

FRESH DEL MONTE PRODUCE INC

Form 6-K

May 03, 2002

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K
REPORT OF FOREIGN ISSUER
Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the quarter ended March 29, 2002

Fresh Del Monte Produce Inc.
(Exact Name of Registrant as Specified in Its Charter)

The Cayman Islands
(State or Other Jurisdiction of
Incorporation or Organization)
Walker House, Mary Street
P.O. Box 908GT
George Town, Grand Cayman
(Address of Registrant's Principal Executive Office)
c/o Del Monte Fresh Produce Company
800 Douglas Road
North Tower, 12th Floor
Coral Gables, Florida 33134
(Address of Registrant's U.S. Executive Office)

[Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or
Form 40-F.]

Form 20-F Form 40-F

[Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information
to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.]

Yes No

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AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

(U.S. dollars in millions)

	<u>March 29, 2002</u>	<u>December 28, 2001</u>
	Unaudited	
Assets		
Current assets:		
Cash and cash equivalents	\$ 13.0	\$ 13.0
Trade accounts receivable, net of allowance of \$14.7 and \$13.9, respectively	185.8	141.2
Advances to growers and other receivables, net of allowance of \$13.7 and \$13.5, respectively	43.2	39.7
Inventories	196.4	178.5
Prepaid expenses and other current assets	19.7	9.5
	<u>458.1</u>	<u>381.9</u>
Total current assets	<u>458.1</u>	<u>381.9</u>
Investments in unconsolidated companies	43.6	42.9
Property, plant and equipment, net	668.7	658.1
Other noncurrent assets	33.9	37.0
Goodwill	77.0	77.0
	<u>1,281.3</u>	<u>1,196.9</u>
Total assets	<u>\$1,281.3</u>	<u>\$1,196.9</u>

See accompanying notes

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**FRESH DEL MONTE PRODUCE INC.
AND SUBSIDIARIES**

CONSOLIDATED BALANCE SHEETS (continued)
(U.S. dollars in millions, except share data)

	<u>March 29, 2002</u>	<u>December 28, 2001</u>
	Unaudited	
Liabilities and shareholders equity		
Current liabilities:		
Notes payable to banks	\$ 4.1	\$ 1.2
Accounts payable and accrued expenses	232.2	186.2
Current portion of long-term debt and capital lease obligations	47.7	49.9
Income taxes payable	16.4	12.7
	<hr/>	<hr/>
Total current liabilities	300.4	250.0
	<hr/>	<hr/>
Long-term debt	226.6	267.4
Capital lease obligations	22.5	14.8
Retirement benefits	53.9	53.2
Other noncurrent liabilities	41.4	41.0
Deferred income taxes	7.7	7.7
	<hr/>	<hr/>
Total liabilities	652.5	634.1
	<hr/>	<hr/>
Minority interest	8.9	12.3
Commitments and contingencies		
Shareholders equity:		
Preferred shares, \$0.01 par value; 50,000,000 shares authorized; none issued or outstanding		
Ordinary shares, \$0.01 par value; 200,000,000 shares authorized; 54,470,406 and 54,091,650 shares issued and outstanding, respectively	0.5	0.5
Paid-in capital	333.6	329.7
Retained earnings	300.8	236.4
Accumulated other comprehensive loss	(15.0)	(16.1)
	<hr/>	<hr/>
Total shareholders equity	619.9	550.5
	<hr/>	<hr/>
Total liabilities and shareholders equity	\$1,281.3	\$1,196.9
	<hr/>	<hr/>

See accompanying notes

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**FRESH DEL MONTE PRODUCE INC.
AND SUBSIDIARIES**

CONSOLIDATED STATEMENTS OF INCOME

Unaudited
(U.S. dollars in millions, except share data)

	Quarter ended	
	March 29, 2002	March 30, 2001
Net sales	\$ 537.4	\$ 534.3
Cost of products sold	430.8	450.3
	106.6	84.0
Gross profit		
Selling, general and administrative expenses	23.9	22.9
Amortization of goodwill		0.9
Asset impairment charges	4.7	
	78.0	60.2
Operating income		
Interest expense	4.8	11.2
Interest income	0.4	0.4
Other loss, net	(0.3)	(2.9)
	73.3	46.5
Income before provision for income taxes		
Provision for income taxes	6.2	5.4
	67.1	41.1
Net income		
Net income per share:		
Basic	\$ 1.24	\$ 0.76
	1.21	0.76
Diluted		
Dividends per ordinary share	\$ 0.05	\$
	0.05	
Weighted average number of ordinary shares outstanding:		
Basic	54,223,085	53,763,600
Diluted	55,392,568	53,763,600

See accompanying notes

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**FRESH DEL MONTE PRODUCE INC.
AND SUBSIDIARIES**

CONSOLIDATED STATEMENTS OF CASH FLOWS

Unaudited
(U.S. dollars in millions)

	Quarter ended	
	March 29, 2002	March 30, 2001
Operating activities:		
Net income	\$ 67.1	\$ 41.1
Adjustments to reconcile net income to cash provided by operating activities:		
Goodwill amortization		0.9
Depreciation and amortization other than goodwill	14.3	13.8
Asset impairment charges	4.7	
Equity in earnings of unconsolidated companies, net of dividends	(0.6)	(1.2)
Deferred income taxes		(0.2)
Other, net	0.7	2.3
Changes in operating assets and liabilities:		
Receivables	(47.6)	(41.2)
Inventories	(19.7)	(10.5)
Accounts payable and accrued expenses	49.5	35.7
Prepaid expenses and other current assets	(10.2)	(3.5)
Other noncurrent assets and liabilities	(1.3)	2.9
	56.9	40.1
Investing activities:		
Capital expenditures	(17.4)	(22.0)
Other investing activities, net	1.8	0.8
	\$(15.6)	\$(21.2)

See accompanying notes

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**FRESH DEL MONTE PRODUCE INC.
AND SUBSIDIARIES**

CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)
Unaudited
(U.S. dollars in millions)

	Quarter ended	
	March 29, 2002	March 30, 2001
Financing activities:		
Proceeds from long-term debt	\$ 92.6	\$ 73.7
Payments on long-term debt	(136.2)	(87.8)
Proceeds from short-term borrowings		1.4
Payments on short-term borrowings	(0.6)	(0.4)
Proceeds from stock options exercised	3.9	
Payment of cash dividends	(2.7)	
Other, net	1.2	(2.7)
	(41.8)	(15.8)
Effect of exchange rate changes on cash and cash equivalents	0.5	0.1
Cash and cash equivalents:		
Net change		3.2
Beginning balance	13.0	10.6
	\$ 13.0	\$ 13.8
Supplemental cash flow information:		
Cash paid for interest, net of capitalized interest	\$ 4.5	\$ 11.3
	\$ 1.9	\$ 0.4
Supplemental non-cash activities:		
Capital lease obligations for new assets	\$ 11.9	\$

See accompanying notes

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**FRESH DEL MONTE PRODUCE INC.
AND SUBSIDIARIES**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Unaudited

1. General

Fresh Del Monte Produce Inc. (Fresh Del Monte) was incorporated under the laws of the Cayman Islands on August 29, 1996 and is 54.9% owned by IAT Group Inc., which is 100% owned by members of the Abu-Ghazaleh family. In addition, members of the Abu-Ghazaleh family directly own 9.0% of the outstanding ordinary shares of Fresh Del Monte.

In the opinion of management, the accompanying unaudited consolidated financial statements of Fresh Del Monte and subsidiaries include all adjustments, consisting of normal recurring adjustments, necessary to present fairly their financial position as of March 29, 2002 and their operating results and cash flows for the period then ended. Interim results are subject to significant seasonal variations and may not be indicative of the results of operations that may be expected for the entire 2002 year. Certain amounts from 2001 have been reclassified to conform to the 2002 presentation.

For additional information, see Fresh Del Monte's Consolidated Financial Statements included in Fresh Del Monte's Annual Report on Form 20-F for the year ended December 28, 2001.

2. Inventories

Inventories consisted of the following (U.S. dollars in millions):

	March 29, 2002	December 28, 2001
Fresh produce, principally in transit	\$ 71.9	\$ 44.1
Raw materials and packaging supplies	60.2	70.0
Growing crops	64.3	64.4
	\$ 196.4	\$ 178.5

3. Impairment of Long-Lived Assets

Effective December 29, 2001, Fresh Del Monte adopted Statement of Financial Accounting Standards No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets (SFAS No. 144). SFAS No. 144 superseded Statement of Financial Accounting Standards No. 121,

Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of (SFAS No. 121) and the accounting and reporting provisions of Accounting Principles Board Opinion No. 30, Reporting the Results of Operations Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions, for the disposal of a segment of a business. SFAS No. 144 also amended Accounting Research Bulletin No. 51, Consolidated Financial Statements, to eliminate the exception to consolidation for a subsidiary for which control is likely to be temporary. Consistent with SFAS No. 121, SFAS No. 144 requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amount. Based on the continued operating losses of certain distribution facilities in South Africa and Argentina related to the other fresh produce segment and fair value estimates related to these assets, a charge of \$4.7 million for impairment of long-lived assets was recorded during the first quarter of 2002.

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**FRESH DEL MONTE PRODUCE INC.
AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
Unaudited**

4. Comprehensive Income

Fresh Del Monte had comprehensive income of \$68.2 million and \$42.5 million for the three months ended March 29, 2002 and March 30, 2001, respectively. Comprehensive income for the quarter ended March 29, 2002 consisted of net income, unrealized foreign currency translation gains and net unrealized gains and losses on derivatives. Comprehensive income for the quarter ended March 30, 2001 consisted primarily of net income, unrealized foreign currency translation losses and net unrealized gains and losses on derivatives.

5. Contingencies

Starting in December 1993, two of Fresh Del Monte's U.S. subsidiaries were named among the defendants in a number of actions in courts in Texas, Louisiana, Mississippi, Hawaii, Costa Rica and the Philippines involving allegations by numerous foreign plaintiffs that they were injured as a result of exposure to a nematocide containing the chemical dibromochloropropane (DBCP) during the period 1965 to 1990.

In December 1998, these subsidiaries entered into a settlement in the amount of \$4.6 million with counsel representing approximately 25,000 individuals. Of the six principal defendants in these DBCP cases, Dow Chemical Company, Shell Oil Company, Occidental Chemical Corporation and Chiquita Brands, Inc. have also settled these claims. Under the terms of the settlement, approximately 22,000 of these claimants dismissed their claims with prejudice and without payment. The 2,643 claimants who allege employment on a company-related farm in Costa Rica and the Philippines and who demonstrated some injury were offered a share of the settlement funds upon execution of a release. Over 98% of these claimants accepted the terms of the settlement, the majority of which has been recovered from insurance carriers. The remaining claimants did not accept the settlement proceeds and approximately \$268,000 was returned to Fresh Del Monte's subsidiaries.

On February 16, 1999, two of Fresh Del Monte's U.S. subsidiaries were served in the Philippines in an action entitled *Davao Banana Plantation Workers Association of Tiburcia, Inc. v. Shell Oil Co., et al.* The action is brought by the Banana Workers Association (Association) on behalf of its 34,852 members for injuries they allege to have incurred as a result of DBCP exposure. Approximately 13,000 members of the Association claim employment on a farm that was under contract to a Fresh Del Monte subsidiary at the time of DBCP use. Fresh Del Monte's subsidiaries filed motions to dismiss and for reconsideration on jurisdictional grounds, which were denied. Accordingly, Fresh Del Monte's subsidiaries answered the complaint denying all of plaintiff's allegations. Fresh Del Monte's subsidiaries believe that they have substantial defenses to the claims asserted by the Association. To date only 300 of more than 34,000 members have come forward to be tested. The court in the Philippines may set a date as early as the fourth quarter of 2002 for the trial to start. Discovery and medical testing of Association members can continue during the trial.

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**FRESH DEL MONTE PRODUCE INC.
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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
Unaudited**

5. Contingencies (continued)

Fresh Del Monte's U.S. subsidiaries have not settled the DBCP claims of approximately 3,500 claimants represented by different counsel who filed actions in Mississippi in 1996 and Hawaii in 1997. Each of those actions was dismissed by a federal district court on grounds of *forum non conveniens* in favor of the courts of the plaintiffs' home countries and appealed by the plaintiffs. As a result of the dismissal of the Hawaiian actions, several Costa Rican and Guatemalan individuals have filed the same type actions in those countries. On January 19, 2001, the Court of Appeals for the Fifth Circuit affirmed the dismissal of Fresh Del Monte's subsidiaries for *forum non conveniens* and lack of personal jurisdiction for the Mississippi actions, and on October 1, 2001, the United States Supreme Court denied plaintiffs' petition for an appeal. On May 31, 2001, the Hawaiian plaintiffs' appeal of the dismissal was granted, thereby remanding the action to the Hawaiian State court. A petition for an appeal to the United States Supreme Court was filed on October 9, 2001. On December 7, 2001, the Supreme Court requested the views of the Office of the Solicitor General on the petition. The Solicitor General has yet to provide its views.

On October 19, 2000, the Court of Appeals for the Fifth Circuit affirmed the dismissal of 23 non settling defendants who had filed actions in the United States District Court in Houston, Texas. As a result, the 23 plaintiffs who did not accept the settlement are precluded from filing any new DBCP actions in the United States.

On June 19, 1995, a group of several thousand plaintiffs in an action entitled *Lucas Pastor Canales Martinez, et al. v. Dow Chemical Co. et al.* sued one of Fresh Del Monte's U.S. subsidiaries along with several other defendants in the District Court for the Parish of St. Charles, Louisiana asserting claims similar to those arising in the Texas cases due from the alleged exposure to DBCP. That action was removed to the United States District Court in New Orleans and was subsequently remanded in September 1996. Fresh Del Monte's subsidiary has answered the complaint and asserted substantial defenses. Following the decision of the United States Court of Appeals for the Fifth Circuit in the Texas actions, this action was re-removed to federal court in November 2000. Fresh Del Monte's subsidiary has settled with all but 13 of the *Canales Martinez* plaintiffs. On October 25, 2001, defendants filed a motion to dismiss the action on grounds of *forum non conveniens* in favor of plaintiffs' home countries, which was argued on April 19, 2002. The motion remains pending.

On November 15, 1999, one of Fresh Del Monte's U.S. subsidiaries was served in two actions entitled, *Godoy Rodriguez, et al. v. AMVAC Chemical Corp., et al* and *Martinez Puerto, et al. v. AMVAC Chemical Corp., et al.*, in the 29th Judicial District Court for the Parish of St. Charles, Louisiana. These actions were removed to federal court, where they have been consolidated. These actions are brought on behalf of claimants represented by the same counsel who filed the Mississippi and Hawaii actions as well as a number of the claimants who have not accepted the settlement offer. Fresh Del Monte's subsidiary has been given an indefinite extension of time to respond to the complaints. At this time, it is not known how many of the 2,962 *Godoy Rodriguez* and *Martinez Puerto* plaintiffs are claiming against Fresh Del Monte's subsidiary. The court's disposition of the pending motion in the *Canales Martinez* action to dismiss on grounds of *forum non conveniens* will likely apply to these two cases as well.

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**FRESH DEL MONTE PRODUCE INC.
AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
Unaudited**

5. Contingencies (continued)

On January 8, 2001, local residents of Honolulu, Hawaii amended their complaint (the initial complaint did not include Fresh Del Monte's U.S. subsidiary as a defendant) in federal court to include one of Fresh Del Monte's subsidiaries as one of several defendants for injuries allegedly caused by consuming contaminated water. Fresh Del Monte's U.S. subsidiary has answered the complaint denying all the plaintiffs' claims and asserting substantial defenses. This matter is still in the early stage of the litigation, which has been bifurcated to address the claims of an initial set of 34 plaintiffs.

On or about October 20, 1997, one of Fresh Del Monte's subsidiaries and Nordeste Investimentos e Participacoes S.A. (Nordeste), Fresh Del Monte's subsidiary partner in two joint venture companies, Interfruit Brasil S.A. (IBSA) and International Produce Trading Ltd. (IPTL), agreed to submit to arbitration certain disputes that arose under joint venture agreements relating to the development of and exporting of produce from a banana plantation in Brazil. In its Request for Arbitration and Reply to Nordeste's Counterclaim, Fresh Del Monte's subsidiary asserted claims for breach of contract, breach of duty of loyalty, misappropriation of trade secrets and proprietary information. Fresh Del Monte's subsidiary sought injunctive relief and \$43 million in damages. Nordeste asserted in its Counterclaim that Fresh Del Monte's subsidiary breached certain contractual obligations and improperly terminated the joint venture agreements and sought to recover liquidated and other damages in the amount of approximately \$39.2 million. The hearing of the claims before the arbitral tribunal was conducted in October 1999. On May 10, 2000, the arbitrators issued their award requiring Fresh Del Monte's subsidiary to pay \$2 million to Nordeste and that Nordeste and Fresh Del Monte's subsidiary exchange the 50% ownership they each have in the two joint venture companies (IPTL and IBSA, respectively). Fresh Del Monte accrued for the \$2 million award. The May 10, 2000 award directed Fresh Del Monte's subsidiary to transfer to Nordeste all of its shares in Bananos do Brazil Ltda (Bandebras) which held the shares of IBSA. Unbeknownst to the arbitral tribunal, during the pendency of the arbitration Bandebras was renamed Del Monte Fresh Produce Brasil Ltda (DMFPB) and to it were transferred substantial assets and operations of Fresh Del Monte in Brazil.

On June 8, 2000 the arbitral tribunal issued an Addendum to Final Award, in which the Final Award was corrected to require Fresh Del Monte's subsidiary to transfer to Nordeste the shares of IBSA and not any other company. Fresh Del Monte's subsidiary has tendered payment of the \$2 million and has proposed to have a closing to effect the transfer of the shares of the two companies. Nordeste has declined Fresh Del Monte's subsidiary's tender.

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**FRESH DEL MONTE PRODUCE INC.
AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
Unaudited**

5. Contingencies (continued)

On July 24, 2001, DMFPB was served with a preliminary injunction issued by a judge of the Eighth Civil Court in Recife, Brazil enjoining Fresh Del Monte's subsidiary from transferring the assets and ownership of DMFPB as well as requiring the provision of certain information to the court on a monthly basis regarding DMFPB's business pending the resolution of Nordeste's action seeking enforcement of the May 10, 2000 arbitral award as originally entered, and declaring the addendum to that award a nullity. On August 6, 2001, DMFPB filed an appeal with the State of Pernambuco Appellate Tribunal seeking to revoke the preliminary injunction. The appeal contained a specific request addressed to the Reporting Judge of the Appellate Tribunal for the immediate suspension of the effects of the preliminary injunction. On August 21, 2001, the Reporting Judge denied DMFPB's specific request for an immediate suspension of the preliminary injunction. On December 21, 2001, the briefs in support of the principal appeal were filed, along with a motion for change of venue. On April 23, 2002, a new judge was assigned to hear the motion for a change of venue. Nordeste was given 10 days from April 23, 2002 to present its evidence in opposition to the motion for change of venue. The three judge panel of the Appellate Tribunal has yet to rule on the merits of DMFPB's principal appeal.

Fresh Del Monte's subsidiaries intend to vigorously defend themselves in all of these matters. At this time, management is not able to evaluate the likelihood of a favorable or unfavorable outcome in any of the above-described matters. Accordingly, management is not able to estimate the range or amount of loss, if any, on any of the above-described matters and no accruals have been recorded as of March 29, 2002, except for the previously noted accrual related to the Nordeste action.

In 1980, elevated levels of certain chemicals were detected in the soil and ground water at a plantation leased by one of Fresh Del Monte's U.S. subsidiaries in Honolulu, Hawaii (Kunia Well Site). Shortly thereafter, Fresh Del Monte's subsidiary discontinued the use of the Kunia Well Site and provided an alternate water source to area well users and the subsidiary commenced its own voluntary cleanup operation. In 1993, the Environmental Protection Agency (EPA) identified the Kunia Well Site for potential listing on the National Priorities List (NPL) under the Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended. On December 16, 1994, the EPA issued a final rule adding the Kunia Well Site to the NPL. On September 28, 1995, Fresh Del Monte's subsidiary entered into an order (Order) with the EPA to conduct the remedial investigation and the feasibility study of the Kunia Well Site. Under the terms of the Order, Fresh Del Monte's subsidiary submitted a remedial investigation report in November 1998 for review by the EPA. The EPA approved the remedial investigation report in February 1999. A final draft feasibility study was submitted for EPA review in December 1999 (and is updated from time to time), and it is expected that the feasibility study will be finalized by the fourth quarter of 2002.

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**FRESH DEL MONTE PRODUCE INC.
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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)
Unaudited**

5. Contingencies (continued)

Based on an updated draft of the final feasibility study in December 2001, the estimated remediation costs associated with this matter range from \$5.2 million to \$28.9 million. Certain portions of these estimates have been discounted using a 5% interest rate. The undiscounted estimates are between \$6.4 million and \$33.6 million. As a result of communications with the EPA, Fresh Del Monte recorded a charge of \$15.0 million in 2001 in addition to \$4.1 million previously recorded as an estimate of the expected future cleanup cost for the Kunia Well Site. Accordingly, an accrual of \$19.1 million is included in other noncurrent liabilities in the accompanying balance sheet at March 29, 2002.

In addition to the foregoing, Fresh Del Monte's subsidiaries are involved, from time to time, in various claims and legal actions incident to their operations, both as plaintiff and defendant. In the opinion of management, after consulting with legal counsel, none of these other claims are currently expected to have a material adverse effect on Fresh Del Monte's financial position or operating results.

6. Earnings Per Share

Basic and diluted per share income are calculated as follows (U.S. dollars in millions, except share data):

	Quarter ended	
	March 29, 2002	March 30, 2001
Numerator:		
Net income	\$ 67.1	\$ 41.1
Denominator:		
Denominator for basic earnings per share — weighted average number of ordinary shares outstanding	54,223,085	53,763,600
Effect of dilutive securities:		
Employee stock options	1,169,482	
Denominator for diluted earnings per share		