

- Effective October 4, 2011, Fortune Brands, Inc. was spun off into two successor companies, Beam Inc. and Fortune Brands Home & Security, Inc. On that date, a group of participants formerly covered under the Fortune Brands Pension Plan was transferred to the Moen Incorporated Retirement Income Plan. There was a transfer of assets and liabilities from the Fortune Brands Pension Plan to the Moen Incorporated Retirement Income Plan as of that date, in accordance with ERISA §4044.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

Schedule SB Attachment (Form 5500)—2011 Plan Year
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Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2011

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										
25-29		2								
30-34		8	2	2						
35-39		3	2	2						
40-44		4	1	6	1	1				
45-49		1	5	8	1	1				
50-54		1	1			2		2		
55-59		2	2	3		2		1		
60-64		2		1	1	2		2		1
65-69						2				
70+										

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Schedule SB Attachment (Form 5500)—2011 Plan Year
Fortune Brands Pension Plan
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Schedule SB, line 32—Schedule of Amortization Bases

Type Of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	\$5,953,752	January 1, 2011	7	\$962,105

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), 6057(b), 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 <div style="text-align: center; font-size: 1.2em;">2011</div> This Form is Open to Public Inspection
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Part I Annual Report Identification Information		
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A This return/report is for:	☐ a multiemployer plan; ☒ a single-employer plan;	☐ a multiple-employer plan; or ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ an amended return/report;	☒ the final 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:	☒ Form 5558; ☐ special extension (enter description)	☐ automatic extension; ☐ the DFVC program;

Part II Basic Plan Information—enter all requested information		
1a Name of plan BEAM INC. PENSION PLAN FOR FORMER EMPLOYEES OF FORTUNE BRANDS, INC. F/K/A FORTUNE BRANDS PENSION PLAN	1b	Three-digit plan number (PN) <u>002</u> <u>12/31/1985</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) BEAM INC. F/K/A FORTUNE BRANDS, INC 510 LAKE COOK ROAD DEERFIELD IL 60015	2b	Employer Identification Number (EIN) 13-3295276 2c Sponsor's telephone number (847) 484-4400 2d Business code (see instructions) 551112

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	<i>F. J. Cortese</i> Signature of plan administrator	<u>10/12/2012</u> Date	FRANK J CORTESE Enter name of individual signing as plan administrator
SIGN HERE	<i>F. J. Cortese</i> Signature of employer/plan sponsor	<u>10/12/2012</u> Date	FRANK J CORTESE Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

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3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SAME		3b Administrator's EIN 3c Administrator's telephone number	
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 FORTUNE BRANDS, INC.		4b EIN 13-3295276 4c PN 002	
5 Total number of participants at the beginning of the plan year		5 463	
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	0	
b Retired or separated participants receiving benefits.....	6b	0	
c Other retired or separated participants entitled to future benefits	6c	0	
d Subtotal. Add lines 6a, 6b, and 6c.	6d	0	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	0	
f Total. Add lines 6d and 6e.....	6f	0	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g		
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	1	
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) ☒ 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) ☒ 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) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information - Small Plan) (3) ☐ A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

Plan Name	Beam Inc. Pension Plan For Former Employees Of Fortune Brands, Inc.
Plan Sponsor EIN	13-3295276
ERISA Plan #	002
Plan Year Ending	12-31-2011

The required attachment marked with an “X” in the Attachment column is included within the Accountant’s Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan’s Independent Qualified Public Accountant (IQPA).

Form / Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	