TIME WARNER INC
Form 8-K
November 03, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934
Date of Report (Date of Earliest Event Reported): November 3, 2006
TIME WARNER INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware	1-15062	13-4099534
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

One Time Warner Center, New York, New York 10019
(Address of Principal Executive Offices) (Zip Code)
212-484-8000
(Registrant s Telephone Number, Including Area Code)
Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

Time Warner Inc., a Delaware corporation (the Company or Time Warner), has recast its consolidated financial statements as of December 31, 2005 and 2004 and for each year in the three-year period ended December 31, 2005 and the related Management s Discussion and Analysis of Results of Operations and Financial Condition, including the accompanying schedule, to reflect (i) the Company s retrospective application of Financial Accounting Standards Board Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment*, which was adopted by the Company in 2006, (ii) the retrospective application of a change in accounting principle made in 2006 for recognizing programming inventory costs at Home Box Office, Inc., a subsidiary of the Company, and (iii) the retrospective presentation of certain businesses sold or transferred in 2006 as discontinued operations. These changes were previously reflected in the Company s most recent Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 that was filed with the Securities and Exchange Commission on November 1, 2006.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit	**Description**
99.1	Recast consolidated financial statements of Time Warner Inc. as of December 31, 2005 and 2004 and for each year in the three-year period ended December 31, 2005 and Management s Discussion and Analysis of Results of Operations and Financial Condition, including the accompanying schedule.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TIME WARNER INC.

By: /s/ Wayne H. Pace
Name: Wayne H. Pace
Title: Executive Vice President and Chief Financial Officer

Date: November 3, 2006

EXHIBIT INDEX

Exhibit	Description
99.1	Recast consolidated financial statements of Time Warner Inc. as of December 31, 2005 and 2004 and for each year in the three-year period ended December 31, 2005 and Management s Discussion and Analysis of Results of Operations and Financial Condition, including the accompanying schedule.

credit terminate in October 2004. 16,500,000 Other 639,489 ----------- 56,139,489 Less current maturities 4,000,000 ----------- $52,139,489 =========== (i) In October 2001, the Company entered into a $70 million credit agreement, which consists of a $40 million term loan and a $30 million revolving loan facility. The credit agreement is collateralized principally by all assets located in the United States of America. The new credit agreement replaced all borrowings under the previous finance agreement and increased the Company's borrowing capacity from $59 million to $70 million. The Company is restricted from paying dividends to stockholders. Also, the Company is required to maintain unencumbered cash or marketable securities of $4 million at the end of each fiscal quarter and to maintain a minimum fixed charge and interest coverage ratios, among other financial covenants. (ii) In addition to quarterly principal payments, the Company may be required to make additional principal payments based on results of the Company's domestic operating profits, as defined in the agreement. 7 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued (Unaudited) Note 4. Earnings Per Common Share Basic earnings per common share are calculated by dividing net income by the average common shares outstanding. On a diluted basis, shares outstanding are adjusted to assume the exercise of stock options. Three Months Ended December 31, ----------------------- 2001 2000 ---------- ---------- Net income $1,490,123 $1,243,784 ========== ========== Determination of shares: Weighted average number of common shares outstanding 5,513,734 5,513,734 Shares issuable on exercise of stock options, net of shares assumed to be purchased out of proceeds 37,936 2,274 ---------- ---------- Average common shares outstanding for diluted earnings per share computation 5,551,670 5,516,008 ========== ========== Earnings per common share: Basic $ 0.27 $ 0.23 ========== ========== Diluted $ 0.27 $ 0.23 ========== ========== The Company's Virgin Islands subsidiary, through the Industrial Development Commission of the Government of the Virgin Islands of the United States, has received a 90% exemption from income taxes on operating income. This exemption is effective through September 2020. The effect of this exemption was to increase earnings per share by $0.03 and $0.04 for the three months ended December 31, 2001 and 2000, respectively. Note 5. Segment and Geographical Information The Company operates primarily in the beverage alcohol industry in the United States. The Company reports its operating results in four segments: Bulk Alcohol Products (citrus brandy, citrus spirits, rum, cane spirits, fortified citrus wine, purchased distilled products and byproducts) Premium Branded Spirits (primarily rum and flavored rum) Bottling Operations (contract bottling services and proprietary and private label products) Vinegar and Cooking Wine (bulk vinegar, bulk cooking wine, vinegar stock and proprietary and private label case goods) The accounting policies of the reportable segments are the same as those referred to in Note 1 to the Consolidated Financial Statements. The Company evaluates the performance of its reportable segments based on income before income taxes, equity in income or loss of equity investee, interest income and interest expense. Material intersegment sales and transfers have been eliminated. 8 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued (Unaudited) Summarized financial information concerning the Company's reportable segments is shown in the following table. Net sales, operating income (loss), depreciation and amortization and capital expenditures for the Company's reportable segments for the three months ended December 31, 2001 and 2000, and identifiable assets as of December 31, 2001 and 2000, were as follows: THREE MONTHS ENDED DECEMBER 31, ------------------- 2001 2000 ------------------- (in thousands) NET SALES Bulk Alcohol Products $ 8,836 $ 9,384 Premium Branded Spirits 5,387 3,983 Bottling Operations 4,782 3,984 Vinegar and Cooking Wine 5,463 4,912 ------------------- $ 24,468 $ 22,263 =================== OPERATING INCOME (LOSS) Bulk Alcohol Products $ 2,889 $ 3,389 Premium Branded Spirits (171) (512) Bottling Operations 182 211 Vinegar and Cooking Wine 1,147 879 Corporate Operations and Other (1,561) (1,196) ------------------- $ 2,486 $ 2,771

==================== DEPRECIATION AND AMORTIZATION Bulk Alcohol Products $ 706 $ 778 Premium Branded Spirits 36 34 Bottling Operations 398 367 Vinegar and Cooking Wine 117 281 Corporate Operations and Other 107 60 -------------------- $ 1,364 $ 1,520 ==================== CAPITAL EXPENDITURES Bulk Alcohol Products $ 1,932 $ 651 Premium Branded Spirits 9 184 Bottling Operations 140 266 Vinegar and Cooking Wine 17 186 Corporate Operations and Other 76 42 -------------------- $ 2,174 $ 1,329 ==================== IDENTIFIABLE ASSETS Bulk Alcohol Products $ 68,937 $ 61,410 Premium Branded Spirits 7,594 8,270 Bottling Operations 23,206 22,427 Vinegar and Cooking Wine 20,569 20,388 Corporate Operations and Other 10,082 10,570 -------------------- $130,388 $123,065 ==================== 9 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued (Unaudited) Sales and operating income for the three months ended December 31, 2001 and 2000 and identifiable assets as of December 31, 2001 and 2000, classified by geographic area, were as follows: U. S. VIRGIN ISLANDS AND THREE MONTHS ENDED UNITED STATES THE BAHAMAS CONSOLIDATED ------------------ --- (in thousands) December 31, 2001: Net sales $22,538 $ 1,930 $ 24,468 Operating income 2,136 350 2,486 Identifiable assets 90,137 40,251 130,388 December 31, 2000: Net sales 19,251 3,012 22,263 Operating income 1,924 847 2,771 Identifiable assets 86,709 36,356 123,065 Included in net sales for the United States are export sales, primarily to Europe, Canada and the Caribbean, totaling approximately $3,116,000 and $1,451,000 for the three months ended December 31, 2001 and 2000, respectively. Note 6. Comprehensive income Comprehensive income is the total of net income and other changes in equity. Total comprehensive income for the three months ended December 31, 2001 and 2000 was as follows: THREE MONTHS ENDED DECEMBER 31, --------------------- 2001 2000 ------ ------ (in thousands) Net income $1,490 $1,244 Other comprehensive income, interest rate cap adjustment 51 34 ------ ------ $1,541 1,278 ====== ====== 10 ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FORWARD-LOOKING STATEMENTS Management's Discussion and Analysis contains "Forward-Looking Statements," as defined in section 27a of the Securities Act of 1933, as amended, and Section 21e of the Securities Exchange Act of 1934, as amended. Forward-Looking Statements are statements other than historical information or statements of current condition and relate to future events or the future financial performance of the company. Some Forward-Looking Statements may be identified by use of such terms as "believes," "anticipates," "intends" or "expects." Such Forward-Looking Statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such Forward-Looking Statements. The following is a list of factors, among others, that could cause actual results to differ materially from those contemplated by the Forward-Looking Statements: business conditions and fluctuations in certain market segments and industries and the general economy; competitive factors, including increased competition and price pressures; availability of third-party component products at reasonable prices; increased excise taxes; foreign currency exposure; changes in product mix between and among product lines; lower than expected customer orders and quarterly seasonal fluctuations of those orders; and product shipment interruptions. The Company undertakes no obligation to update or revise any Forward-Looking Statements, whether as a result of new information, future events or otherwise. INTRODUCTION The following discussion and analysis summarizes the significant factors affecting (i) consolidated results of operations of the Company for the three months ended December 31, 2001 compared to the three months ended December 31, 2000, and (ii) financial liquidity and capital resources. This discussion and analysis should be read in conjunction with the Company's consolidated financial statements and notes thereto included herein. Certain amounts presented in this Item 2 have been rounded to the nearest thousand or hundred thousand, as applicable, but the percentages calculated are based on actual amounts without rounding. The Company operates primarily in the beverage alcohol industry in the United States. The Company is a leading producer and supplier of brandy, rum, wine and spirits to other beverage alcohol manufacturers; produces, imports and markets premium branded spirits; bottles beverage alcohol and other beverages on a contract basis and under its own labels; and produces vinegar and cooking wine. The Company reports its operating results in four segments: Bulk Alcohol Products (citrus brandy, citrus spirits, rum, cane spirits, fortified citrus wine, purchased distilled products and byproducts); Premium Branded Spirits (primarily rum and flavored rum); Bottling Operations (contract bottling services and proprietary and private label products); and Vinegar and Cooking Wine (bulk vinegar, bulk cooking wine, vinegar stock and proprietary and private label case goods). Information regarding the net sales, operating income and total assets of each of the Company's business segments and information regarding geographic areas is set forth in Note 5 to the Consolidated

Financial Statements. The Company's net sales and gross margins (gross profit as a percentage of net sales) vary depending on the mix of business among the Company's products. Historically, gross margins have been highest in bulk alcohol products and premium branded spirits and lower in bottling operations and vinegar and cooking wine operations. The Company has a limited number of customers, and these customers often purchase bulk alcohol products in significant quantities or place significant orders for contract bottling services, distilled spirits, vinegar and cooking wine. Accordingly, the size and timing of purchase orders and product shipments can cause operating results to fluctuate significantly from quarter to quarter. Additionally, some Company products generate higher profit margins than others, and changes in the Company's product mix can cause gross margins to fluctuate. Certain aspects of the Company's business are seasonal, with increased demand for the Company's contract bottling services from April to October and increased production of the Company's bulk alcohol products from November to June, 11 corresponding to the Florida citrus harvest. As a result of these factors, the Company's operating results may vary significantly from quarter to quarter. Net sales represent the Company's gross sales less excise taxes. Excise taxes are generally payable on products bottled by the Company. In addition, excise taxes are payable on sales of industrial alcohol to certain customers. Accordingly, excise taxes vary from period to period depending upon the Company's product and customer mix. RESULTS OF OPERATIONS The following table sets forth statement of income items as a percentage of net sales. THREE MONTHS ENDED DECEMBER 31, ---------------------- 2001 2000 ----- ----- Net sales 100.0% 100.0% Cost of goods sold 69.1 65.5 ----- ----- Gross margin 30.9 34.5 Selling, general and administrative expenses 20.7 22.1 ----- ----- Operating income 10.2 12.4 Interest expense (3.2) (6.2) Other income, net 1.3 1.3 ----- ----- Income before income taxes 8.3 7.5 Income tax expense (2.2) (1.9) ----- ----- Net income 6.1% 5.6% ===== ===== The following table provides information on net sales of certain Company products. THREE MONTHS ENDED DECEMBER 31, --------------------------- 2001 2000 % CHANGE ------- ------- -------- (in thousands) Bulk Alcohol Products $ 8,836 $ 9,384 (5.8) Premium Branded Spirits 5,387 3,983 35.2 Bottling Operations 4,782 3,984 20.0 Vinegar and Cooking Wine 5,463 4,912 11.2 ------- ------- $24,468 $22,263 9.9 ======= ======= 12 RESULTS OF OPERATIONS (CONTINUED) The following table provides unit sales volume data for certain Company products. THREE MONTHS ENDED DECEMBER 31, ------------------------------ 2001 2000 % CHANGE ----- ----- -------- (in thousands) Bulk alcohol products: Distilled products, in proof gallons Citrus Brandy 363 466 (22.0) Citrus Spirits 156 143 9.0 Rum 847 1,142 (25.8) Cane Spirits 200 159 25.8 Fortified citrus wine, in gallons 2,704 2,680 0.9 Premium branded spirits, in cases 89 85 5.2 Bottling operations, in cases 1,432 841 70.3 Vinegar Bulk, in 100 grain gallons 1,352 1,141 18.6 Cases 169 157 7.3 Drums, in 100 grain gallons 378 146 159.7 Cooking Wine Bulk, in gallons 1,067 696 53.5 Cases 208 216 (4.0) THREE MONTHS ENDED DECEMBER 31, 2001 COMPARED TO THREE MONTHS ENDED DECEMBER 31, 2000. Unless otherwise noted, references to 2001 represent the three-month period ended December 31, 2001 and references to 2000 represent the three-month period ended December 31, 2000. NET SALES. Net sales were $24.5 million in 2001, an increase of 9.9% from net sales of $22.3 million in 2000. Net sales of bulk alcohol products were $8.8 million in 2001, a decrease of 5.8% from net sales of $9.4 million in 2000. The decrease resulted primarily from decreased shipments of rum from the Company's Virgin Islands subsidiary. Management believes that the decrease in rum shipments is due to the timing of customer orders and that rum shipments will return to normal levels by the end of fiscal 2002. Net sales of premium branded spirits were $5.4 million in 2001, an increase of 35.2% from net sales of $4.0 million in 2000. In 2001, net sales of premium branded spirits includes $1.6 million of bulk tequila sales. Excluding bulk tequila sales, net sales of premium branded spirits were $3.8 million in 2001, a decrease of 4.4% from net sales of $4.0 million in 2000. Bulk tequila sales represent the liquidation of inventory that was held to produce Porfidio tequila. Sales of the Company's Cruzan Rums and Cruzan Flavored Rums increased 11.5% and 47.0%, respectively, in 2001 compared to 2000. The strong sales increases in Cruzan Rums and Cruzan Flavored Rums were offset by large decreases in sales of Porfidio tequila and Antiqueno Aguardiente. As of September 2001, the Company was out of stock of Porfidio tequila. The Company has not received a shipment of Porfidio tequila since March 2001, and cannot predict when or whether shipments will resume. In addition, as a result of a trademark dispute with the Company, the producer of Antiqueno Aguardiente, one of the Company's premium branded spirits products, suspended shipments of this product to the Company in June 2001. Sales of this product amounted to $1.6 million in the fiscal year ended September 30, 2001. As of November 2001, the Company was out of stock of Antiqueno Aguardiente. The Company cannot predict when or whether shipments of this product will resume. Management believes that the decreases in sales of Porfidio Tequila and Antiqueno Aguardiente have not had, and are not expected to have, a material adverse effect on the Company's consolidated results of operations. 13 RESULTS OF OPERATIONS (CONTINUED) Net sales of the Company's bottling operations were $4.8 million in 2001, an increase of 20.0% from net sales of $4.0 million in 2000. The unit volume of the Company's bottling operations increased 70.3% in 2001 as a result of increased business with an existing customer. Management expects the unit volume in its bottling operations to increase over thirty percent for the fiscal year ending September 30, 2002, as a result of increased business with new and existing customers. Net sales of vinegar and cooking wine were $5.5 million in 2001, an increase of 11.2% from net sales of $4.9 million in 2000. Management believes that the increase in net sales is due to the timing of customer orders. GROSS PROFIT. Gross profit was $7.6 million in 2001, a decrease of 1.8% from gross profit of $7.7 million in 2000. Gross margin decreased to 30.9% in 2001 from 34.5% in 2000. The decrease in gross margin was primarily attributable to a decrease in shipments of bulk rum related to the timing of customer orders. SELLING, GENERAL AND ADMINISTRATIVE EXPENSES. Selling, general and administrative expenses were $5.1 million in 2001, an increase of 3.0% from $4.9 million in 2000. OPERATING INCOME. The following table sets forth the operating income (loss) by reportable segment of the Company for 2001 and 2000. THREE MONTHS ENDED DECEMBER 31, ------------------- 2001 2000 % CHANGE ------- ------- -------- (IN THOUSANDS) Bulk Alcohol Products $ 2,889 $ 3,389 (14.7) Premium Branded Spirits (171) (512) - Bottling Operations 182 211 (13.9) Vinegar and Cooking Wine 1,147 879 30.5 Corporate Operations and Other (1,561) (1,196) - ------- ------- $ 2,486 $ 2,771 (10.3) ======= ======= As a result of the above factors, operating income was $2.5 million in 2001, a decrease of 10.3% from operating income of $2.8 million in 2000. Included in operating loss of premium branded spirits was profit of $0.5 million related to bulk tequila sales. Excluding bulk tequila sales, operating loss of premium branded spirits would have been $0.7 million in 2001 compared to $0.5 million in 2000. INTEREST INCOME. The Company earns interest income on its cash, short-term investments and notes receivable. INTEREST EXPENSE. Interest expense was $0.8 million in 2001 and $1.4 million in 2000. The decrease in interest expense was due to lower interest rates during 2001 as compared to 2000. INCOME TAX EXPENSE. The Company's effective income tax rate was 26.6% in 2001 and 25.0% in 2000. The low tax rate was attributable to the Virgin Islands subsidiary, which has a 90% exemption from United States federal income taxes through September 2020. 14 FINANCIAL LIQUIDITY AND CAPITAL RESOURCES GENERAL The Company's principal use of cash in its operating activities is for purchasing raw materials to be used in its manufacturing operations, purchasing imported products for its premium branded spirits business and carrying inventories and receivables. The Company's source of liquidity has historically been cash flow from operations and its line of credit. Some of the Company's manufacturing operations are seasonal and the Company's borrowings on its line of credit vary during the year. For example, the Company uses citrus molasses as its primary raw material in the production of citrus brandy and spirits at its two Florida distilleries. The Company buys citrus molasses, a byproduct of citrus juice production, from local manufacturers of citrus juice and concentrate during the citrus harvest, which generally runs from November to June. The Company generally begins purchasing citrus molasses in November and builds inventory of citrus brandy and spirits. Due to the short life of the citrus molasses it purchases, the Company must manufacture and build inventory while raw materials are available. Another seasonal business of the Company is its contract bottling services. Demand for contract bottling services is highest during the months from April through October. Management believes that cash provided by its operating and financing activities will provide adequate resources to satisfy its working capital, liquidity and anticipated capital expenditure requirements for both its short-term and long-term needs. OPERATING ACTIVITIES Net cash provided by operating activities in 2001 was $8.4 million, which resulted from $2.8 million in net income adjusted for noncash items, and $5.6 million representing the net change in operating assets and liabilities. INVESTING AND FINANCING ACTIVITIES Net cash used in investing activities in 2001 was $4.4 million, which resulted primarily from $2.2 million of capital expenditures and a net increase of $2.0 million in short-term investments. Net cash used in financing activities in 2001 was $4.4 million, which resulted from payments of $2.5 million under the revolving credit facility, $1.0 million of long-term debt and $0.9 million in loan costs. The Company's revolving credit facility provides for maximum borrowings of $30 million. Borrowings under this facility were $16.5 million at December 31, 2001 (see Note 3 to the Consolidated Financial Statements). The Company's bank debt was $55.5 million as of December 31, 2001, and its ratio of total debt to equity was 1.1 to 1. The Company's share of the undistributed earnings of the Bahamian and Virgin Islands subsidiaries were approximately $8.4 million and $25.1 million, respectively, as of September 30, 2001. See Note 9 to the Company's consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended September 30, 2001 for additional information on income taxes related to these subsidiaries. Based on current plans and business conditions, management expects that its cash, cash equivalents, and short-term investments, together with any amounts generated from operations and available borrowings, will be sufficient to meet the Company's cash requirements for at least the next 12 months. 15 EFFECTS OF INFLATION AND CHANGING PRICES The Company's results of operations and financial condition have not been significantly affected by inflation and changing prices. The Company has been able, subject to normal competitive conditions, to pass along rising costs through increased selling prices. ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK The information required under this Item 3 is incorporated herein by reference to the Company's Annual Report on Form 10-K for the year ended September 30, 2001. PART II. OTHER INFORMATION ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K 3.1 Amended and Restated Certificate of Incorporation of Todhunter International, Inc. (1) 3.2 Amended and Restated By-Laws of Todhunter International, Inc. (6) 4.1 Form of Todhunter International, Inc. Common Stock Certificate (1) 10.6 Todhunter International, Inc. 1992 Stock Option Plan, as amended (3) 10.8 Lease, dated March 24, 1988, as amended, between Todhunter International, Inc. and Especially West Palm Beach, Inc. (1) 10.8(a) Amendment to Lease, dated January 1, 1997, between Todhunter International, Inc. and Florida Acquisition Fund Esperante, Ltd. (4) 10.16 Asset Purchase Agreement dated as of September 27, 1999, among Todhunter International, Inc. and Adams Wine Company d/b/a Monarch Wine Company of Georgia, and Howard J. Weinstein, David Paszamant, Jay Paszamant and Matthew Paszamant (5) 10.18 Executive Employment Agreement dated as of July 15, 1999, between Thomas A. Valdes and Todhunter International, Inc. (6) 10.19 Executive Employment Agreement dated as of July 15, 1999, between Jay S. Maltby and Todhunter International, Inc. (6) 10.20 Executive Employment Agreement dated as of July 15, 1999, between A. Kenneth Pincourt, Jr. and Todhunter International, Inc. (6) 10.21 Executive Employment Agreement dated as of July 15, 1999, between D. Chris Mitchell and Todhunter International, Inc. (6) 10.22 Amended and Restated Credit Agreement dated as of October 19, 2001, by and among Todhunter International, Inc., and each of the Financial Institutions Initially a Signatory thereto, and South Trust Bank (7) 11.1 Statement of Computation of Per Share Earnings (8) 21.1 Subsidiaries of Todhunter International, Inc. (2) 16 (1) Incorporated herein by reference to the Company's Registration Statement on Form S-1 (File No. 33-50848). (2) Incorporated herein by reference to the Company's Annual Report on Form 10-K for the year ended September 30, 1995. (3) Incorporated herein by reference to the Company's Annual Report on Form 10-K for the year ended September 30, 1997. (4) Incorporated herein by reference to the Company's Annual Report on Form 10-K for the year ended September 30, 1998. (5) Incorporated herein by reference to the Company's Report on Form 8-K for November 17, 1999. (6) Incorporated herein by reference to the Company's Annual Report on Form 10-K for the year ended September 30, 1999. (7) Incorporated herein by reference to the Company's Annual Report on Form 10-K for the year ended September 30, 2001. (8) Filed herewith and incorporated herein by reference to Note 4 of notes to consolidated financial statements, included in Item 1 of the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2001. (b) REPORTS ON FORM 8-K No reports on Form 8-K were filed during the first quarter ended December 31, 2001. 17 SIGNATURES Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. Date: February 11, 2002 /s/ A. Kenneth Pincourt, Jr. -- A. Kenneth Pincourt, Jr. Chairman and Chief Executive Officer Date: February 11, 2002 /s/ Troy Edwards -- Troy Edwards Chief Financial Officer, Treasurer and Controller 18