

ACUITY BRANDS INC
Form S-4
June 30, 2010

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As filed with the Securities and Exchange Commission on June 30, 2010
Registration No. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
ACUITY BRANDS LIGHTING, INC.*
(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction of
incorporation or organization)*

3640

*(Primary standard industrial
classification code number)*

58-2633371

*(I.R.S. Employer
Identification Number)*

Acuity Brands Lighting, Inc.
One Lithonia Way
Conyers, Georgia 30012
(770) 922-9000

(Address, including zip code, and telephone number, including area code, of Registrants principal executive offices)

Richard K. Reece
Executive Vice President and Chief Financial Officer
Acuity Brands, Inc.
1170 Peachtree Street, N.E., Suite 2400
Atlanta, Georgia 30309
(404) 853-1400

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Keith M. Townsend
King & Spalding LLP
1180 Peachtree Street
Atlanta, Georgia 30309
(404) 572-4600

* The companies listed on the next page are also included in this Form S-4 Registration Statement as additional Registrants.

Approximate date of commencement of proposed sale to public: As soon as possible after this Registration Statement is declared effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting

company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
 (Do not check if a smaller reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price per Note | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|-------------------------|--|---|----------------------------|
| 6.00% Senior Notes due 2019 Guarantees of 6.00% Senior Notes due 2019 | \$350,000,000 | 100% | \$350,000,000(1) | \$24,955 (2) |

(1) The registration fee has been calculated pursuant to Rule 457(f)(2) under the Securities Act of 1933, as amended. The proposed maximum offering price is estimated solely for purpose of calculating the registration fee.

(2) Pursuant to Rule 457(n) of the Securities Act of 1933, no registration fee is required for the guarantees.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

ADDITIONAL REGISTRANTS

| Exact Name of Additional Registrants* | Jurisdiction of Formation | IRS Employer Identification No. |
|---------------------------------------|---------------------------|---------------------------------|
| Acuity Brands, Inc. | Delaware | 58-2632672 |
| ABL IP Holding LLC | Delaware | 58-2632672 |

* The address for each of the additional Registrants is c/o. The primary standard industrial classification number for each of the additional Registrants is 3640.

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**Acuity Brands Lighting, Inc.
Offer to Exchange
Up to \$350,000,000 aggregate principal amount
of our 6.00% Senior Notes due 2019
(which we refer to as the new notes)
and the guarantees thereof which have been registered
under the Securities Act of 1933, as amended,
for \$350,000,000 of our outstanding
6.00% Senior Notes due 2019
(which we refer to as the old notes
and, together with the new notes, as the notes)
and the guarantees thereof**

The New Notes:

The terms of the new notes are substantially identical to the old notes, except that some of the transfer restrictions, registration rights and additional interest provisions relating to the old notes will not apply to the new notes.

Maturity: The new notes will mature on December 15, 2019.

Interest: The new notes will bear interest at a rate of 6.00% per annum. Interest on the new notes will be payable semi-annually in arrears on June 15 and December 15 of each year, commencing June 15, 2010.

Guarantees: The new notes will be guaranteed, fully and unconditionally, on a senior unsecured basis, by Acuity Brands, Inc., the parent corporation of Acuity Brands Lighting, Inc. and ABL IP Holding LLC, a wholly owned subsidiary of Acuity Brands, Inc.

Ranking: The new notes and the guarantees will be senior unsecured obligations of Acuity Brands Lighting, Inc. and the guarantors and will effectively rank junior to any existing and future secured indebtedness of Acuity Brands Lighting, Inc. and the guarantors and any indebtedness of Acuity Brands, Inc.'s subsidiaries (other than Acuity Brands Lighting, Inc. and ABL IP Holding LLC).

Optional Redemption: We may redeem the new notes in whole or in part at any time and from time to time at the redemption prices. The redemption prices are set forth under Description of the Notes Optional Redemption.

The new notes will not be listed on any securities exchange or automated quotation system.

The Exchange Offer:

The exchange offer will expire at 5:00 p.m., New York City time, on _____, 2010 (which is the 20th business day following the date of this prospectus), unless we extend the exchange offer in our sole and absolute discretion.

The exchange offer is not subject to any conditions other than that it not violate applicable law or any applicable interpretation of the staff of the Securities and Exchange Commission, or the SEC.

Subject to the satisfaction or waiver of specified conditions, we will exchange the new notes for all old notes that are validly tendered and not withdrawn prior to the expiration of the exchange offer.

Tenders of old notes may be withdrawn at any time before the expiration of the exchange offer.

We will not receive any proceeds from the exchange offer.

The exchange offer involves risks. See Risk Factors beginning on page 8.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2010.

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Unless otherwise stated or the context otherwise requires, references in this prospectus to Acuity, we, us and our re collectively, to Acuity Brands, Inc. and its consolidated subsidiaries, including Acuity Brands Lighting, Inc., its principal operating subsidiary, and ABL IP Holding LLC; Acuity Parent refers only to Acuity Brands, Inc. and not to any of its subsidiaries or affiliates; ABL IP Holding refers only to ABL IP Holding LLC; the Guarantors refers, collectively, to Acuity Brands, Inc. and ABL IP Holding LLC; and the Company refers only to Acuity Brands Lighting, Inc. and not to its parent or subsidiaries or affiliates.

Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such new notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 135 days after the consummation of the exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

This prospectus incorporates important business and financial information about the Company that is not included or delivered with this prospectus. We will provide without charge, upon written or oral request, to each person, including any beneficial owner, to whom this prospectus is delivered, a copy of all documents referred to below which have been or may be incorporated by reference into this prospectus excluding exhibits

to those documents unless they are specifically incorporated by reference into those documents.

In order to obtain timely delivery, you must request the information no later than , 2010, which is five business days before the expiration date of the exchange offer. Any such request should be directed to us at:

**Corporate Secretary
Acuity Brands Inc.
1170 Peachtree Street, N.E.
Suite 2400
Atlanta, Georgia 30339
(404) 853-1400**

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Forward-Looking Statements

This prospectus and the documents incorporated by reference herein contain forward-looking statements within the meaning of the federal securities laws. Statements made herein that may be considered forward-looking include statements incorporating terms such as expects, believes, intends, anticipates and similar terms that relate to future events, performance, or results of Acuity. In addition, Acuity, or the executive officers on Acuity's behalf, may from time to time make forward-looking statements in reports and other documents Acuity files with the SEC or in connection with oral statements made to the press, potential investors or others. You are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date of this prospectus. Except as required by law, Acuity undertakes no obligation to publicly update or release any revisions to these forward-looking statements to reflect any events or circumstances after the date of this prospectus or to reflect the occurrence of unanticipated events.

Acuity's forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from the historical experience of Acuity's and management's present expectations or projections. These risks and uncertainties include, but are not limited to:

customer and supplier relationships and prices;

competition;

ability to realize anticipated benefits from initiatives taken and timing of benefits;

market demand;

litigation and other contingent liabilities; and

economic, political, governmental, and technological factors affecting Acuity.

Additional risks that could cause Acuity's actual results to differ materially from those expressed in Acuity's forward-looking statements are discussed in Part I, Item 1a. Risk Factors of Acuity's Annual Report on Form 10-K for the fiscal year ended August 31, 2009, which has been incorporated into this prospectus by reference.

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Summary

This summary is not complete and does not contain all of the information that you should consider before investing in the notes. You should read this entire prospectus, including Risk Factors, and the documents incorporated by reference herein, including our consolidated financial statements and related notes.

Acuity Brands, Inc.

We are one of the world's leading providers of lighting fixtures and lighting controls for new construction, renovation, and facility maintenance applications. Products include a full range of indoor and outdoor lighting for commercial and institutional, industrial, infrastructure, and residential applications. We manufacture or procure lighting products predominantly in the United States, Mexico, Europe, and China. These products and related services are marketed under numerous brand names, including Lithonia Lighting[®], Holophane[®], Peerless[®], Mark Architectural Lighting[™], Hydrel[®], American Electric Lighting[®], Gotham[®], Carandini[®], Metal Optics[®], Antique Street Lamps[™], Tersen[™], Synergy[®] Lighting Controls, Lighting Control & Design[™], Sensor Switch[®], Dark to Light[™] and ROAM[®]. As of May 31, 2010, we manufactured products in fourteen plants in North America and two plants in Europe.

Principal customers include electrical distributors, retail home improvement centers, national accounts, electric utilities, municipalities, and lighting showrooms located in North America and select international markets. In North America, our products are sold by independent sales agents and factory sales representatives who cover specific geographic areas and market segments. Products are delivered through a network of distribution centers, regional warehouses, and commercial warehouses using both common carriers and a company-owned truck fleet. To serve international customers, we employ a sales force that utilizes distribution methods to meet specific individual customer or country requirements. We have one operating segment.

We completed the spin-off of our specialty products business, Zep Inc., on October 31, 2007, by distributing all of the shares of Zep Inc. common stock, par value \$.01 per share, to Acuity Parent's stockholders of record as of October 17, 2007. As a result of this spin-off, our financial statements have been prepared with the net assets, results of operations, and cash flows of the specialty products business presented as discontinued operations.

Acuity Parent is a Delaware corporation with principal executive offices located at 1170 Peachtree Street, N.E., Suite 2400, Atlanta, Georgia 30309. The main telephone number is (404) 853-1400.

Our website is www.acuitybrands.com. Information contained on our website is not a part of this prospectus.

Acuity Brands Lighting, Inc.

The Company is a direct, wholly owned subsidiary of Acuity Parent and is the principal operating subsidiary of Acuity Parent. The Company is a Delaware corporation with principal executive offices located at One Lithonia Way, Conyers, Georgia 30012, and its telephone number at that address is (770) 922-9000.

ABL IP Holding LLC

ABL IP Holding LLC is a direct, wholly owned subsidiary of Acuity Parent. ABL IP Holding LLC is a Georgia limited liability corporation with principal executive offices located at One Lithonia Way, Conyers, Georgia 30012, and its telephone number at that address is (770) 922-9000.

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The Exchange Offer

*The following summary contains basic information about the exchange offer. For a more detailed description of the terms and conditions of the exchange offer, please refer to the section *The Exchange Offer*.*

The Exchange Offer

We are offering to exchange \$1,000 principal amount of the new notes, which have been registered under the Securities Act, for each \$1,000 principal amount of the old notes, which have not been registered under the Securities Act. We issued the old notes on December 8, 2009.

In order to exchange your old notes, you must promptly tender them before the expiration date (as described herein). All old notes that are validly tendered and not validly withdrawn will be exchanged. We will issue the new notes on or promptly after the expiration date.

You may tender your old notes for exchange in whole or in part in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

Registration Rights Agreement

We sold the old notes on December 8, 2009 to Banc of America Securities LLC and J.P. Morgan Securities Inc., the initial purchasers. Simultaneously with that sale, we signed a registration rights agreement with the initial purchasers relating to the old notes that requires us to conduct this exchange offer.

You have the right under the registration rights agreement to exchange your old notes for new notes. The exchange offer is intended to satisfy such right. After the exchange offer is complete, you will no longer be entitled to any exchange or registration rights with respect to your old notes.

For a description of the procedures for tendering old notes, see the section *The Exchange Offer Exchange Offer Procedures*.

Consequences of Failure to Exchange

If you do not exchange your old notes for new notes in the exchange offer, you will still have the restrictions on transfer provided in the old notes and in the indenture that governs both the old notes and the new notes. In general, the old notes may not be offered or sold unless registered or exempt from registration under the Securities Act, or in a transaction not subject to the Securities Act and applicable state securities laws. Upon completion of the exchange offer, we will have no further obligations to register, and we do not currently plan to register, the old notes under the Securities Act. See the section *Risk Factors* If you do not exchange your old notes for new notes, your ability to sell your old notes will be restricted.

Expiration Date

The exchange offer will expire at 5:00 p.m., New York City time, on _____, 2010, unless we extend the exchange offer in our sole and absolute discretion. In that case, the expiration date will be the latest date

and time to which we extend the exchange offer. See the section The Exchange Offer Expiration Date; Extensions; Amendments.

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| Conditions to the Exchange Offer | <p>The exchange offer is subject to customary conditions, including, if in our reasonable judgment:</p> <p>the exchange offer, or the making of any exchange by a holder of old notes, would violate applicable law or any applicable interpretation of the staff of the SEC; or</p> <p>any action or proceeding has been instituted or threatened in writing in any court or by or before any governmental agency with respect to the exchange offer that, in our judgment, would reasonably be expected to impair our ability to proceed with the exchange offer.</p> <p>We may choose to waive some of these conditions. For more information, see The Exchange Offer Conditions to the Exchange Offer.</p> |
| Procedures for Tendering Old Notes | <p>If you hold old notes through The Depository Trust Company (DTC) and wish to participate in the exchange offer, you must comply with the Automated Tender Offer Program procedures of DTC. See the section The Exchange Offer Exchange Offer Procedures. If you are not a DTC participant, you may tender your old notes by book-entry transfer by contacting your broker, dealer or other nominee or by opening an account with a DTC participant, as the case may be.</p> <p>By accepting the exchange offer, you will represent to us that, among other things:</p> <p>any new notes that you receive will be acquired in the ordinary course of your business;</p> <p>you have no arrangement or understanding with any person or entity, including any of our affiliates, to participate in the distribution of the new notes;</p> <p>you are not our affiliate as defined in Rule 405 under the Securities Act, or, if you are an affiliate, you will comply with any applicable registration and prospectus delivery requirements of the Securities Act;</p> <p>if you are not a broker-dealer, that you are not engaged in, and do not intend to engage in, a distribution of the new notes; and</p> <p>if you are a broker-dealer that will receive new notes for your own account in exchange for old notes that were acquired as a result of market-making activities, that you will deliver a prospectus, as required by law, in connection with any resale of the new notes.</p> |
| Withdrawal Rights | <p>You may withdraw the tender of your old notes at any time before the expiration date. To do this, you should deliver a written notice of your withdrawal to the exchange agent according to the withdrawal procedures</p> |

described in the section The Exchange Offer Withdrawal Rights.

Exchange Agent

The exchange agent for the exchange offer is Wells Fargo Bank, National Association. The address, telephone number and facsimile number of the exchange agent are provided in the section The

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|--|---|
| | Exchange Offer Exchange Agent, as well as in the letter of transmittal. |
| Use of Proceeds | We will not receive any cash proceeds from the issuance of the new notes. See the section Use of Proceeds. |
| Principal U.S. Federal Income Tax Consequences | Your participation in the exchange offer will not be a taxable event for U.S. federal income tax purposes. Accordingly, you will not recognize any taxable gain or loss or any interest income as a result of the exchange. See the section Principal U.S. Federal Income Tax Consequences of the Exchange Offer. |

Summary Description of the New Notes

The following is a brief summary of certain terms of the new notes. For a more complete description of the terms of the new notes, see Description of Notes in this prospectus.

| | |
|------------------------|--|
| Issuer | Acuity Brands Lighting, Inc. |
| Guarantors | Acuity Brands, Inc. and ABL IP Holding LLC. |
| Notes Offered | \$350,000,000 aggregate principal amount of 6.00% Senior Notes due 2019. |
| Maturity Date | December 15, 2019. |
| Interest Payment Dates | 6.00% per annum, payable semi-annually on June 15 and December 15 of each year, beginning on June 15, 2010. |
| Guarantees | Acuity Parent and ABL IP Holding will fully and unconditionally guarantee the payment of principal of and the premium, if any, and interest on the new notes. |
| Ranking | <p>The new notes will be the Company's senior unsecured obligations and will:</p> <ul style="list-style-type: none"> rank equally in right of payment with all of the Company's existing and future senior unsecured indebtedness; rank senior in right of payment to all of the Company's future subordinated indebtedness; be effectively subordinated in right of payment to any existing and future secured indebtedness of the Company and the Guarantors to the extent of the collateral securing such indebtedness; and be structurally subordinated in right of payment to indebtedness of Acuity Parent's subsidiaries (other than the Company and ABL IP Holding). |

The guarantees will be senior unsecured obligations of the Guarantors and will rank equally in right of payment with the Guarantors' other senior unsecured indebtedness from time to time outstanding.

Optional Redemption

The Company may redeem the new notes in whole or in part at any time and from time to time at the redemption price specified in Description of Notes' Optional Redemption.

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|------------------------------------|---|
| Change of Control Triggering Event | Upon the occurrence of a Change of Control Triggering Event, the Company will be required to make an offer to purchase the new notes at a price equal to 101% of their principal amount plus accrued and unpaid interest to the date of repurchase. See Description of Notes Repurchase Upon Change of Control Triggering Event. |
| Covenants | <p>The indenture under which the new notes will be issued will contain covenants for your benefit. These covenants will limit the ability of Acuity Parent and certain of its subsidiaries:</p> <ul style="list-style-type: none">to create certain liens;to enter into sale and lease-back transactions; orto consolidate, merge or sell, lease, transfer or otherwise dispose of its properties and assets substantially as an entirety. <p>These covenants will be, however, subject to significant exceptions and qualifications, which are described in this prospectus. See Description of Notes Certain Covenants.</p> |
| Form and Denomination | <p>The new notes will be issued in fully registered book-entry form and will be represented by global notes without interest coupons. The global notes will be deposited with a custodian for and registered in the name of a nominee of The Depository Trust Company (DTC) in New York, New York. Investors may elect to hold interests in the global notes through DTC and its direct or indirect participants as described under Description of Notes Book-Entry Procedures.</p> <p>The new notes will be issued only in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.</p> |
| Further Issues | We may, from time to time, without notice to or consent of holders of the new notes (Holders), create and issue additional notes having the same interest rate, maturity, ranking and other terms as the new notes offered hereby. Any such additional notes, together with the new notes offered hereby, will be considered part of the same series of notes under the indenture. |
| Transfer Restrictions | The new notes are not being offered for sale or exchange and may not be offered for sale or exchange directly or indirectly in Canada except in accordance with applicable securities laws of the provinces and territories of Canada. We are not required, and do not intend, to qualify by prospectus in Canada the new notes, and accordingly, the new notes will be subject to restriction on resale in Canada. |
| No Listing | The new notes will not be listed on any securities exchange. |

Risk Factors

See Risk Factors and other information included or incorporated by reference in this prospectus for a discussion of factors that you should carefully consider before deciding to invest in the new notes.

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The following table sets forth certain selected consolidated financial data of Acuity as of and for the nine-month periods ended May 31, 2010 and 2009 and as of and for each of the five fiscal years ended August 31, 2009. The selected consolidated financial data of Acuity presented below as of and for the fiscal years ended August 31, 2009, 2008 and 2007 and for the fiscal year ended August 31, 2006 have been derived from financial statements of Acuity, which, unless otherwise indicated, have been audited by Ernst & Young LLP, our independent registered public accounting firm. The selected consolidated financial data of Acuity presented below as of August 31, 2006, as of and for the fiscal year ended August 31, 2005 and as of and for the nine-month periods ended May 31, 2010 and 2009 have been derived from unaudited financial statements of Acuity. Amounts in our audited and unaudited financial statements have been restated to reflect the specialty products business as discontinued operations as a result of the spin-off of our specialty products business, Zep Inc. This historical information may not be indicative of our future performance. The information set forth below should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and the notes thereto, each contained in our Annual Report on Form 10-K for the fiscal year ended August 31, 2009, our Current Report on Form 8-K dated June 30, 2010, and our Quarterly Report on Form 10-Q for the quarter ended May 31, 2010, which have been incorporated into this prospectus by reference.

| | 2009 | Years Ended August 31, | | | 2005(1) | Nine Months Ended May 31 | |
|---|--------------|--|----------------|----------------|----------------|---------------------------------|--------------|
| | | 2008 | 2007(1) | 2006(1) | | 2010 | 2009 |
| | | (In thousands, except per-share and ratio data) | | | | | |
| Summary of Operations Data: | | | | | | | |
| Net Sales | \$ 1,657,404 | \$ 2,026,644 | \$ 1,964,781 | \$ 1,841,039 | \$ 1,637,902 | \$ 1,182,718 | \$ 1,234,792 |
| Cost of Products Sold | 1,022,308 | 1,210,849 | 1,220,466 | 1,188,202 | 1,101,198 | 705,619 | 765,067 |
| Gross Profits | 635,096 | 815,795 | 744,315 | 652,837 | 536,704 | 477,099 | 469,725 |
| Selling, Distribution and Administrative Expense | 454,606 | 540,097 | 521,892 | 500,426 | 449,143 | 362,228 | 339,257 |
| Special Charge | 26,737(2) | 14,638(3) | | | 19,405(4) | 5,166 | 26,635 |
| Impairment Charge | | | | 292 | 664 | | |
| Operating Profit | 153,753 | 261,060 | 222,423 | 152,119 | 67,492 | 109,705 | 103,833 |
| Other Expense | 26,430 | 30,510 | 28,237 | 33,296 | 34,817 | 31,504 | 19,694 |
| Income from Continuing Operations before Provision for Income Taxes | 127,323 | 230,550 | 194,186 | 118,823 | 32,675 | 78,201 | 84,139 |
| Provision for Income Taxes | 42,126 | 81,918 | 65,499 | 39,152 | 7,999 | 26,415 | 28,030 |
| Income from Continuing Operations | 85,197 | 148,632 | 128,687 | 79,671 | 24,676 | 51,786 | 56,109 |
| | (288) | (377) | 19,367 | 26,891 | 27,553 | 605 | (299) |

| | | | | | | | |
|---|-----------|-----------|-----------|-----------|-----------|------------|-----------|
| Income (Loss) from discontinued operations | | | | | | | |
| Net Income | 84,909 | 148,255 | 148,054 | 106,562 | 52,229 | 52,391 | 55,810 |
| Balance Sheet Data | | | | | | | |
| at period end): | | | | | | | |
| Cash and Cash equivalents | 18,683 | 297,096 | 213,674 | 80,520 | 86,740 | \$ 194,518 | \$ 28,290 |
| Total Assets(1) | 1,290,603 | 1,408,691 | 1,617,867 | 1,444,116 | 1,442,215 | 1,468,747 | 1,321,124 |
| Total Debt | 231,582 | 363,936 | 363,877 | 363,802 | 363,737 | 353,325 | 233,971 |
| Stockholders' Equity | 672,140 | 575,546 | 671,966 | 475,476 | 491,636 | 716,852 | 658,550 |
| Cash Dividends declared per Common Share | 0.52 | 0.54 | 0.60 | 0.60 | 0.60 | 0.39 | 0.39 |
| Other Data: | | | | | | | |
| Basic Earnings per Share from continuing operations | | | | | | | |