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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
BEAM PENSION PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 07/01/1965

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

BEAM GLOBAL SPIRITS & WINE, INC.

510 LAKE COOK RD
DEERFIELD, IL 60015

2b Employer Identification Number (EIN) 36-4054676

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

2d Business code (see instructions) 312140

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	FRANK J CORTESE
	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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

DELOITTE TAX LLP

111 S. WACKER DRIVE
CHICAGO, IL 60606

Preparer's telephone number (optional) 312-486-1000

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

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

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	3358
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**	786
b	Retired or separated participants receiving benefits	**6b**	1191
c	Other retired or separated participants entitled to future benefits	**6c**	1047
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	3024
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	199
f	Total. Add lines **6d** and **6e**	**6f**	3223
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**	6
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 Characteristics 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 Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

A Name of plan
BEAM PENSION PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
36-4054676

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

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

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2012			
2	Assets:			
	a Market value	2a		242554782
	b Actuarial value	2b		248597832
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	1380	132822125
	b For terminated vested participants	3b	1098	53729296
	c For active participants:			
	(1) Non-vested benefits	3c(1)		4962458
	(2) Vested benefits	3c(2)		47566039
	(3) Total active	3c(3)	880	52528497
	d Total	3d	3358	239079918
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		7.06 %
6	Target normal cost	6		2212927

Statement by Enrolled Actuary

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

SIGN HERE

	10/02/2013
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)
4 OVERLOOK POINT 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 [ ]

Part II Beginning of Year Carryover Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	1726444	24234793
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	1726444	13894409
9	Amount remaining (line 7 minus line 8)	0	10340384
10	Interest on line 9 using prior year's actual return of -0.73%		-77854
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of 6.01% 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	0	744616
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	9517914

Part III Funding Percentages

14	Funding target attainment percentage	14	100.00 %
15	Adjusted funding target attainment percentage	15	103.98 %
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	82.64 %
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? [X] Yes [ ] No

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

c If line 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

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
5.54%	6.85%	7.52 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	60

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 subject to 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**	2212927
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

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

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	2212927

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	2212927	2212927

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 an election was made to use PRA 2010 funding relief for this plan:

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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
BEAM PENSION PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
36-4054676

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: BEAM INC. MASTER RETIREMENT TRUST

b Name of sponsor of entity listed in (a): BEAM INC.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
13-3364868-003	M	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL AND MID-CAP EQUITY FUND

b Name of sponsor of entity listed in (a): HEWITT ENNISKNUPP, INC.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
27-2436452-002	C	30233614

a Name of MTIA, CCT, PSA, or 103-12 IE: NON-U.S. EQUITY FUND

b Name of sponsor of entity listed in (a): HEWITT ENNISKNUPP, INC.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
27-2436452-003	C	44768826

a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP EQUITY INDEX FUND

b Name of sponsor of entity listed in (a): HEWITT ENNISKNUPP, INC.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
27-2436452-006	C	61093590

a Name of MTIA, CCT, PSA, or 103-12 IE: LONG CREDIT BOND FUND

b Name of sponsor of entity listed in (a): HEWITT ENNISKNUPP, INC.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
27-2436452-007	C	42733300

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERMEDIATE CREDIT BOND FUND

b Name of sponsor of entity listed in (a): HEWITT ENNISKNUPP, INC.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
27-2436452-008	C	57375571

a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB STRATEGIC PROPERTY FUND

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
13-6038770-001	C	13372938

a Name of MTIA, CCT, PSA, or 103-12 IE: COLTV SHORT TERM INVT FD

b Name of sponsor of entity listed in (a): NORTHERN TRUST COMPANY

c EIN-PN 36-6036794-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4306262

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
BEAM PENSION PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
36-4054676

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	0	58888
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	122287
(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)	0	9720407
(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)	0	253208840
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	242362988	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)	0	1627

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	242362988	263112049
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	334581	414941
k	Total liabilities (add all amounts in lines 1g through1j)	1k	334581	414941
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	242028407	262697108

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
	(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

		(a) Amount	(b) Total
(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)		36402167
(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		36402167
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	14540970	
(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)		14540970
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)	1192496	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1192496
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		15733466
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		20668701
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		25000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
BEAM PENSION PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
36-4054676

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): 13-3364868

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

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3** 1

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

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

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

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

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

6 **a** Enter the minimum required contribution for this plan year (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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: 58% Investment-Grade Debt: 30% High-Yield Debt: 1% Real Estate: 5% Other: 6%

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 line 19(b)?
☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

FINANCIAL STATEMENTS AND REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS
BEAM PENSION PLAN
DECEMBER 31, 2012 AND 2011

PLAN NUMBER: 002
EIN: 36-4054676

C O N T E N T S

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STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS 6

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SUPPLEMENTAL SCHEDULE

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) 24



Grant Thornton

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Participants and Retirement Committee
Beam Pension Plan

Report on the financial statements

We were engaged to audit the accompanying financial statements of the Beam Pension Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for disclaimer of opinion

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 certified information described in note E, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from this entity as of and for the years ended December 31, 2012 and 2011, stating that the certified information provided to the Plan administrator is complete and accurate.

Grant Thornton

Disclaimer of opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Supplementary information

The supplemental schedule of assets (held at end of year) as of December 31, 2012, is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on form and content in compliance with DOL rules and regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the certified information described in note E, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Grant Thornton LLP

Chicago, Illinois
October 14, 2013

Beam Pension Plan
PLAN NUMBER: 002, EIN: 36-4054676
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

.

	2012	2011
Assets	.	.
Cash	$ 122,287	$ -
Investments		
Beneficial interest in Beam Inc.		
Master Retirement Trust	-	242,362,988
Collective funds	253,208,840	-
Partnership/joint venture interests	9,720,407	-
Other	1,627	
Total investments	262,930,874	242,362,988
Receivables		
Interest and dividend income	58,888	-
Total assets	263,112,049	242,362,988
Liabilities		
Accrued investment management fees	113,966	-
Accrued administrative expenses	300,975	334,581
Total liabilities	414,941	334,581
NET ASSETS AVAILABLE FOR BENEFITS	$ 262,697,108	$ 242,028,407

The accompanying notes are an integral part of these statements.

Beam Pension Plan
PLAN NUMBER: 002, EIN: 36-4054676
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years ended December 31, 2012 and 2011

	2012	2011
Additions		
Net investment income (loss) from Beam Inc. Master Retirement Trust	$ 36,402,167	$ (1,899,328)
Employer contributions	-	50,000
Total net additions	36,402,167	(1,849,328)
Deductions		
Administrative expenses	1,192,496	525,488
Benefit payments	14,540,970	10,287,303
Total deductions	15,733,466	10,812,791
Net increase (decrease) prior to transfers	20,668,701	(12,662,119)
Transfer in from other plan (Note A)	-	41,558,851
NET INCREASE	20,668,701	28,896,732
Net assets available for benefits		
Beginning of year	242,028,407	213,131,675
End of year	$ 262,697,108	$ 242,028,407

The accompanying notes are an integral part of these statements.

Beam Pension Plan
PLAN NUMBER: 002, EIN: 36-4054676
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE A - DESCRIPTION OF PLAN

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

On October 3, 2011 Fortune 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.

Effective December 31, 2011, the Beam Inc. Pension Plan for Former Employees of Fortune Brands, Inc. (f/k/a Fortune Brands Pension Plan) merged with and into the Plan. Net assets totaling $41,558,851 and accumulated plan benefits totaling $36,774,005 were transferred into the Plan in connection with the merger. All participants in the transferred plan on the merger date became participants of the Plan and benefits previously earned under the transferred plan and benefits that will be earned under the Plan after the merger will be paid from the Plan in accordance with its provisions.

Effective December 31, 2011 the Plan was frozen for non-union employees and no additional benefits shall accrue under the Plan on behalf of any non-union participant; provided, however, that each non-union participant on the freeze date shall continue to be credited with vesting service on and after December 31, 2011 in accordance with the terms of the Plan.

Effective December 31, 2011, the Plan was amended and restated in its entirety and its name was changed to the Beam Pension Plan from the Beam Global Spirits & Wine, Inc. Employees' Pension Plan.

Beam Pension Plan
PLAN NUMBER: 002, EIN: 36-4054676
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2012 and 2011

NOTE A - DESCRIPTION OF PLAN - Continued

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 Beam entities). Benefits are calculated according to an integrated benefit formula based upon total years and months of credited service multiplied by a percentage of final average monthly earnings. Effective January 1, 2008, the benefits formula used to calculate benefits for participants with less than 15 years of credited service, was reduced.

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

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 2012 and 2011.

Plan Termination

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

Beam Pension Plan
PLAN NUMBER: 002, EIN: 36-4054676
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2012 and 2011

NOTE A - DESCRIPTION OF PLAN - Continued

Plan Termination - Continued

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

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

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Adoption of New Accounting Standards

In May 2011, the Financial Accounting Standards Board ("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 were applied prospectively and were effective for annual periods beginning after December 15, 2011. The amended guidance did not have a material impact 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 Pension Plan
PLAN NUMBER: 002, EIN: 36-4054676
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2012 and 2011

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.

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.

Beam Pension Plan
PLAN NUMBER: 002, EIN: 36-4054676
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2012 and 2011

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Investment Valuation - Continued

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 (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, remained in the Master Trust throughout 2012, along with the assets of the Plan, until it was administratively feasible to transfer the remaining FBHS plans' assets to the FBHS Master Trust. After the aforementioned transfers, only assets of the Plan remain in the Master Trust and therefore the Master Trust became a single employer trust holding assets exclusively for the Plan as of December 31, 2012.

The Plan's investment in the Master Trust as of December 31, 2011 is presented at fair value, which has been determined based on the fair value of the underlying investments of the Master Trust. The investments held by the Plan as of December 31, 2012 are presented at fair value and are the same investment types as previously held when the Plan's trust was a Master Trust.

Plan management uses the following methods and significant assumptions to estimate fair value of investments held by the Plan or in the Master Trust. There have been no changes in the methodologies used at December 31, 2012 and 2011.

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

Collective funds: Valued at the net asset value ("NAV") of units of each bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the funds less their liabilities. This practical expedient is not used when it is determined to be probable that a fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of a collective trust, the investment advisor generally reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

Beam Pension Plan
PLAN NUMBER: 002, EIN: 36-4054676
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2012 and 2011

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Investment Valuation - Continued

Partnership/joint venture interests: Valued at the NAV as reported to the Plan from the respective partnership, or joint venture's manager. The NAV is used as a practical expedient to estimate fair value and 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.

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

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.

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

	2012			
	Level 1	Level 2	Level 3	Total
Collective funds:				
U.S. equity (a)	-	91,327,204	-	91,327,204
International equity (b)	-	44,768,826	-	44,768,826
Fixed income (c)	-	100,108,871	-	100,108,871
Real estate (d)	-	-	12,697,677	12,697,677
Cash equivalents (e)	-	4,306,262	-	4,306,262
Partnership / joint venture interest:				
Multi-strategy fund of hedge funds (f)	-	-	9,720,407	9,720,407
Other	1,627	-	-	1,627
Total investments at fair value	$ 1,627	$ 240,511,163	$ 22,418,084	$ 262,930,874

Certain investments at December 31, 2012 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.

Beam Pension Plan
PLAN NUMBER: 002, EIN: 36-4054676
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2012 and 2011

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Investment Valuation - Continued

(a) These funds invest in various United States common stocks, other equity securities or an index based collective investment fund. The investment objective is to either replicate the total return of the S&P 500 Index or to achieve long-term growth of capital. All of the funds have daily liquidity and withdrawals are permitted with 15 business days' written notice.
(b) This fund invests in various non-United States equity securities and seeks to achieve total returns comparable to or superior to broad measures of the international stock markets. It provides for daily liquidity and withdrawals are permitted with 15 business days' written notice.
(c) These funds invest in a diversified portfolio of fixed-income securities. Their investment objective is to achieve a total return from current income and capital appreciations and to achieve total returns comparable or superior to broad measures of the domestic investment grade credit bond market. Both funds are subject to a 20% limitation on securities issued by non-United States issuers. The funds have daily liquidity and withdrawals are permitted with 15 business days' written notice.
(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) The investment strategy of this fund is to provide an investment vehicle for cash reserves while offering a competitive rate of return. Redemption is permitted daily.
(f) 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.

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.

Purchases and sales of securities by the Plan or 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.

Beam Pension Plan
PLAN NUMBER: 002, EIN: 36-4054676
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2012 and 2011

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Payment of Benefits

Benefit payments to participants are recorded when paid.

Administrative Expenses

The Plan provides for payment of certain administrative expenses from Plan assets. Expenses paid to the Trustee and the investment managers are allocated to the Plan based on the ratio of the Plan's assets to the fair value of all assets held in the Master Trust and are 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 March 29, 2012, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (the "IRC"). The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance, in all material respects, with the applicable requirements of the IRC.

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, 2012, 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 2009.

Beam Pension Plan
PLAN NUMBER: 002, EIN: 36-4054676
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2012 and 2011

NOTE D - INVESTMENT IN MASTER TRUST

The Master Trust investments were 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 was 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 were, therefore, not subject to allocation.

Total net assets available for benefits shared proportionately by respective plans of the Master Trust, in which the Plan had an interest of 99.45% at December 31, 2011, respectively, are summarized as follows:

	2011
Assets	
Cash	$ 500,977
Interest and dividends receivable	231,985
Due from broker for securities sold	10,163
Investments, at fair value	
Collective funds	234,261,914
Partnership/joint venture interests	9,060,993
Other	2,557
Total investments	243,325,464
Total assets	244,068,589
Liabilities	
Accrued investment management fees	371,251
Total net assets of the Beam Master Trust available for benefits	$243,697,338

Beam Pension Plan
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NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2012 and 2011

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, 2012 and 2011 are as follows:

	2012	2011
Net appreciation (depreciation) in fair value		
Collective funds	$ 35,549,686	$ 9,481,378
Government obligations	-	4,093,217
Corporate bonds	-	48,651
Stocks	133,578	(43,985,778)
Partnership/joint venture interests	659,414	(433,381)
Interest in unitized pooled account – common stock	-	371,261
Foreign bonds, municipal bonds, and other	5,197	742,192
Net appreciation (depreciation) in fair value of investments of the Beam Master Trust	36,347,875	(29,682,460)
Interest income	7,218	4,536,163
Dividend income	5,477	4,347,033
Other income	605,849	2,842,985
Investment management fees	(506,644)	(3,306,624)
Net investment income (loss) of the Beam Master Trust	$36,459,775	$(21,262,903)

Beam Pension Plan
PLAN NUMBER: 002, EIN: 36-4054676
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2012 and 2011

NOTE D - INVESTMENT IN MASTER TRUST - Continued

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

	2011			
	Level 1	Level 2	Level 3	Total
Collective funds:				
U.S. equity (a)	-	96,647,782	-	96,647,782
International equity (b)	-	45,959,521	-	45,959,521
Fixed income (c)	-	75,953,123	-	75,953,123
Real estate (d)	-	-	11,325,439	11,325,439
Cash equivalents (e)	-	4,376,049	-	4,376,049
Partnership / joint venture interest:				
Multi-strategy fund of hedge funds (f)	-	-	9,060,993	9,060,993
Other	2,557	-	-	2,557
Total investments at fair value	$ 2,557	$ 222,936,475	$ 20,386,432	$ 243,325,464

Certain investments at December 31, 2011 are valued at the net asset value (NAV) as provided by the fund administrator. The following provides additional information regarding their investment strategy and redemption restrictions, if any.

(a) These funds invest in various United States equity securities and seek to either outperform broad measures of the United States small to mid-capitalization and large-capitalization stock markets or to replicate the total return of the S&P 500 Index. All of the funds have daily liquidity.

(b) This fund invests in various non-United States equity securities and seeks to achieve total returns comparable to or superior to broad measures of the international stock markets. It provides for daily liquidity.

(c) These funds invest primarily in fixed income securities issued by United States issuers, including the United States government and seek to achieve total returns comparable or superior to broad measures of the domestic investment grade credit bond market. Both funds are subject to a 20% limitation on securities issued by non-United States issuers. The funds provide for 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) The investment strategy of this fund is to provide an investment vehicle for cash reserves while offering a competitive rate of return. Redemption is permitted daily.

(f) 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 Pension Plan
PLAN NUMBER: 002, EIN: 36-4054676
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2012 and 2011

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, 2012 and 2011:

	Partnership/joint venture interest - multi-strategy fund of hedge funds	Collective funds - real estate
Beginning balance at December 31, 2011	$ 9,060,993	$ 11,325,439
Reinvested distributions	-	605,849
Net appreciation (depreciation) in fair value	659,414	766,389
Ending balance at December 31, 2012	$ 9,720,407	$ 12,697,677

	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	$ 9,060,993	$ 11,325,439	$ -

Beam Pension Plan
PLAN NUMBER: 002, EIN: 36-4054676
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2012 and 2011

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:

- Cash, investments, and receivables, as shown in the statements of net assets available for benefits as of December 31, 2012 and 2011.

- Net investment income (loss) 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, 2012 and 2011.

- Note D - Net assets and net investment income in Master Trust as of December 31, 2011 and for the years ended December 31, 2012 and 2011, except for accrued investment management fees and investment management fees.

- Schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2012.

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

NOTE F - ACCUMULATED PLAN BENEFITS

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

Beam Pension Plan
PLAN NUMBER: 002, EIN: 36-4054676
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2012 and 2011

NOTE F - ACCUMULATED PLAN BENEFITS – Continued

Accumulated Plan benefits as of December 31, 2011, are as follows:

Actuarial present value of accumulated Plan benefits	
Vested benefits	
Participants currently receiving payments	$126,223,141
Other participants	96,110,822
Total vested benefits	222,333,963
Non-vested benefits	4,770,390
Total actuarial present value of accumulated Plan benefits	$227,104,353

Changes in the present value of accumulated Plan benefits for the year ended December 31, 2011, were as follows:

Present value of accumulated Plan benefits, December 31, 2010	$165,863,608
Increase (decrease) during the year attributable to	
Interest accumulation	13,267,805
Benefits paid	(10,287,303)
Changes in actuarial assumptions	18,271,541
Plan amendments	436,156
Plan mergers	36,774,005
Other changes	2,778,541
Present value of accumulated Plan benefits, December 31, 2011	$227,104,353

The mortality assumption for healthy and disabled lives changed from the 2011 Static Mortality Table for Annuitants and Non-Annuitants per §1.430(h)(3)-1(e) to the 2012 Static Mortality Table for Annuitants and Non-Annuitants per §1.430(h)(3)-1(e).

Beam Pension Plan
PLAN NUMBER: 002, EIN: 36-4054676
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2012 and 2011

NOTE F - ACCUMULATED PLAN BENEFITS - Continued

The significant actuarial assumptions used in the valuations as of December 31, 2011, were as follows:

Life expectancy of the participants	2012 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 70. All employees age 70 are assumed to retire.
Discount rate	7.50% (2010 – 8.25%)

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 invests in various investment securities and held a beneficial interest in the Master Trust. The Master Trust invested 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 Pension Plan
PLAN NUMBER: 002, EIN: 36-4054676
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2012 and 2011

NOTE H - RELATED-PARTY TRANSACTIONS

Certain Plan investments are collective trusts managed by The Northern Trust Company and Aon Hewitt. The Northern Trust Company is the Trustee as defined by the Plan, Aon Hewitt is the Plan's actuary and, therefore, these transactions qualify as party-in-interest transactions during the years ended December 31, 2012 and 2011.

NOTE I – SUBSEQUENT EVENT

Management of the Plan has evaluated subsequent events from December 31, 2012 through October 14, 2013, 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.

SUPPLEMENTAL SCHEDULE

Beam Pension Plan
PLAN NUMBER: 002, EIN: 36-4054676
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

(a)	(b) Identity of issuer/ (c) description of investment	(d) Cost	(e) Current value
	Collective Funds		
*	Aon Hewitt		
	The Non-U.S. Active Equity Fund	$ 37,162,807	$ 44,768,826
	The Small & Mid-Cap Equity Fund	23,442,449	30,233,614
	The Intermediate Credit Bond Fund	51,952,207	57,375,571
	The Large Cap Equity Index Fund	51,254,019	61,093,590
	The Long Credit Bond Fund	36,696,036	42,733,300
	JPMorgan Chase		
	Strategic Property Fund	13,372,938	12,697,677
*	Northern Trust Company		
	Collective Short Term Investment Fund	4,306,262	4,306,262
	Partnership/joint venture interests		
	Blackstone Alternative Asset Management Associates LLC		
	BPIF Non-Taxable L.P.	8,186,400	9,720,407
	Other		
	FNMA Remic Trust Series 1992-207	1	1
	Nortel Networks Corp	3,335	3
	Blackrock	1,623	1,623
		$226,378,077	$262,930,874

*Represents a party-in-interest to the Plan.

Plan Name	**Beam Pension Plan**
Plan Sponsor EIN	**36-4054676**
ERISA Plan #	**002**
Plan Year Ending	**12-31-2012**

The required attachment marked with an "X" in the Attachment column is included within the "Copy of Schedule MB/SB in PDF format labeled MB/SB Actuary Signature" attachment to Schedule SB location which consists of the entire Schedule SB and its attachments.

Form / Schedule	Line#	Description	Attachment Title (if different from Description)	Attach-ment
5500 Sch. SB	**None**	Statement by Enrolled Actuary		
5500 Sch. SB	**Line 27**	Actuarial Information Based on Pre-PPA Funding Rules		
5500 Sch. SB	**Line E**	Information for Each Individual Employer		
5500 Sch. SB	**Line 4**	Additional Information for Plans in At-Risk Status		
5500 Sch. SB	**Line 7**	Explanation of Discrepancy in Prior Year Funding Standard Carryover Balance or Prefunding		X
5500 Sch. SB	**Line 8**	Late Election to Apply Balances to Quarterly Installments		
5500 Sch. SB	**Line 9**	Explanation of Credit Balance Discrepancy		
5500 Sch. SB	**Line 18**	Contributions Made to the Plan for the Plan Year		
5500 Sch. SB	**Line 19**	Discounted Employer Contributions		
5500 Sch. SB	**Line 20c**	Liquidity Requirement Certification		
5500 Sch. SB	**Line 22**	Description of Weighted Average Retirement Age		X
5500 Sch. SB	**Line 23**	Information on Use of Multiple Mortality Tables		
5500 Sch. SB	**Line 23**	Information on Use of Substitute Mortality Tables		
5500 Sch. SB	**Part V**	Statement of Actuarial Assumptions/Methods		X
5500 Sch. SB	**Part V**	Summary of Plan Provisions		X
5500 Sch. SB	**Line 24**	Change in Actuarial Assumptions		X
5500 Sch. SB	**Line 25**	Change in Method		X
5500 Sch. SB	**Line 26**	Schedule of Active Participant Data		X
5500 Sch. SB	**Line 27**	Balances Subject to Binding Agreement with PBGC		
5500 Sch. SB	**Line 27**	Alternative 17-Year Funding Schedule of Airlines		
5500 Sch. SB	**Line 32**	Schedule of Amortization Bases		
5500 Sch. SB		Other Attachment [Enter Description]		

Plan Name	**Beam Pension Plan**
Plan Sponsor EIN	**36-4054676**
ERISA Plan #	**002**
Plan Year Ending	**12-31-2012**

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Plan Name	**Beam Pension Plan**
Plan Sponsor EIN	**36-4054676**
ERISA Plan #	**002**
Plan Year Ending	**12-31-2012**

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Plan Name	**Beam Pension Plan**
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5500 Sch. SB	**Line 23**	Information on Use of Substitute Mortality Tables		
5500 Sch. SB	**Part V**	Statement of Actuarial Assumptions/Methods		X
5500 Sch. SB	**Part V**	Summary of Plan Provisions		X
5500 Sch. SB	**Line 24**	Change in Actuarial Assumptions		X
5500 Sch. SB	**Line 25**	Change in Method		X
5500 Sch. SB	**Line 26**	Schedule of Active Participant Data		X
5500 Sch. SB	**Line 27**	Balances Subject to Binding Agreement with PBGC		
5500 Sch. SB	**Line 27**	Alternative 17-Year Funding Schedule of Airlines		
5500 Sch. SB	**Line 32**	Schedule of Amortization Bases		
5500 Sch. SB		Other Attachment [Enter Description]		

Plan Name	**Beam Pension Plan**
Plan Sponsor EIN	**36-4054676**
ERISA Plan #	**002**
Plan Year Ending	**12-31-2012**

The required attachment marked with an "X" in the Attachment column is included within the "Copy of Schedule MB/SB in PDF format labeled MB/SB Actuary Signature" attachment to Schedule SB location which consists of the entire Schedule SB and its attachments.

Form / Schedule	Line#	Description	Attachment Title (if different from Description)	Attach-ment
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5500 Sch. SB	**Line 27**	Actuarial Information Based on Pre-PPA Funding Rules		
5500 Sch. SB	**Line E**	Information for Each Individual Employer		
5500 Sch. SB	**Line 4**	Additional Information for Plans in At-Risk Status		
5500 Sch. SB	**Line 7**	Explanation of Discrepancy in Prior Year Funding Standard Carryover Balance or Prefunding		X
5500 Sch. SB	**Line 8**	Late Election to Apply Balances to Quarterly Installments		
5500 Sch. SB	**Line 9**	Explanation of Credit Balance Discrepancy		
5500 Sch. SB	**Line 18**	Contributions Made to the Plan for the Plan Year		
5500 Sch. SB	**Line 19**	Discounted Employer Contributions		
5500 Sch. SB	**Line 20c**	Liquidity Requirement Certification		
5500 Sch. SB	**Line 22**	Description of Weighted Average Retirement Age		X
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ERISA Plan #	**002**
Plan Year Ending	**12-31-2012**

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5500 Sch. SB		Other Attachment [Enter Description]		

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

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

A Name of plan

Beam Pension Plan

B Three-digit plan number (PN) ▶ 002

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

Beam Inc.

D Employer Identification Number (EIN)

36-4054676

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

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

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2012

2 Assets:

a Market value	**2a**	242,554,782
b Actuarial value	**2b**	248,597,832

3 Funding target/participant count breakdown:

		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	**3a**	1,380	132,822,125
b For terminated vested participants	**3b**	1,098	53,729,296
c For active participants:			
(1) Non-vested benefits	**3c(1)**		4,962,458
(2) Vested benefits	**3c(2)**		47,566,039
(3) Total active	**3c(3)**	880	52,528,497
d Total	**3d**	3,358	239,079,918

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**	7.06 %
6 Target normal cost	**6**	2,212,927

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 Mark J. Friedman MF — Signature of actuary

10/02/2013 — Date

Mark J. Friedman — Type or print name of actuary

11-05924 — Most recent enrollment number

Hewitt Associates LLC — Firm name

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

4 Overlook Point

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 [ ]

Part II Beginning of Year Carryover Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	1,726,444	24,234,793
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	1,726,444	13,894,409
9	Amount remaining (line 7 minus line 8)	0	10,340,384
10	Interest on line 9 using prior year's actual return of (0.73) %		(77,854)
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of 6.01 % 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	0	744,616
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	9,517,914

Part III Funding Percentages

14	Funding target attainment percentage	14	100.00 %
15	Adjusted funding target attainment percentage	15	103.98 %
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	82.64 %
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?		[X] Yes [ ] No
	b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?		[X] Yes [ ] No
	c If line 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of quarter of this plan year

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

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
5.54 %	6.85 %	7.52 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	60

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 subject to 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**	2,212,927
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

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

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	2,212,927

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	2,212,927	2,212,927

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 an election was made to use PRA 2010 funding relief for this plan:

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)—2012 Plan Year
Beam Pension Plan
EIN: 36-4054676 PN: 002

Schedule SB, line 7—Explanation of Discrepancy in Prior Year Funding Standard Carryover Balance or Prefunding Balance

Line 7(a) does not match the amount reported on line 13(a) of the 2011 Schedule SB because the amount reported on line 7(a) is the sum of the amounts reported on line 13(a) of the 2011 Schedule SB for this plan ($0), as well as for the Fortune Brands Pension Plan EIN 13-3295276 PN 002 ($2,239,873), which merged into this plan effective December 31, 2011. This sum is reduced by the amount ($513,429) that was transferred from the Fortune Brands Pension Plan to the Moen Incorporated Pension Plan EIN 36-0548230 PN 001 prior to the merger. All amounts are provided as of January 1, 2011.

Line 7(b) does not match the amount reported on line 13(b) of the 2011 Schedule SB because the amount reported on line 7(b) is the sum of the amounts reported on line 13(b) of the 2011 Schedule SB for this plan ($21,689,435), as well as for the Fortune Brands Pension Plan ($3,302,324). This sum is reduced by the amount ($756,966) that was transferred to the Moen Incorporated Pension Plan prior to the merger.

Line 8(a) does not match the amount reported on line 35-Carryover balance of the 2011 Schedule SB because the amount reported on line 8(a) is the sum of the amounts reported on line 35-Carryover balance of the 2011 Schedule SB for this plan ($0), as well as for the Fortune Brands Pension Plan ($1,726,444).

Line 8(b) does not match the amount reported on line 35-Prefunding balance of the 2011 Schedule SB because the amount reported on line 8(b) is the sum of the amounts reported on line 35-Prefunding balance of the 2011 Schedule SB for this plan ($13,323,765), as well as for the Fortune Brands Pension Plan ($570,644).

Lines 10(a) and 10(b) are the sum of the interest on this plan’s portion of lines 9(a) and 9(b), calculated at (0.73%), and the interest on the Fortune Brands Pension Plan portion of lines 9(a) and 9(b), calculated at (0.85%).

Schedule SB Attachment (Form 5500)—2012 Plan Year
Beam Pension Plan
EIN: 36-4054676 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.

Salaried

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55.5	20.00%	1.0000	11.10
56.5	10.00%	0.8000	4.52
57.5	10.00%	0.7200	4.14
58.5	10.00%	0.6480	3.79
59.5	20.00%	0.5832	6.94
60.5	30.00%	0.4666	8.47
61.5	30.00%	0.3266	6.03
62.5	50.00%	0.2286	7.14
63.5	30.00%	0.1143	2.18
64.5	30.00%	0.0800	1.55
65.5	50.00%	0.0560	1.83
66.5	50.00%	0.0280	0.93
67.5	40.00%	0.0140	0.38
68.5	30.00%	0.0084	0.17
69.5	30.00%	0.0059	0.12
70	100.00%	0.0041	0.29
		Weighted Average	59.58

UFCW and NonUFCW

(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	10.00%	0.8574	5.02
59.5	10.00%	0.7716	4.59
60.5	10.00%	0.6945	4.20
61.5	30.00%	0.6250	11.53
62.5	50.00%	0.4375	13.67
63.5	30.00%	0.2188	4.17
64.5	30.00%	0.1531	2.96
65.5	50.00%	0.1072	3.51
66.5	50.00%	0.0536	1.78
67.5	40.00%	0.0268	0.72
68.5	30.00%	0.0161	0.33
69.5	30.00%	0.0113	0.23
70	100.00%	0.0079	0.55
		Weighted Average	61.31

Clermont

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) ×
55.5	0.00%	1.0000	0.00
56.5	5.00%	1.0000	2.83
57.5	5.00%	0.9500	2.73
58.5	5.00%	0.9025	2.64
59.5	5.00%	0.8574	2.55
60.5	5.00%	0.8145	2.46
61.5	30.00%	0.7738	14.28
62.5	50.00%	0.5416	16.93
63.5	30.00%	0.2708	5.16
64.5	30.00%	0.1896	3.67
65.5	50.00%	0.1327	4.35
66.5	50.00%	0.0664	2.21
67.5	40.00%	0.0332	0.90
68.5	30.00%	0.0199	0.41
69.5	30.00%	0.0139	0.29
70	100.00%	0.0098	0.68
		Weighted Average	62.09

Based on the personnel distribution (65% Salaried, 17% UFCW and NonUFCW and 18% Clermont), the average weighted retirement age in total is 65% x 59.58 + 17% x 61.31 + 18% x 62.09 = 60.33.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Beam Pension Plan
EIN: 36-4054676 PN: 002

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

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2011), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21
1st Segment Rate	5.54%
2nd Segment Rate	6.85%
3rd Segment Rate	7.52%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2011), without regard to the MAP-21 interest rate corridor
1st Segment Rate	2.06%
2nd Segment Rate	5.25%
3rd Segment Rate	6.32%
Salary Increases	
Minimum Funding Target Normal Cost	3.00%
Maximum Tax Expected Benefit Increase	4.50%
Optional Payment Form Election Percentage	100% elect the normal form of payment
Optional Payment Form Conversion Interest Rate	N/A
Optional Payment Form Conversion Mortality	N/A
Retirement Age	
Active Participants	See Tables 1–3
Terminated Vested Participants	Age 64 for Salaried and Fortune Brands Salaried Age 62 for other groups
Mortality Rates	
Healthy and Disabled	2012 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal Rates	See Tables 4–6
Disability Rates	See Table 7
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	2011 pensionable earnings rolled forward one year with the salary increase assumption
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of $200,000 and the IRC section 401(a)(17) compensation limit of $250,000.
Valuation of Plan Assets	Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value. A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).
Expected Return on Assets	
2010 Plan Year	6.76%
2011 Plan Year	6.46%
Trust Expenses Included in Target Normal Cost	$1,631,001. The expenses included in the target normal cost reflect the prior year's administrative and investment expenses.
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2012

Table 1

Retirement Rates—Clermont

Age	Rate
56	5.00%
57	5.00%
58	5.00%
59	5.00%
60	5.00%
61	30.00%
62	50.00%
63	30.00%
64	30.00%
65	50.00%
66	50.00%
67	40.00%
68	30.00%
69	30.00%
70+	100.00%

Table 2

Retirement Rates—Beam Salaried and Fortune Brands Salaried

Age	Rate
55	20.00%
56	10.00%
57	10.00%
58	10.00%
59	20.00%
60	30.00%
61	30.00%
62	50.00%
63	30.00%
64	30.00%
65	50.00%
66	50.00%
67	40.00%
68	30.00%
69	30.00%
70+	100.00%

Table 3

Retirement Rates—UFCW and NonUFCW

Age	Rate
55	5.00%
56	5.00%
57	5.00%
58	10.00%
59	10.00%
60	10.00%
61	30.00%
62	50.00%
63	30.00%
64	30.00%
65	50.00%
66	50.00%
67	40.00%
68	30.00%
69	30.00%
70+	100.00%

Table 4—Page 1 of 2

Withdrawal Rates—Clermont

	Years of Service					
Age	**0**	**1**	**2**	**3**	**4**	**5+**
15	19.20%	19.20%	19.20%	19.20%	19.20%	5.70%
16	19.20%	19.20%	19.20%	19.20%	19.20%	5.70%
17	19.20%	19.20%	19.20%	19.20%	19.20%	5.70%
18	19.20%	19.20%	19.20%	19.20%	19.20%	5.70%
19	19.20%	19.20%	19.20%	19.20%	19.20%	5.70%
20	19.20%	19.20%	19.20%	19.20%	19.20%	5.70%
21	19.20%	19.20%	19.20%	19.20%	19.20%	5.70%
22	18.00%	18.00%	18.00%	18.00%	18.00%	5.70%
23	17.20%	17.20%	17.20%	17.20%	17.20%	5.70%
24	16.00%	16.00%	16.00%	16.00%	16.00%	5.70%
25	15.20%	15.20%	15.20%	15.20%	15.20%	4.60%
26	14.40%	14.40%	14.40%	14.40%	14.40%	4.60%
27	13.20%	13.20%	13.20%	13.20%	13.20%	4.60%
28	12.40%	12.40%	12.40%	12.40%	12.40%	4.60%
29	11.60%	11.60%	11.60%	11.60%	11.60%	4.60%
30	11.60%	11.20%	11.20%	11.20%	11.20%	3.60%
31	11.60%	11.20%	10.40%	10.40%	10.40%	3.60%
32	11.60%	11.20%	10.40%	10.00%	9.60%	3.60%
33	11.60%	11.20%	10.40%	10.00%	9.60%	3.60%
34	11.60%	11.20%	10.40%	10.00%	9.60%	3.60%
35	11.60%	11.20%	10.40%	10.00%	9.60%	2.50%
36	11.60%	11.20%	10.40%	10.00%	9.60%	2.50%
37	11.60%	11.20%	10.40%	10.00%	9.60%	2.50%
38	11.60%	11.20%	10.40%	10.00%	9.60%	2.50%
39	11.60%	11.20%	10.40%	10.00%	9.60%	2.50%
40	11.60%	11.20%	10.40%	10.00%	9.60%	1.90%
41	11.60%	11.20%	10.40%	10.00%	9.60%	1.90%
42	11.60%	11.20%	10.40%	10.00%	9.60%	1.90%
43	11.60%	11.20%	10.40%	10.00%	9.60%	1.90%
44	11.60%	11.20%	10.40%	10.00%	9.60%	1.90%

Table 4—Page 2 of 2

Withdrawal Rates—Clermont

	Years of Service					
Age	**0**	**1**	**2**	**3**	**4**	**5+**
45	11.60%	11.20%	10.40%	10.00%	9.60%	1.50%
46	11.60%	11.20%	10.40%	10.00%	9.60%	1.50%
47	11.60%	11.20%	10.40%	10.00%	9.60%	1.50%
48	11.60%	11.20%	10.40%	10.00%	9.60%	1.50%
49	11.60%	11.20%	10.40%	10.00%	9.60%	1.50%
50	11.60%	11.20%	10.40%	10.00%	9.60%	1.50%
51	11.60%	11.20%	10.40%	10.00%	9.60%	1.50%
52	11.60%	11.20%	10.40%	10.00%	9.60%	1.50%
53	11.60%	11.20%	10.40%	10.00%	9.60%	1.50%
54	11.60%	11.20%	10.40%	10.00%	9.60%	1.50%
55+	11.60%	11.20%	10.40%	10.00%	9.60%	1.50%

Table 5—Page 1 of 2

Withdrawal Rates—Beam Salaried and Fortune Brand Salaried

	Years of Service					
Age	**0**	**1**	**2**	**3**	**4**	**5+**
15	21.875%	21.875%	21.875%	21.875%	35.000%	30.200%
16	21.875%	21.875%	21.875%	21.875%	35.000%	30.200%
17	21.875%	21.875%	21.875%	21.875%	35.000%	30.200%
18	21.875%	21.875%	21.875%	21.875%	35.000%	30.200%
19	21.875%	21.875%	21.875%	21.875%	35.000%	30.200%
20	21.875%	21.875%	21.875%	21.875%	35.000%	30.200%
21	21.875%	21.875%	21.875%	21.875%	35.000%	30.200%
22	20.875%	20.875%	20.875%	20.875%	33.400%	30.200%
23	19.750%	19.750%	19.750%	19.750%	31.600%	30.200%
24	18.875%	18.875%	18.875%	18.875%	30.200%	30.200%
25	17.875%	17.875%	17.875%	17.875%	28.600%	24.400%
26	17.000%	17.000%	17.000%	17.000%	27.200%	24.400%
27	16.000%	16.000%	16.000%	16.000%	25.600%	24.400%
28	15.875%	15.125%	15.125%	15.125%	24.200%	24.400%
29	15.875%	14.875%	14.375%	14.375%	23.000%	24.400%
30	15.875%	14.875%	13.750%	13.500%	21.600%	18.900%
31	15.875%	14.875%	13.750%	12.750%	20.400%	18.900%
32	15.875%	14.875%	13.750%	12.750%	19.200%	18.900%
33	15.875%	14.875%	13.750%	12.750%	19.000%	18.900%
34	15.875%	14.875%	13.750%	12.750%	19.000%	18.900%
35	15.875%	14.875%	13.750%	12.750%	19.000%	13.700%
36	15.875%	14.875%	13.750%	12.750%	19.000%	13.700%
37	15.875%	14.875%	13.750%	12.750%	19.000%	13.700%
38	15.875%	14.875%	13.750%	12.750%	19.000%	13.700%
39	15.875%	14.875%	13.750%	12.750%	19.000%	13.700%
40	15.875%	14.875%	13.750%	12.750%	19.000%	9.700%
41	15.875%	14.875%	13.750%	12.750%	19.000%	9.700%
42	15.875%	14.875%	13.750%	12.750%	19.000%	9.700%
43	15.875%	14.875%	13.750%	12.750%	19.000%	9.700%
44	15.875%	14.875%	13.750%	12.750%	19.000%	9.700%

Table 5—Page 2 of 2

Withdrawal Rates—Beam Salaried and Fortune Brand Salaried

	Years of Service					
Age	**0**	**1**	**2**	**3**	**4**	**5+**
45	15.875%	14.875%	13.750%	12.750%	19.000%	6.800%
46	15.875%	14.875%	13.750%	12.750%	19.000%	6.800%
47	15.875%	14.875%	13.750%	12.750%	19.000%	6.800%
48	15.875%	14.875%	13.750%	12.750%	19.000%	6.800%
49	15.875%	14.875%	13.750%	12.750%	19.000%	6.800%
50	15.875%	14.875%	13.750%	12.750%	19.000%	6.800%
51	15.875%	14.875%	13.750%	12.750%	19.000%	6.800%
52	15.875%	14.875%	13.750%	12.750%	19.000%	6.800%
53	15.875%	14.875%	13.750%	12.750%	19.000%	6.800%
54	15.875%	14.875%	13.750%	12.750%	19.000%	6.800%
55+	15.875%	14.875%	13.750%	12.750%	19.000%	6.800%

Table 6—Page 1 of 2

Withdrawal Rates— UFCW and NonUFCW

	Years of Service					
Age	**0**	**1**	**2**	**3**	**4**	**5+**
15	14.400%	14.400%	14.400%	14.400%	14.400%	15.600%
16	14.400%	14.400%	14.400%	14.400%	14.400%	15.600%
17	14.400%	14.400%	14.400%	14.400%	14.400%	15.600%
18	14.400%	14.400%	14.400%	14.400%	14.400%	15.600%
19	14.400%	14.400%	14.400%	14.400%	14.400%	15.600%
20	14.400%	14.400%	14.400%	14.400%	14.400%	15.600%
21	14.400%	14.400%	14.400%	14.400%	14.400%	15.600%
22	13.500%	13.500%	13.500%	13.500%	13.500%	15.600%
23	12.900%	12.900%	12.900%	12.900%	12.900%	15.600%
24	12.000%	12.000%	12.000%	12.000%	12.000%	15.600%
25	11.400%	11.400%	11.400%	11.400%	11.400%	12.200%
26	10.800%	10.800%	10.800%	10.800%	10.800%	12.200%
27	9.900%	9.900%	9.900%	9.900%	9.900%	12.200%
28	9.300%	9.300%	9.300%	9.300%	9.300%	12.200%
29	8.700%	8.700%	8.700%	8.700%	8.700%	12.200%
30	8.700%	8.400%	8.400%	8.400%	8.400%	10.000%
31	8.700%	8.400%	7.800%	7.800%	7.800%	10.000%
32	8.700%	8.400%	7.800%	7.500%	7.200%	10.000%
33	8.700%	8.400%	7.800%	7.500%	7.200%	10.000%
34	8.700%	8.400%	7.800%	7.500%	7.200%	10.000%
35	8.700%	8.400%	7.800%	7.500%	7.200%	6.600%
36	8.700%	8.400%	7.800%	7.500%	7.200%	6.600%
37	8.700%	8.400%	7.800%	7.500%	7.200%	6.600%
38	8.700%	8.400%	7.800%	7.500%	7.200%	6.600%
39	8.700%	8.400%	7.800%	7.500%	7.200%	6.600%
40	8.700%	8.400%	7.800%	7.500%	7.200%	5.000%
41	8.700%	8.400%	7.800%	7.500%	7.200%	5.000%
42	8.700%	8.400%	7.800%	7.500%	7.200%	5.000%
43	8.700%	8.400%	7.800%	7.500%	7.200%	5.000%
44	8.700%	8.400%	7.800%	7.500%	7.200%	5.000%

Table 6—Page 2 of 2

Withdrawal Rates— UFCW and NonUFCW

	Years of Service					
Age	**0**	**1**	**2**	**3**	**4**	**5+**
45	8.700%	8.400%	7.800%	7.500%	7.200%	4.100%
46	8.700%	8.400%	7.800%	7.500%	7.200%	4.100%
47	8.700%	8.400%	7.800%	7.500%	7.200%	4.100%
48	8.700%	8.400%	7.800%	7.500%	7.200%	4.100%
49	8.700%	8.400%	7.800%	7.500%	7.200%	4.100%
50	8.700%	8.400%	7.800%	7.500%	7.200%	4.000%
51	8.700%	8.400%	7.800%	7.500%	7.200%	4.000%
52	8.700%	8.400%	7.800%	7.500%	7.200%	4.000%
53	8.700%	8.400%	7.800%	7.500%	7.200%	4.000%
54	8.700%	8.400%	7.800%	7.500%	7.200%	4.000%
55+	8.700%	8.400%	7.800%	7.500%	7.200%	4.000%

Table 7

Disability Rates

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
Beam Pension Plan
EIN: 36-4054676 PN: 002

Schedule SB, Part V—Summary of Plan Provisions

Beam Pension Plan
Beam Salaried

Plan Name	Beam Pension Plan.
Effective Date	July 1, 1965. Last restated effective January 1, 2012. Last amended October 3, 2011.
Plan Year	Calendar year.
Eligible Employees	All salaried or clerical employees not covered by a union contract.
Participation	An employee becomes a participant on the day following the first anniversary of the date of hire if 1,000 hours of employment are completed, otherwise on the day following the first calendar year in which 1,000 hours of employment are completed. Effective January 1, 2008, the plan is closed to new hires.
Benefit Accruals	Effective December 31, 2011, benefit accruals are frozen.
Normal Retirement	
Eligibility	Later of (i) age 65 and (ii) earlier of five years of service or the fifth anniversary of plan participation.
Benefits	2% final average pay times service as of December 31, 2007 (maximum 15 years) plus 1% final average pay times service as of December 31, 2007 after 15 years (maximum 20 years) plus 1% final average pay times service accrued on or after January 1, 2008. Total service taken into consideration shall not exceed 35 years. Minimum benefit: $5 per month times service (maximum 10 years).

	As of January 1, 2004, Sales Individuals for Peak Wine International will no longer receive service increases to their pension benefits. They will continue to receive pay increases. Former Allied Domecq participants shall receive the greater of an all-service benefit under this plan's formula offset by the frozen Allied Domecq benefit, and a benefit based on service after the acquisition date only.
Early Retirement	
Eligibility	Attain at least age 55 and complete 10 years of service.
Benefits	Normal retirement benefit reduced for early retirement. The reduction for early commencement is .5% for each month by which the commencement date precedes age 62.
Disability Retirement	
Eligibility	Plan participant who incurs total and permanent disability and has completed six months of service.
Benefits	Normal retirement benefit based on compensation at date of disability and service projected to normal retirement.
Deferred Vested Retirement	
Eligibility	Five years of service for normal retirement, ten years for early retirement.
Benefits	Normal retirement benefit reduced for early retirement. The reduction for early commencement is .5% for each month by which the commencement date precedes age 65.
Preretirement Death	
Eligibility	Active plan participant who dies after the completion of 10 years of service.
Benefits	Fifty percent of the benefit to which the participant would have been entitled had the participant retired on the day immediately preceding death and elected a joint-and-survivor annuity.

	Minimum benefits also apply for participants with either 10 years of Vesting Service or who attained age 55 with five years of Vesting Service on or prior to January 1, 1988.
Normal Form of Benefits	Life annuity. For any participant with a spouse, the life annuity would be automatically reduced to provide an actuarially equivalent qualified (50%) joint-and-survivor annuity.
Optional Forms of Payment	50%, 75%, or 100% joint and survivor annuity, 10 or 15 year certain and life annuity, or life annuity. Actuarial equivalence for this purpose is based on a 6.00% interest rate and the RP-2000 Combined Healthy Mortality Table blended 50% male and 50% female with no age setbacks.
Definitions	
Eligibility Service	A 12-month period beginning with hire or any calendar year after such date in which the employee had at least 1,000 hours of service.
Final Average Monthly Earnings	Monthly average of a participant's compensation for the period of the five consecutive calendar years during which was received the largest total amount of compensation within the ten complete calendar years preceding termination of employment.
Benefit Service	Credited Service prior to the effective date, determined under the Plan as in effect on December 31, 1975, plus Credited Service after the effective date and prior to January 1, 1994, determined under the plan as in effect prior to January 1, 1994, plus the sum of the number of plan years on or after January 1, 1994 in which 1,000 hours of employment are completed.
Vesting Service	Total service from the date of hire to date of termination using elapsed time, less any breaks in service.
Qualified Spouse	A person is a qualified spouse if married to the participant throughout the one-year period ending on the date of the participant's death.

Future Salaried

Eligible Employees	Certain former participants in the Jim Beam Salaried Employees' Pension Plan ("Prior Plan"), and all salaried or clerical employees of the Company not covered by a union contract.
Participation	Beam Transferred Employees who were participants as of May 31, 2001 (Prior Plan participants) continue as participants. Each other employee becomes a participant on the day following the first anniversary of the date of hire if 1,000 hours of employment are completed, otherwise on the day following the first calendar year in which 1,000 hours of employment are completed. Effective January 1, 2008, the plan is closed to new hires.
Normal Retirement	
Eligibility	Later of (i) age 65 and (ii) earlier of five years of service or the fifth anniversary of plan participation.
Benefits	2% final average pay times service as of December 31, 2007 (maximum 15 years) plus 1% final average pay times service as of December 31, 2007 after 15 years (maximum 20 years) plus 1% final average pay times service accrued on or after January 1, 2008. Total service taken into consideration shall not exceed 35 years. Minimum benefit: $5 per month times service (maximum 10 years). Prior Plan participants who were participants in the Pension Plan for Eligible Salaried Employees of National Distillers and Chemical Corporation on May 25, 1987 shall have the benefit payable in this plan reduced by the accrued benefit payable under the Distillers plan. Prior Plan participants covered under the Geyser Peak Winery Employees' Retirement Plan have a minimum benefit equal to the Geyser Peak accrued benefit as of August 25, 1998.

Early Retirement	
Eligibility	Age 55 and 10 years of service.
Benefits	Normal retirement benefit reduced 0.5% for each month by which the commencement date precedes age 62.
Disability Retirement	
Eligibility	Plan participant who incurs total and permanent disability and has completed six months of service.
Benefits	Normal retirement benefit based on compensation at date of disability and service projected to normal retirement.
Deferred Vested Retirement	
Eligibility	Five years of service for normal retirement, ten years for early retirement.
Benefits	Normal retirement benefit reduced for early retirement. The reduction for early commencement is 0.5% for each month by which the commencement date precedes age 65.
Preretirement Death	
Eligibility	Five years of service and married throughout the one year period ending on the date of death.
Benefits	Fifty percent of the benefit to which the participant would have been entitled had the participant retired on the day immediately preceding death and elected a joint-and-survivor annuity. Minimum benefits also apply for participants with a Geyser Peak benefit.
Normal Form of Benefits	Life annuity. For any participant with a spouse, the life annuity would be automatically reduced to provide an actuarially equivalent qualified (50%) joint-and-survivor annuity.
Optional Forms of Payment	50%, 75%, or 100% joint and survivor annuity, 10 or 15 year certain and life annuity, or life annuity. Actuarial equivalence for this purpose is based on a 6.00% interest rate and the RP-2000 Combined Healthy Mortality Table blended 50% male and 50% female with no age setbacks.

Definitions

Eligibility Service	A 12-month period beginning with hire or any calendar year after such date in which the employee had at least 1,000 hours of service.
Final Average Monthly Earnings	Monthly average of a participant's compensation for the period of the five consecutive calendar years during which was received the largest total amount of compensation within the ten complete calendar years preceding termination of employment.
Benefit Service	Credited Service under the Prior Plan, plus the sum of the number of plan years on or after January 1, 1994 in which 1,000 hours of employment are completed.
Vesting Service	Total service from the date of hire to date of termination using elapsed time, less any breaks in service.
Qualified Spouse	A person is a qualified spouse if married to the participant throughout the one-year period ending on the date of the participant's death.

Fortune Brands Salaried

Eligibility for Participation	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. 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.
Benefit Accruals	Effective December 31, 2011, benefit accruals are frozen.
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	The greater of [(1) + (2)] and (3) below: 1. Standard formula up until December 31, 2007: a. 1.75% Final Average Monthly Compensation times Benefit Service (maximum 15 years) up until 12/31/2007; plus b. 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: 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).

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 10 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.

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 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.

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.

Clermont

Eligibility — All hourly employees in Clermont, Kentucky or Beam Kentucky, represented by the Local No. 111 Distillery, Rectifying, Wine and Allied Workers' International Union of America AFL-CIO hired before January 1, 2007.

Participation — Date of hire.

Normal Retirement

Eligibility — Age 65.

Benefit

For Retirement On or After	A Monthly Benefit Of
August 16, 1989	$ 17.00 times Credited Service
August 16, 1990	$ 18.50 times Credited Service
August 16, 1991	$ 19.50 times Credited Service
August 16, 1992	$ 20.50 times Credited Service
August 16, 1993	$ 22.50 times Credited Service
August 16, 1994	$ 24.50 times Credited Service
August 16, 1995	$ 26.50 times Credited Service
August 16, 1996	$ 29.00 times Credited Service
August 16, 1997	$ 30.00 times Credited Service
August 16, 1998	$ 31.00 times Credited Service
August 16, 2001	$ 34.00 times Credited Service
August 16, 2002	$ 36.00 times Credited Service
August 16, 2003	$ 37.00 times Credited Service
August 16, 2004	$ 38.00 times Credited Service
August 16, 2005	$ 39.00 times Credited Service
August 16, 2006	$ 42.00 times Credited Service
August 16, 2007	$ 44.00 times Credited Service
August 16, 2011	$ 47.00 times Credited Service

Early Retirement	
Eligibility	Age 56 and 10 years of service.
Benefits	Normal retirement benefit reduced 0.5% for each month commencement precedes age 62.
Disability Retirement	
Eligibility	Age 40 and 10 years of service and total and permanent disability.
Benefits	Normal retirement benefit accrued to date of disability.
Deferred Vested Retirement	
Eligibility	Five years of service for normal retirement, ten years for early retirement.
Benefits	Normal retirement benefit reduced for early retirement. The reduction for early commencement is .5% for each month by which the commencement date precedes age 62.
Preretirement Death	
Eligibility	Five years of service and married throughout the one year period ending on the date of death.
Benefits	A surviving spouse benefit equal to 50% of the monthly retirement benefit to which the participant would have been entitled had the participant retired on the day preceding death with a Qualified Joint and Survivor Annuity.
Normal Form of Benefits	Life annuity for unmarried participants. Actuarially reduced 50% joint-and-survivor annuity for married participants.
Optional Forms of Payment	50%, 75%, or 100% joint and survivor annuity, 10 or 15 year certain and life annuity, or life annuity. Actuarial equivalence for this purpose is based on a 6.00% interest rate and the RP-2000 Combined Healthy Mortality Table blended 50% male and 50% female with no age setbacks.

Definitions

Employee	An hourly-paid individual employed in Clermont, Kentucky or Beam, Kentucky.
Eligibility and Vesting Service	Total service from the date of hire to date of termination using elapsed time, less any breaks in service.
Credited Service	Service prior to the effective date is determined under the plan as in effect at December 31, 1975.

Service from January 1, 1976 through August 16, 1981 is credited according to the following table:

Hours Worked	Service Credit
1801 or more	1.00
1601-1800	0.90
1350-1600	0.80
1201-1349	0.70
1001-1200	0.60
900-1000	0.50
450-899	0.25
0-449	0.00

Service after August 16, 1981 is credited according to the following table:

Hours Worked	Service Credit
1600 or more	1.00
1350-1599	0.80
1201-1349	0.70
1001-1200	0.60
900-1000	0.50
450-899	0.25
0-449	0.00

UFCW

Eligibility

All hourly employees in Frankfort, Kentucky and Cincinnati, Ohio, represented by the United Food and Commercial Workers Union hired before January 1, 2008. Employees who elected to accrue future benefits under the 401(k) plan starting January 1, 2008, stopped accruing benefits under this plan on that date.

Participation

Date of hire.

Normal Retirement

Eligibility

Age 65.

Benefits

The greater of:

a. 1.25% of pay received during each year of Creditable Service. Or, for participants who were members of the NDPC plan as of May 25, 1987, 1.25% of the average of the highest five of the last 10 years of compensation through December 31, 2008 per year of Creditable Service. or

b. The applicable monthly dollar rate, as in effect at the date of retirement, multiplied by the number of years of Creditable Service (fractional years granted based upon actual hours of service):

Date of Retirement	Applicable Dollar Rate
Before 5/1/1998	$ 23.00
5/1/1998 – 4/30/1999	$ 24.00
5/1/1999 – 4/30/2000	$ 25.00
5/1/2000 – 4/30/2001	$ 27.00
5/1/2001 – 4/30/2002	$ 28.00
5/1/2002 – 4/30/2003	$ 31.00
5/1/2003 – 4/30/2004	$ 33.00
5/1/2004 – 4/30/2005	$ 34.00
5/1/2005 – 4/30/2006	$ 35.00
5/1/2006 – 4/30/2007	$ 37.00
5/1/2007 – 4/30/2008	$ 40.00
On or after 5/1/2008	$ 42.00

Early Retirement	
Eligibility	Age 55 and 10 years of service.
Benefits	Normal retirement benefit reduced 0.25% for each month commencement precedes age 62.
Disability Retirement	
Eligibility	Ten years of service and total and permanent disability.
Benefits	Normal retirement benefit accrued to date of disability.
Deferred Vested Retirement	
Eligibility	Five years of service for normal retirement, ten years for early retirement. All participants employed by Jim Beam Brands Co. on December 31, 2010 became fully vested in their benefits on that date.
Benefits	Normal retirement benefit reduced for early retirement. The reduction for early commencement is an actuarial reduction for each month by which the commencement date precedes age 62.
Preretirement Death	
Eligibility	Five years of service and married throughout the one year period ending on the date of death.
Benefits	A surviving spouse benefit equal to 50% of the monthly retirement benefit to which the participant could have been entitled had the participant retired on the day preceding death with a Qualified Joint and Survivor Annuity.
Postretirement Death Benefit	$10,000 lump sum payment.
Normal Form of Benefits	Life annuity for unmarried participants. Actuarially reduced 50% joint-and-survivor annuity for married participants.
Optional Forms of Payment	50%, 75%, or 100% joint and survivor annuity, 10 or 20 year certain and life annuity, or life annuity. Actuarial equivalence for this purpose is based on a 6.00% interest rate and the RP-2000 Combined Healthy Mortality Table blended 50% male and 50% female with no age setbacks.

Definitions

Employee	An individual employed as a production employee in Frankfort, Kentucky or Cincinnati, Ohio.
Eligibility and Vesting Service	Total service from the date of hire to date of termination using elapsed time, less any absence in excess of 12 months that is excluded from Creditable Service.
Compensation	Compensation at the regular basic rate, including shift differential and cost of living adjustments, and excluding overtime and bonuses.
Creditable Service	Calendar year (or partial year) for each year during which compensation is earned.
Qualified Spouse	A person is a qualified spouse if married to the participant throughout the one-year period ending on the date of the participant's death.

NonUFCW

Eligibility	All hourly employees in Frankfort, Kentucky and Cincinnati, Ohio not represented by the United Food and Commercial Workers' Union hired before January 1, 2008. Employees who elected to accrue future benefits under the 401(k) plan starting January 1, 2008, stopped accruing benefits under this plan on that date.
Participation	Date of hire.
Normal Retirement	
Eligibility	Age 65.
Benefit	Formula for employees not represented by the International Guards Union of America, Region No. 7, Local No. 78: 1.25% of Compensation received during each year of Creditable Service rendered on and after the Applicable Date. plus 1.25% of average annual Compensation (during the five consecutive calendar years of the ten years immediately preceding the Applicable Date, that produced the highest average) received from NDCC times Creditable Service rendered before the Applicable Date. or Applicable Dollar Rate per month times years of service (one year of service granted for each calendar year after the Applicable Date in which 1,600 or more hours are worked, with fractional years granted based upon actual hours of service). minus Actuarial equivalent of the accrued benefit under the NDPC Plan. Formula for employees represented by the International Guards Union of America, Region No. 7, Local No. 78: $10 per month times years of service (one year of service granted for each calendar year after May 26, 1987 in which 1,600 or more hours are worked, with fractional years granted based upon actual hours of service).

Applicable Date	For employees who were members of the NDPC Plan on May 25, 1987, and who are employees represented by the National Conference of Firemen and Oilers, Local No. 320 or the Journeymen Pipefitters, Local No. 522: January 1, 1997, if employment ends after July 1, 1997 but before July 1, 2002 December 31, 1999, if employment ends after July 1, 2002 but before May 1, 2006 January 1, 2006, if employment ends after May 1, 2006 but before July 1, 2007 January 1, 2007, if employment ends after July 1, 2007 but before July 1, 2008 January 1, 2008, if employment ends after July 1, 2008 but before July 1, 2009 January 1, 2009, if employment ends after July 1, 2009 January 1, 1988, for all other employees who were members of the NDPC Plan on May 25, 1987. May 26, 1987, for all other employees.

Applicable Dollar Rate

For employees represented by the National Conference of Firemen and Oilers, Local No. 320 or the Journeymen Pipefitters, Local No. 522:

For Employment Ending	A Monthly Benefit of
July 1, 1997 to June 30, 1998	$23 Times Credited Service
July 1, 1998 to June 30, 1999	$24 Times Credited Service
July 1, 1999 to June 30, 2000	$25 Times Credited Service
July 1, 2000 to June 30, 2001	$27 Times Credited Service
July 1, 2001 to June 30, 2002	$28 Times Credited Service
July 1, 2002 to June 30, 2003	$31 Times Credited Service
July 1, 2003 to June 30, 2004	$33 Times Credited Service
July 1, 2004 to June 30, 2005	$34 Times Credited Service
July 1, 2005 to June 30, 2006	$35 Times Credited Service
July 1, 2006 to June 30, 2007	$37 Times Credited Service
July 1, 2007 to June 30, 2008	$40 Times Credited Service
July 1, 2008 to June 30, 2012	$42 Times Credited Service

$20 Times Credited Service for all other employees.

Early Retirement

Eligibility — Age 55 and 10 years of service.

Benefits — Normal retirement benefit reduced 0.25% for each month commencement precedes age 62.

Disability Retirement

Eligibility — Ten years of service and total and permanent disability.

Benefits — Normal retirement benefit accrued to date of disability.

Deferred Vested Retirement	
Eligibility	Five years of service for normal retirement, ten years for early retirement. All participants employed by Jim Beam Brands Co. on December 31, 2010 became fully vested in their benefits on that date.
Benefits	Normal retirement benefit reduced for early retirement. The reduction for early commencement is an actuarial reduction for each month by which the commencement date precedes age 62.
Preretirement Death	
Eligibility	Five years of service and married throughout the one year period ending on the date of death.
Benefits	A surviving spouse benefit equal to 50% of the monthly retirement benefit to which the participant would have been entitled had the participant retired on the day preceding death with a Qualified Joint and Survivor Annuity.
Postretirement Death Benefit	A lump sum of $3,000 for Guards, and $10,000 for Non-Guards is paid to the beneficiary upon the death of the retiree.
Normal Form of Benefits	Life annuity for unmarried participants. Actuarially reduced 50% joint-and-survivor annuity for married participants.
Optional Forms of Payment	50%, 75%, or 100% joint and survivor annuity, 10 or 20 year certain and life annuity, or life annuity. Actuarial equivalence for this purpose is based on a 6.00% interest rate and the RP-2000 Combined Healthy Mortality Table blended 50% male and 50% female with no age setbacks.

Definitions

Eligibility and Vesting Service	Total service from the date of hire to date of termination using elapsed time, less any absence in excess of 12 months that is excluded from Creditable Service.
Compensation	Compensation at the regular basic rate, including shift differential and cost of living adjustments, and excluding overtime and bonuses.
Creditable Service	Calendar year (or partial year) for each year during which compensation is earned.
Qualified Spouse	A person is a qualified spouse if married to the participant throughout the one-year period ending on the date of the participant's death.

Plan Changes Since the Prior Year

The funding valuation reflects the following plan changes:

- Effective December 31, 2011, the Fortune Brands Pension Plan was merged into this plan.
- Effective December 31, 2011, benefit accruals for Beam Salaried and Fortune Brands Salaried participants were frozen.
- Effective August 16, 2011, the benefit multiplier for Clermont Hourly participants increased to $47.

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.

The plan sponsor's name changed from Beam Global Spirits & Wine, Inc. to Beam Inc. In addition to this, the name of the plan changed from Beam Global Spirits & Wine, Inc. Employees' Pension Plan to Beam Pension Plan.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Beam Pension Plan
EIN: 36-4054676 PN: 002

Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following assumption changes:

- A change in the retirement rates for active participants.
- A change in the withdrawal rates.
- A change in the salary increase assumption applicable to the minimum funding target normal cost from 2.50% to 3.00%.
- A change in the retirement age assumption for Beam Salaried and Fortune Brands Salaried terminated vested participants from age 65 to age 64.

These changes were made to better reflect anticipated plan experience. These changes did not reduce the funding shortfall; as such, approval of the Commissioner is not required.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Beam Pension Plan
EIN: 36-4054676 PN: 002

Schedule SB, line 25—Change in Method

The funding valuation reflects the following method change:

- A change in the interest rate basis from segment rates with no lookback (2.94%, 5.82%, and 6.46% as of January 2011) to segment rates with a four-month lookback (2.06%, 5.25%, and 6.32% as of September 2011 pre MAP-21; 5.54%, 6.85% and 7.52% post MAP-21).

This change has automatic approval under final regulations, Notice 2009-22 or other IRS guidance.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Beam Pension Plan
EIN: 36-4054676 PN: 002

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2012

Number of Participants

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		14	14							
30-34		28	62	15						
35-39		28	49	21	10					
40-44		19	56	41	29	6				
45-49		10	46	36	38	23	2			
50-54		10	27	17	28	25	7	29	1	
55-59		9	19	17	13	20	5	30	5	2
60-64		1	14	7	6	5	1	13	2	10
65-69				1	1	1		5		1
70+			1							

N-880

Plan Name	**Beam Pension Plan**
Plan Sponsor EIN	**36-4054676**
ERISA Plan #	**002**
Plan Year Ending	**December 31, 2012**

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)	X
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	

Plan Name	**Beam Pension Plan**
Plan Sponsor EIN	**36-4054676**
ERISA Plan #	**002**
Plan Year Ending	**December 31, 2012**

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)	X
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	

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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan BEAM PENSION PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 07/01/1965

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)
BEAM GLOBAL SPIRITS & WINE, INC.

510 LAKE COOK RD

DEERFIELD IL 60015

2b Employer Identification Number (EIN) 36-4054676

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

2d Business code (see instructions) 312140

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

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

SIGN HERE	F. J. Cortese	10/14/2013	FRANK J CORTESE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	F. J. Cortese	10/14/2013	FRANK J CORTESE
	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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

DELOITTE TAX LLP
111 S. WACKER DRIVE

CHICAGO IL 60606

Preparer's telephone number (optional)

(312) 486-1000

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**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:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	3,358
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**	786
b Retired or separated participants receiving benefits	**6b**	1,191
c Other retired or separated participants entitled to future benefits	**6c**	1,047
d Subtotal. Add lines **6a, 6b,** and **6c**	**6d**	3,024
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	199
f Total. Add lines **6d** and **6e**	**6f**	3,223
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**	6
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 Characteristics 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 Characteristics 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) [X] Trust	(3) [X] 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) [X] **R** (Retirement Plan Information)

(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) [X] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1) [X] **H** (Financial Information)

(2) [ ] **I** (Financial Information – Small Plan)

(3) [ ] **A** (Insurance Information)

(4) [ ] **C** (Service Provider Information)

(5) [X] **D** (DFE/Participating Plan Information)

(6) [ ] **G** (Financial Transaction Schedules)