



International Flavors & Fragrances Annual Report 2002

Form 10-K (NYSE:IFF)

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SECURITIES

AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM 10-K Annual Report Pursuant to Section 13 of The Securities Exchange Act of 1934 For the fiscal year ended Commission File Number December 31, 2001 1-4858 International Flavors & Fragrances Inc. (Exact name of Registrant as specified in its charter) New York 13-1432060 (State or other (IRS jurisdiction Employer Identification of incorporation or No.) organization) 521 West 57th Street, New 10019 York, N.Y. (Address of principal (Zip Code) executive offices) Registrant's telephone number, including area code (212) 765-5500 Securities registered pursuant to Section 12(b) of the Act: Name of each exchange on Title of each class which registered ---
----- Common Stock, par value New York Stock Exchange 121/2c per share Securities registered pursuant to Section 12(g) of the Act: None (Title of Class) Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes No Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendments to this Form 10-K. The Registrant does not believe any of its common stock is held by "affiliates" of the Registrant within the meaning of Rule 405 of the Securities and Exchange Commission. See "Stock Ownership" in proxy statement incorporated by reference herein. The aggregate market value of all of the outstanding voting stock of Registrant as of March 1, 2002 was \$3,297,099,666. Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of March 1, 2002. 94,445,708 shares of Common Stock, par value 121/2c per share DOCUMENTS INCORPORATED BY REFERENCE Portions of the Registrant's Annual Report to Shareholders for the fiscal year ended December 31, 2001 (the "IFF 2001 Annual Report") are incorporated by reference in Parts I, II and IV of this Form 10-K. Portions of the Registrant's Proxy Statement to be sent in connection with the 2002 Annual Meeting (the "IFF 2002 Proxy Statement") are incorporated by reference in Part III of this Form 10-K.

PART I ITEM 1.

BUSINESS. International Flavors & Fragrances Inc., incorporated in New York in 1909 (the "Company"), is a leading creator and manufacturer of flavor and fragrance products used by other manufacturers to impart or improve flavor or fragrance in a wide variety of consumer products. Fragrance products are sold principally to manufacturers of perfumes, cosmetics, toiletries, hair care products, deodorants, soaps, detergents and air care products; flavor products are sold principally to manufacturers of prepared foods, beverages, dairy foods, pharmaceuticals and confectionery products. The present world-wide scope of the Company's business is in part the result of the 1958 combination of (i) the business conducted prior to the combination primarily in the United States by the Company under the name van Ameringen-Haebler, Inc. ("VAH") with (ii) the business conducted prior to the combination primarily in Europe by N. V. Polak & Schwarz's Essencefabrieken, a Dutch corporation ("P & S"). The P & S enterprise, founded in Holland in 1889, was also engaged in the manufacture and sale of flavor and fragrance products, with operations in a number of countries where VAH was not an important factor. In November 2000, the Company acquired Bush Boake Allen Inc. ("BBA"), an international flavor, fragrance and aroma chemical company with worldwide sales of \$499 million. This acquisition established the Company as the global leader in flavor markets where BBA was an important factor, strengthened the Company's already leading global fragrance position, enhanced the Company's product line and customer base, particularly in certain emerging markets, and broadened and enhanced the Company's management pool. During 2001, the Company made significant progress in integrating the Company and BBA, leading to cost savings, more efficient operations, and enhanced profitability. Integration activities will continue through 2002. In October 2000, the Company implemented a global reorganization under the broad umbrellas of Business Development and Operations, rather than separate divisions for flavors and fragrances. The responsibilities of Business Development, whose purpose is to drive top line growth of the Company, include category strategy, consumer research, product development, global sales and marketing, research and development coordination and technical application. The responsibilities of Operations, whose focus is on product delivery, product planning and increasing productivity, include global supply chain, manufacturing, customer service, quality control, logistics and distribution. This reorganization is providing better support and service to the Company's customers, many of whom require uniform global support to match their global businesses, while enhancing Company productivity, from the supply chain through manufacturing to product delivery and customer service. The Company has a Regional Manager covering each major geographical region of the world. The Regional Managers work with and are supported by both Business Development and Operations. The Company currently has 40 manufacturing facilities with the major manufacturing facilities being located in the United States, The Netherlands, France, Great Britain, Ireland, Spain, Switzerland, Germany, Argentina, Brazil, Mexico, China, Singapore, Philippines, Indonesia, Japan, India and Australia. The remaining manufacturing facilities are located in 8 other countries. The Company maintains its own sales and distribution facilities in 36 countries and is represented by sales agents in a few additional countries. The Company's principal executive offices are located at 521 West 57th Street, New York, New York 10019 (Tel. No. 212-765-5500). Except as the context otherwise indicates, the term "the Company" as used herein refers to the Registrant and its subsidiaries. Markets Fragrance products are used by customers in the manufacture of consumer products such as soaps, detergents, cosmetic creams, lotions and powders, lipsticks, after-shave lotions, deodorants, hair preparations, candles, air fresheners and all-purpose cleaners, as well as in other consumer products designed solely to appeal to the sense of smell, such as perfumes and colognes. The cosmetics industry, including perfume and toiletries 1 manufacturers, is one of the Company's two largest fragrance customer groups. Most of the major United States companies in this industry are customers of the Company, and five of the largest United States cosmetics companies are among its principal customers. The household products industry, including soaps and detergents, is the other important fragrance customer group. Four of the largest United States household product manufacturers are major customers of the Company. In the three years ended December 31, 2001, 2000 and 1999 sales of fragrance products accounted for approximately 55%, 59% and 59%, respectively, of the Company's total sales on a reported basis. Flavor products are sold principally to the food and beverage industries for use in consumer products such as soft drinks, candies, baked goods, desserts, prepared foods, dietary foods, dairy products, drink powders, pharmaceuticals, snack foods and alcoholic beverages. Two of the Company's largest customers for flavor products are major producers of prepared foods and

beverages in the United States. In the three years ended December 31, 2001, 2000 and 1999 sales of flavor products accounted for approximately 45%, 41% and 41%, respectively, of the Company's total sales on a reported basis. Products The Company's principal fragrance and flavor products consist of compounds of large numbers of ingredients blended by it under formulas created by its perfumers and flavorists. Most of these compounds contribute the total fragrance or flavor to the consumer products in which they are used. This fragrance or flavor characteristic is often a major factor in the public selection and acceptance of the consumer end product. A smaller amount of compounds is sold to manufacturers who further blend them to achieve the finished fragrance or flavor in their consumer products. Thousands of compounds are produced by the Company, and new compounds are constantly being created in order to meet the many and changing characteristics of its customers' end products. Most of the fragrance and flavor compounds are created and produced for the exclusive use of particular customers. The Company's flavor products also include extracts, concentrated juices, seasonings and concentrates derived from various fruits, vegetables, nuts, herbs and spices as well as microbiologically-derived ingredients. The Company's products are sold in solid and liquid forms and in amounts ranging from a few pounds to many tons, depending upon the nature of the product. The ingredients used by the Company in its compounds are both synthetic and natural. Most of the synthetic ingredients and key strategic natural ingredients are manufactured by the Company. While the major part of the Company's production of synthetic ingredients is used by it in its compounds, a substantial portion is sold to others. The natural ingredients are derived from flowers, fruits and other botanical products as well as from animal products. They contain varying numbers of organic chemicals, which are responsible for the fragrance or flavor of the natural product. The natural products are purchased for the larger part in processed or semi-processed form. Some are used in compounds in the state in which they are purchased and others after further processing. Natural products, together with various chemicals, are also used as raw materials for the manufacture of synthetic ingredients by chemical processes.

Market Developments The demand for consumer products utilizing flavors and fragrances has been stimulated and broadened by changing social habits resulting from various factors such as increases in personal income, employment of women, teen-age population, leisure time, health concerns and urbanization and by the continued growth in world population. In the fragrance field, these developments have expanded the market for hair care, candles and air care products and deodorant and personal wash products with finer fragrance quality, as well as the market for colognes, toilet waters, men's toiletries and other products beyond traditional luxury items such as perfumes. In the flavor field, similar market characteristics have stimulated the demand for products such as convenience foods, soft drinks and low-cholesterol and low-fat food products that must conform to expected tastes. New and improved methods of packaging, application and dispensing have been developed for many consumer products which utilize some of the Company's flavor or fragrance products. These developments have called for the 2 creation by the Company of many new compounds and ingredients compatible with the newly introduced materials and methods of application used in consumer end products.

Product Development and Research The development of new fragrance and flavor compounds is a complex artistic and technical process calling upon the combined knowledge and talents of the Company's creative perfumers and flavorists and its application chemists and research chemists. Through long experience, the perfumers and flavorists develop and refine their skill for creating fragrances or flavors best suited to the market requirements of the customers' products. An important contribution to the creation of new fragrance and flavor products is the development in the Company's research laboratories of new ingredients having fragrance or flavor value. The principal functions of the fragrance research program are to isolate and synthesize fragrance components found in natural substances and through chemical synthesis in order to develop new materials and better techniques for utilization of such materials. The principal functions of the flavor research program are to isolate and produce natural flavor ingredients utilizing improved processes. The work of the perfumers and flavorists is conducted in 38 fragrance and flavor laboratories in 27 countries. The Company maintains a research center at Union Beach, New Jersey. The Company spent \$135,248,000 in 2001, \$112,671,000 in 2000 and \$103,794,000 in 1999 on its research and development activities. These expenditures are expected to increase in 2002 to approximately \$149,000,000. Of the amount expended in 2001 on such activities, 63% was for fragrances and the balance was for flavors. The Company employed 1,060 persons in 2001 and 1,186 persons in 2000 in such activities. The business of the Company is not materially dependent upon any patents, trademarks or licenses.

Distribution Most of the Company's sales are made through its own sales force, operating from 8 sales offices in the United States and 53 sales offices in 35 foreign countries. Sales in other countries are made through sales agents. For the year ended December 31, 2001, 32% of the Company's sales were to customers in North America, 31% in Europe, 16% in Asia-Pacific, 14% in Latin America and 7% in Central Asia, Middle East. For other information with respect to the management of the Company's operations by major geographical region, see Note 12 of the Notes to the Company's Consolidated Financial Statements on pages 43-45 of the IFF 2001 Annual Report. Such Consolidated Financial Statements are incorporated by reference herein. The Company estimates that during 2001 its 30 largest customers accounted for about 48% of its sales, its four largest customers and their affiliates accounted for about 7%, 7%, 5% and 5%, respectively, of its sales, and no other single customer accounted for more than 3% of sales.

Governmental Regulation Manufacture and sale of the Company's products are subject to regulation in the United States by the Food and Drug Administration, the Agriculture Department, the Bureau of Alcohol, Tobacco and Firearms, the Environmental Protection Agency, the Occupational Safety and Health Administration, the Drug Enforcement Administration and state authorities. Foreign subsidiaries are subject to similar regulation in a number of countries. Compliance with existing governmental requirements regulating the discharge of materials into the environment has not materially affected the Company's operations, earnings or competitive position. The Company expects to spend in 2002 approximately \$6,100,000 in capital projects and \$12,300,000 in operating expenses and governmental charges for the purpose of complying with such requirements. The Company expects that in 2003 capital expenditures, operating expenses and governmental charges for such purpose will not be materially different.

3 Raw Material Purchases More than 5,000 different raw materials are purchased from many sources all over the world. The principal natural raw material purchases consist of essential oils, extracts and concentrates derived from fruits, vegetables, flowers, woods and other botanicals, animal products and raw fruits. The principal synthetic raw material purchases consist of organic chemicals. The Company believes that alternate sources of materials are available to enable it to maintain its competitive position in the event of any interruption in the supply of raw materials from present sources.

Competition The Company has more than 50 competitors in

the United States and world markets. While no single factor is responsible, the Company's competitive position is based principally on the creative skills of its perfumers and flavorists, the technological advances resulting from its research and development, the quality of its customer service and the support provided by its marketing and application groups, and its understanding of consumers. Although statistics are not available, the Company believes that it is the largest company producing and marketing on an international basis a wide range of fragrance and flavor products of the types manufactured by it for sale to manufacturers of consumer products. In particular countries and localities, the Company faces the competition of numerous companies specializing in certain product lines, among which are some companies larger than the Company and some more important in a particular product line or lines. Most of the Company's customers do not buy all their fragrance or flavor products from the same supplier, and some customers make their own fragrance or flavor compounds with ingredients supplied by the Company or others.

Employee Relations The Company at December 31, 2001 employed 5,929 persons, of whom 1,770 were employed in the United States. The Company has never experienced a work stoppage or strike and it considers that its employee relations are satisfactory.

Cautionary Statement Statements in this Annual Report on Form 10-K (including information incorporated herein by reference from the IFF 2001 Annual Report) which are not historical facts or information are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, and are subject to risks and uncertainties that could cause the Company's actual results to differ materially from those expressed or implied by such forward-looking statements. Risks and uncertainties with respect to the Company's business include general economic and business conditions, interest rates, the price and availability of raw materials, and political and economic uncertainties, including the fluctuation or devaluation of currencies in countries in which the Company does business. The Company intends its forward-looking statements to speak only as of the time of such statements, and does not undertake to update or revise them as more information becomes available.

4 ITEM 2. PROPERTIES. The principal manufacturing and research properties of the Company are as follows:

Location	Operation
----- United States	
New York, NY	Fragrance laboratories.
Augusta, GA	Production of fragrance chemical ingredients.
Hazlet, NJ	Production of fragrance compounds; fragrance laboratories.
South Brunswick, NJ	Production of flavor ingredients and compounds; flavor laboratories.
Union Beach, NJ	Research and development center.
Menomonee Falls, WI	Production of flavor compounds, flavor ingredients and bacterial cultures.
Carrollton, TX(1)	Production of seasonings.
Chicago, IL	Production of flavor ingredients and compounds.
Jacksonville, FL	Production of fragrance chemical ingredients.
Netherlands Hilversum	Flavor and fragrance laboratories.
Tilburg	Production of flavor and fragrance

compounds and
flavor ingredients.
France-Bois-
Colombes.....
Fragrance
laboratories.
Dijon.....
Production of
fragrance
ingredients and
compounds, flavor
ingredients and
compounds and
fruit preparations;
flavor laboratories.
Grasse.....
Production of
fragrance and
flavor ingredients;
fragrance
laboratories. Great
Britain
Haverhill.....
Production of flavor
compounds and
ingredients, and
fragrance-chemical
ingredients; flavor
laboratories. Long
Melford.....
Production of
seasonings.
Witham.....
Production of flavor
ingredients and
compounds. Ireland
Drogheda.....
Production of
fragrance
compounds. Spain
Benicarlo.....
Production of
fragrance-chemical
ingredients.
Switzerland
Reinach-Aargau.....
Production of fruit
preparations and
flavor ingredients
and compounds;
flavor laboratories.
Germany
Emmerich/Rhein.....
Production of fruit
preparations and
flavor ingredients
and compounds;
flavor laboratories.
Argentina
Garin.....
Production of flavor
ingredients and
compounds;
production of
fragrance
compounds; flavor
laboratories. Brazil
Rio de Janeiro.....

Production of
fragrance
compounds.

Taubate.....

Production of flavor
ingredients and
compounds; flavor
laboratories.

Mexico

Tlalnepantla.....

Production of flavor
compounds, fruit
preparations and
fragrance
compounds; flavor
and fragrance
laboratories. China

Guangzhou(1).....

Production of flavor
and fragrance
compounds; flavor
laboratories.

Shanghai(1).....

Flavor and
fragrance
laboratories. India

Chennai(2).....

Production of flavor
and fragrance
compounds and
flavor ingredients.

Location
Operation ---

Singapore
Jurong(3)---
Production
of flavor and
fragrance
compounds
and flavor
ingredients.

Science
Park Flavor
and
fragrance
laboratories.

Philippines
Manila(1)---
Production
of flavor and
fragrance
compounds
and flavor
ingredients.

Indonesia
Jakarta(3)--
Production
of flavor and
fragrance
compounds
and
ingredients;
flavor and
fragrance
laboratories.

Japan

Gotemba.....

Production
of flavor
compounds.

Australia
Melbourne---
Production
of flavor and
fragrance
compounds
and flavor
ingredients.

Sydney.....
Production
of
seasonings.

----- (1) Leased. (2) The Company has approximately a 75% interest in the subsidiary company which owns this facility. (3) Land is leased and building is owned. The principal executive offices of the Company and its New York laboratory facilities are located at 521 West 57th Street, New York City. As a result of the acquisition of BBA, the Company is currently in the process of consolidating or eliminating duplicate facilities. The Company believes that the facilities that will remain following this consolidation process will meet its present needs and anticipated needs for the foreseeable future. ITEM 3. LEGAL PROCEEDINGS. On September 7, 2001, the Company was named as a defendant in a purported class action brought against it in the Circuit Court of Jasper County, Missouri, on behalf of employees of a plant owned and operated by Gilster-Mary Lee Corp. in Jasper, Missouri. The plaintiffs are alleging that they sustained respiratory injuries in the workplace due to the use by Gilster-Mary Lee of a BBA flavor. All BBA and IFF flavors meet the requirements of the U. S. Food and Drug Administration and are safe for handling and use by workers in food manufacturing plants when used according to specified safety procedures. Based on the preliminary report issued by the National Institute for Occupational Safety and Health (NIOSH), it appears any injuries the plaintiffs may have suffered are related to inadequate workplace conditions. This case is in its preliminary stages. The Company does not expect this litigation to have a material adverse effect on the Company's financial condition, results of operations or liquidity. Over the past twenty years, various Federal and State authorities and private parties have claimed that the Company is a potentially responsible party as a generator of waste materials for alleged pollution at a number of waste sites operated by third parties located principally in New Jersey and seek to recover costs

incurred and to be incurred to clean up the sites. The waste site claims and suits usually involve million dollar amounts, and most of them are asserted against many potentially responsible parties. Remedial activities typically consist of several phases carried out over a period of years. Most site remedies begin with investigation and feasibility studies, followed by physical removal, destruction, treatment or containment of contaminated soil and debris, and sometimes by groundwater monitoring and treatment. To date, the Company's financial responsibility for some sites has been settled through agreements granting the Company, in exchange for one or more cash payments made or to be made, either complete release of liability or, for certain sites, release from further liability for early and/or later remediation phases, subject to certain "re-opener" clauses for later-discovered conditions. Settlements in respect of some sites involve, in part, payment by the Company, and other parties, of a percentage of the site's future remediation costs over a period of years. At present, only three sites remain the subject of significant unsettled claims. The Company believes that the amounts it has paid and anticipates paying in the future for clean-up costs and damages at all sites are not and will not be material to the Company's financial condition, results of operations or liquidity, because of the involvement of other large potentially responsible parties at most sites, because payment will be made over an extended time period and because, pursuant to an agreement reached in July 1994 with three of the Company's liability insurers, defense costs and indemnity amounts payable by the Company in respect of the sites will be shared by the insurers up to an agreed amount. ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS. Not applicable. Executive Officers of Registrant:

Year First
Became
Name Office
and Other
Business
Experience(2)
Age Officer ---

Richard A.
Goldstein(1)
Chairman of
the Board and
Chief
Executive 60
2000 Officer
since June
2000;
President and
Chief
Executive
Officer of
Unilever
United States,
Inc. and
Business
Group
President of
Unilever
North
American
Foods, home,
personal care
and food
products
companies,
prior thereto;
Director,
Legacy
Hotels;
Director,
Fiduciary
Trust
Company
International;
Director, The
Interpublic
Group of
Companies,
Inc.; Director,
Continuum

Health
Partners, Inc.
Julian W.
Boyd.....
Executive
Vice
President
since
November 57
2000-2000;
Chairman of
the Board,
President and
Chief
Executive
Officer of
Bush-Boake
Allen Inc., a
flavor and
fragrance
company,
prior thereto.
D. Wayne
Howard.....
Executive
Vice
President,
Global
Operations 46
2000 since
September
2000; Vice
President,
Supply Chain
Strategy of
Nordstrom,
Inc., a retailer,
from January
2000 to
August 2000;
Vice
President,
Strategic
Sourcing,
North
America of
Unilever
North
American
Foods, a
home,
personal care
and food
products
company,
from January
1998 to
December
1999; Vice
President,
Sourcing of
Lipton,
division of
Unilever, from
February
1997 to
December
1997; Vice

President,
Supply Chain
of Thomas J.
Lipton
Company, a
food products
company,
prior thereto.
7

Year First
Became Name
Office and Other
Business
Experience(2)
Age Officer ---- --

-- Carlos A.
Lobbeseo
Executive Vice
President,
Global Business
62-1993
Development
since
September
2000; Vice
President prior
thereto; Director.
Stephen A.
Block... Senior
Vice President,
General
Counsel and 57
1993 Secretary
since February
2000; Senior
Vice President,
Law &
Regulatory
Affairs, and
Secretary from
May 1999 to
February 2000;
Vice President,
Law &
Regulatory
Affairs, and
Secretary prior
thereto. Douglas
J. Wetmore
Senior Vice
President and
Chief Financial
44-1992 Officer
since
September
2000; Vice
President and
Chief Financial
Officer from April
1998 to
September
2000; Controller
prior thereto;
Director. Gail S.
Belmuth... Vice
President,

Corporate
Communications
38 2001 since
June 2001;
President and
COO of Banner
McBride North
America, a
change
management
consulting firm,
from May 2000
to May 2001;
Managing
Director,
Burson-
Marsteller, a
public relations
firm, from
December 1997
to May 2000;
Vice President,
Shepardson
Stern and
Kaminsky, an
advertising and
management
consulting firm,
prior thereto.
Clint D.
Brooks... Vice
President,
Research and
Development 50
2000 since
October 2000;
Director of
Chemical
Sciences,
Abbott
Laboratories, a
Pharmaceutical
company, prior
thereto. Steven
J. Heaslip. Vice
President,
Global Human
Resources 44
2001 since
September
2001; Senior
Vice President,
Human
Resources,
Elizabeth Arden,
a manufacturer
of prestige
beauty products,
prior thereto.

----- (1) Member of Executive Committee of the Board of Directors. (2) Employed by the Company or an affiliated company for the last five years, except as otherwise indicated. 8 PART II ITEM 5. MARKET FOR THE REGISTRANT'S COMMON STOCK AND RELATED SECURITY HOLDER MATTERS. (a) Market Information. The Company's common stock is traded principally on the New York Stock Exchange. The high and low stock prices for each quarter during the last two years were:

2001
2000 ---
- ----
Quarter
High

Low
High
Low -----

First..
\$22.76
\$19.75
\$37.94
\$28.75
Second..
28.20
21.25
37.81
28.81
Third..
31.60
24.97
30.94
17.38
Fourth..
31.69
24.10
20.81
14.69

(b) Approximate Number of Equity Security Holders.

(B) (A)
Number
of record
holders as
Title of
Class of
December
31, 2001 -

Common
stock, par
value 12
1/2c per
share
3,394

(c) Dividends. Cash dividends declared per share for each quarter since January 2000 were as follows:

2002
2001
2000 - -

First..
\$.15
\$.15
\$.38
Second
.15 .38
Third..
.15 .38
Fourth
.15 .15

ITEM 6. SELECTED FINANCIAL DATA. Information setting forth the selected financial data required by this Item 6 appears on page 50 of the IFF 2001 Annual Report. Such information is incorporated by reference in this Item 6. The BBA operating results are included in the Company's consolidated results from November 3, 2000, the date of the acquisition of BBA. ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION. The

Company's Management's Discussion and Analysis of Results of Operations and Financial Condition required by this Item 7 appears in the text under the caption "Management's Discussion and Analysis of Results of Operations and Financial Condition" on pages 25 to 31 of the IFF 2001 Annual Report. Such information is incorporated by reference in this Item 7.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK. Information on quantitative and qualitative disclosures about market risk required by this Item 7A appears in Note 14 on page 48 of the IFF 2001 Annual Report. Such information is incorporated by reference in this Item 7A.

9 ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA. The consolidated financial statements of the Company and its subsidiaries and the notes thereto, listed in Item 14(a)(1) and included in the IFF 2001 Annual Report on pages 33 through 48, together with the report thereon of PricewaterhouseCoopers LLP dated January 28, 2002 on page 32 of the IFF 2001 Annual Report, and quarterly financial information on page 49 of the IFF 2001 Annual Report, are incorporated herein by reference.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE. None.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT. The information relating to directors and nominees of the Company is set forth under the caption "Election of Directors" in the IFF 2002 Proxy Statement and is incorporated by reference herein. The information under the heading "Section 16(a) Beneficial Ownership Reporting Compliance" that appears in the IFF 2002 Proxy Statement is also incorporated by reference herein. See Part I, Item 4 for the Company's Executive Officers.

ITEM 11. EXECUTIVE COMPENSATION. The information relating to executive compensation is set forth under the captions "Summary Compensation," "Option Grants in 2001," "Aggregated Option Exercises in 2001 and Option Values at December 31, 2001," "Directors' Compensation," "Employment Contracts and Termination of Employment and Change-in-Control Arrangements," "Executive Separation Policy" and "Pension Plans" in the IFF 2002 Proxy Statement and such information is incorporated by reference herein.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT. The information relating to security ownership of management and certain beneficial owners is set forth under the captions "Election of Directors" and "Security Ownership" in the IFF 2002 Proxy Statement and such information is incorporated by reference herein.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS. The information regarding certain relationships and related transactions is set forth under the captions "Compensation Committee Interlocks and Insider Participation" and "Additional Information" in the IFF 2002 Proxy Statement and such information is incorporated by reference herein.

10 PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K. (a)(1) FINANCIAL STATEMENTS. The following consolidated financial statements, related notes and independent accountants' report from the IFF 2001 Annual Report are incorporated by reference into Item 8 of Part II of this Annual Report on Form 10-K:

Page No. ----	Consolidated Statements of Income and Retained Earnings for the three years ended December 31,	
	2001.....	33
	Consolidated Balance Sheet - December 31, 2001 and 2000.....	34
	Consolidated Statement of Cash Flows for the three years ended December 31,	
	2001.....	
	35 Notes to Consolidated Financial Statements.....	36
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(a)(2) FINANCIAL STATEMENT SCHEDULES. The following schedule is included in Part IV of this Annual Report on Form 10-K: ~~Schedule II - Valuation and Qualifying Accounts and Reserves for the three years ended December 31, 2001.....~~

	S-1 Report of Independent Accountants on Financial Statement Schedule.....	18
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All other schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto. (a)(3) EXHIBITS.

Number -----

~~2 Agreement and Plan of Merger dated as of September 25, 2000 among Registrant, Bush Boake Allen Inc. and B Acquisition Corp. incorporated by reference to Exhibit 2.1 to Registrant's Report on Form 8-K dated~~

September
25, 2000. 3 (i)
) Restated
Certificate of
Incorporation
of Registrant,
incorporated
by reference
to Exhibit 3 to
Registrant's
Report on
Form 10-K
for fiscal year
ended
December
31, 1993. 3
(ii) By-laws of
Registrant, as
amended
through
March 12,
2002. 4.1
Shareholders
Protection
Rights
Agreement
dated as of
March 21,
2000
between
Registrant
and The
Bank of New
York, as
Rights Agent,
incorporated
by reference
to Exhibit 4 to
Registrant's
Report on
Form 8-K
dated March
22, 2000.
4.1a First
Amendment
dated as of
September
26, 2000, to
Shareholder
Protection
Rights
Agreement,
incorporated
by reference
to Exhibit 4 to
Registrant's
Report on
Form 8-K
dated
September
26, 2000. 4.2
Specimen
Certificates of
Registrant's
Common
Stock bearing
legend
notifying of

Shareholder
Protection
Rights
Agreement,
incorporated
by reference
to Exhibit 4(b)

to
Registrant's
Registration
Statement on
Form S-3
filed on
September
29, 2000
(Reg. No.
333-46932).

4.3 Indenture,
dated as of
May 1, 2001,
between
International
Flavors &
Fragrances
Inc. and Bank
One Trust
Company, N.
A., as

Trustee,
incorporated
by reference
to Exhibit 4.1
to

Registrant's
Registration
Statement on
Form S-4
dated June
26, 2001
(Reg. No.
333-63910).

4.4 First
Supplemental
Indenture,
dated as of
May 7, 2001,
between
International
Flavors &
Fragrances
Inc. and Bank
One Trust &
Company, N.
A., as

Trustee,
incorporated
by reference
to Exhibit 4.2
to

Registrant's
Registration
Statement on
Form S-4
dated June
26, 2001
(Reg. No.
333-63910).

11
Number -----

4.5 Form of
6.45% Note
due 2006
(included in
4.4),
incorporated
by reference to
Exhibit 4.2.1 to
Registrant's
Registration
Statement on
Form S-4
dated June 26,
2001 (Reg. No.
333-63910).

4.6
Registration
Rights
Agreement,
dated May 7,
2001, among
International
Flavors &
Fragrances
Inc. and
Salomon Smith
Barney Inc.,
Banc One
Capitals
Markets, Inc.,
First Union
Securities, Inc.
and Tokyo-
Mitsubishi
International
plc, as
representatives
of the Initial
Purchasers,
incorporated
by reference to
Exhibit 4.3 to
Registrant's
Registration
Statement on
Form S-4
dated June 26,
2001 (Reg. No.
333-63910). 9
Not applicable.

* 10.1
Memorandum
of
Understanding
between
Registrant and
Richard A.
Goldstein,
Chairman of
the Board and
Chief
Executive
Officer of
Registrant,
approved by
Registrant's
Board of
Directors on

April 13, 2000,
incorporated
by reference to
Exhibit 10(a) to
Registrant's
Report on
Form 10-Q
dated August
14, 2000. *10.2
Agreement
dated June 23,
1998 between
Registrant and
Carlos A.
Lobbosco,
Executive Vice
President of
Registrant,
incorporated
by reference to
Exhibit 10(a) to
Registrant's
Report on
Form 10-Q
dated
November 13,
1998. *10.2a
Agreement
dated as of
October 1,
1999 between
Registrant and
Carlos A.
Lobbosco,
Executive Vice
President of
Registrant,
incorporated
by reference to
Exhibit 10(e) to
Registrant's
Report on
Form 10-K for
fiscal year
ended
December 31,
1999. *10.2b
Agreement
dated July 25,
2001 between
Registrant and
Carlos A.
Lobbosco,
Executive Vice
President,
Business
Development,
incorporated
by reference to
Exhibit 10(b) to
Registrant's
Report on
Form 10-Q
dated August
14, 2001. *10.3
Separation
Agreement
dated as of

July 16, 2001
between
Registrant and
William S.
Kane, Vice
President,
Human
Resources of
Registrant,
incorporated
by reference to
Exhibit 10(e) to
Registrant's
Report on
Form 10-Q
dated August
14, 2001. *10.4
Supplemental
Retirement
Plan adopted
by Board of
Directors on
October 29,
1986,
incorporated
by reference to
Exhibit 10(e) to
Registrant's
Report on
Form 10-Q
dated May 14,
1997. *10.5
Registrant's
Supplemental
Retirement
Investment
Plan adopted
by Registrant's
Board of
Directors on
November 14,
1989, as
amended
through June
30, 2000,
incorporated
by reference to
Exhibit 10(f) to
Registrant's
Report on
Form 10-K for
the fiscal year
ending
December 31,
2000. *10.6
Registrant's
2000 Stock
Award and
Incentive Plan
adopted by
Registrant's
Board of
Directors on
March 9, 2000,
as amended by
the Board on
November 14,
2000,

incorporated
by reference to
Exhibit 10(g) to
Registrant's
Report on
Form 10-K for
the fiscal year
ending
December 31,
2000. *10.7
2000

Supplemental
Stock Award
Plan adopted
by Registrant's
Board of
Directors on
November 14,
2000,

incorporated
by reference to
Exhibit 99.1 to
Registrant's
Registration
Statement on
Form S-8 filed
on December
7, 2000 (Reg.
No. 333-
51436). *10.8

Restated
Management
Incentive
Compensation
Plan of

Registrant,
incorporated
by reference to
Exhibit A to the
Registrant's
Proxy
Statement
dated March
28, 1995. *10.9

Registrant's
Executive
Death Benefit
Plan effective
July 1, 1990,

incorporated
by reference to
Exhibit 10(c) to
Registrant's
Report on
Form 10-Q
dated May 14,
1997. *10.10

Registrant's
"Vision 2001
Compensation
Program"
adopted by
Registrant's
Board of
Directors on
December 12,
2000,
incorporated

by reference to Exhibit 10(k) to Registrant's Report on Form 10-K for the fiscal year ended December 31, 2000. *10.11 Registrant's Executive Separation Policy, approved by Registrant's Board of Directors on October 10, 2000, incorporated by reference to Exhibit 10(l) to Registrant's Report on Form 10-K for the fiscal year ended December 31, 2000.

12
Number -----
10.12 Trust Agreement dated October 4, 2000 among Registrant, First Union National Bank and Buck Consultants Inc. approved by Registrant's Board of Directors on September 12, 2000, incorporated by reference to Exhibit 10(b) to Registrant's Report on Form 10-Q dated November 14, 2000. *10.13 Stock Option Plan for Non-Employee Directors, incorporated by reference to Exhibit 10(h) to Registrant's Report on

Form 10-Q
dated May 14,
1997. *10.13a
2000 Stock
Option Plan
for Non-
Employee
Directors
adopted by
Registrant's
Board of
Directors on
February 8,
2000,
incorporated
by reference
to the
Registrant's
Proxy
Statement
dated March
29, 2000.
*10.14
Director
Charitable
Contribution
Program
adopted by
the Board of
Directors on
February 14,
1995,
incorporated
by reference
to Exhibit 10(j)
to Registrant's
Report on
Form 10-K for
the fiscal year
ended
December 31,
1994. *10.15
Resolutions
approving
Non-
Employee
Directors'
Annual Stock
Grant
Program
adopted by
Registrant's
Board of
Directors on
September
12, 2000,
incorporated
by reference
to Exhibit
99(c) to
Registrant's
Registration
Statement on
Form S-3 filed
on September
29, 2000
(Reg. No.
333-46932).

*10.16
Registrant's
Directors'
Deferred
Compensation
Plan adopted
by
Registrant's
Board of
Directors on
September
15, 1981 as
amended
through
September 1,
2000,
incorporated
by reference
to Exhibit
99(d) to
Registrant's
Registration
Statement on
Form S-3 filed
on September
29, 2000
(Reg. No.
333-46932).

*10.17
Registrant's
1997
Employee
Stock Option
Plan,
incorporated
by reference
to Exhibit A to
the
Registrant's
Proxy
Statement
dated March
27, 1997.

*10.17a
Amendments
to 1997
Employee
Stock Option
Plan adopted
by
Registrant's
Board of
Directors on
February 8,
2000,
incorporated
by reference
to Exhibit
10(II) to
Registrant's
Report on
Form 10-K for
the fiscal year
ended
December 31,
1999.

*10.18
Registrant's
Global

Employee
Stock
Purchase
Plan adopted
by
Registrant's
Board of
Directors on
November 14,
2000,
incorporated
by reference
to Exhibit B to
Registrant's
Proxy
Statement
dated March
30, 2001.

*10.19
Registrant's
Senior Officer
Stock
Exercise Loan
Program
adopted by
Registrant's
Board of
Directors on
November 13,
2001. 10.20

Amended and
Restated 364-
day Credit
Agreement
dated as of
May 30, 2000
among
Registrant, as
Borrower,
certain Initial
Lenders,
Citibank, N.A.,
as Agent, and
Salomon
Smith Barney
Inc., as
Arranger,
incorporated
by reference
to Exhibit
10(c) to
Registrant's
Report on
Form 10-Q
dated August
14, 2000.

10.21 180-day
Credit
Agreement
dated as of
November 2,
2000 among
Registrant, as
Borrower,
certain Initial
Lenders,
Citibank, N.A.
as Agent and

Salomon
Smith-Barney
Inc. as
Arranger,
incorporated
by reference
to Exhibit
10(v) to
Registrant's
Report on
Form 10-K for
the fiscal year
ending
December 31,
2000. 10.22
364-day
Credit
Agreement
dated as of
November 28,
2000 among
Registrant as
Borrower,
certain Initial
Lenders,
Citibank, N.A.
as Agent,
First Union
National Bank
and Bank of
Tokyo-
Mitsubishi
Trust
Company, as
Syndication
Agents, Fortis
(USA)
Finance LLC.,
as Co-Agent,
and Salomon
Smith-Barney
Inc. as
Arranger,
incorporated
by reference
to Exhibit
10(w) to
Registrant's
Report on
Form 10-K for
the fiscal year
ending
December 31,
2000. 10.22a
Letter
Amendment
dated as of
December 31,
2000 to the
364-day
Credit
Agreement
dated as of
November 28,
2000 among
Registrant, as
Borrower,
certain Initial

Lenders,
Citibank, N.A.,
as Agent, First
Union
National Bank
and Bank of
Tokyo-
Mitsubishi
Trust

Company, as
Syndication
Agents, Fortis
(USA)

Finance LLC.,
as Co-Agent,
and Salomon
Smith Barney
Inc., as
Arranger,
incorporated
by reference
to Exhibit
10(a) to
Registrant's
Report on
Form 10-Q
dated August
14, 2001.

13

Number ----- 10.23-364-
day Credit Agreement
dated as of September
26, 2001 among the
Company, as Borrower,
certain Initial Lenders,
Citibank N.A., as
Administrative Agent,
and Salomon Smith
Barney Inc., as Arranger,
incorporated by
reference to Exhibit
10(a) to Registrant's
Report on Form 10-Q
dated November 14,
2001. 10.24 Five Year
Credit Agreement dated
as of September 26,
2001 among the
Company, as Borrower,
certain Initial Lenders,
Citibank N.A., as
Administrative Agent,
and Salomon Smith
Barney Inc., as Arranger,
incorporated by
reference to Exhibit
10(b) to Registrant's
Report on Form 10-Q
dated November 14,
2001. 10.25 Credit
Agreement dated as of
September 27, 2001 by
and between the
Company and Bank of
Tokyo-Mitsubishi Trust
Company, incorporated
by reference to Exhibit
10(c) to Registrant's

Report on Form 10-Q dated November 14, 2001. 11 Not applicable. 12 Not applicable. 13 Registrant's 2001 Annual Report, except for those portions thereof that are expressly incorporated by reference in this Form 10-K, this exhibit is furnished only for the information of the Commission and is not deemed to be filed as part of this Form 10-K. 16 Not applicable. 18 Not applicable. 21 List of Principal Subsidiaries. 22 Not applicable. 23 Consent of PricewaterhouseCoopers LLP. 24 Powers of Attorney authorizing Douglas J. Wetmore and Stephen A. Block to sign this report and amendments thereto on behalf of certain directors and officers of the Registrant. 28 Not applicable. 99 None.

----- * Management contract or compensatory plan or arrangement. (b) REPORTS ON FORM 8-K The Company filed the following report on Form 8-K during the last quarter of the fiscal year ended December 31, 2001. . Report on Form 8-K dated October 5, 2001 and filed October 5, 2001, describing in Item 5 a purported class action law suit brought against the Company in Circuit Court of Jasper County, Missouri by the employees of a microwave popcorn plant owned and operated by Gilster-Mary Lee Corp. 14 Report of Independent Accountants on Financial Statement Schedule To the Board of Directors of International Flavors & Fragrances Inc. Our audits of the consolidated financial statements referred to in our report dated January 28, 2002 appearing in the 2001 Annual Report to Shareholders of International Flavors & Fragrances Inc. (which report and consolidated financial statements are incorporated by reference in this Annual Report on Form 10-K) also included an audit of the financial statement schedule listed in Item 14(a)(2) of this Form 10-K. In our opinion, this financial statement schedule presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. PRICEWATERHOUSECOOPERS LLP New York, New York January 28, 2002 15 Pursuant to the requirements of Section 13 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. INTERNATIONAL FLAVORS & FRAGRANCES INC. (Registrant) By /s/ DOUGLAS J. WETMORE ----- Douglas J. Wetmore Senior Vice President and Chief Financial Officer Dated: March 28, 2002 Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated: } } Principal Executive Officer: } } RICHARD A. GOLDSTEIN } } Chairman of the Board and } Chief Executive Officer } } Principal Financial and Accounting Officer: } } DOUGLAS J. WETMORE } } Senior Vice President and } Chief Financial Officer } } Directors: } } MARGARET HAYES ADAME } } GUNTER BLOBEL } } JAMES R. CANTALUPO } } By /s/ STEPHEN A. BLOCK J. MICHAEL COOK } } ----- PETER A. GEORGESCU } } Stephen A. Block RICHARD A. GOLDSTEIN } } Attorney in fact CARLOS A. LOBBOSCO } } ARTHUR C. MARTINEZ } } March 28, 2002 HENRY P. VAN AMERINGEN } } WILLIAM D. VAN DYKE, III } } DOUGLAS J. WETMORE }

Original powers of attorney authorizing Douglas J. Wetmore and Stephen A. Block, and each of them, to sign this report on behalf of certain directors and officers of the Registrant have been filed with the Securities and Exchange Commission. 16 SCHEDULE II INTERNATIONAL FLAVORS & FRAGRANCES INC. AND SUBSIDIARIES SCHEDULE II--VALUATION AND QUALIFYING ACCOUNTS AND RESERVES (In thousands)

For the
Year
Ended
December
31, 2001 -

Additions
charged
Trans-
Balance

at to costs
Accounts
lation
Balance
beginning
and
written
adjust- at
end of of
period
expenses
off ments
period -----

Allowance
for
doubtful
accounts
\$11,074
\$2,947
\$2,306
\$(880)
\$10,835
=====

=====
=====
=====
=====
=====
For the
Year
Ended
December
31, 2000-

Additions
charged
Trans-
Balance
at to costs
Accounts
lation
Balance
beginning
and
written
adjust- at
end of of
period
expenses
off ments
period -----

Allowance
for
doubtful
accounts
\$10,013
\$2,359 \$
963
\$(335)
\$11,074
=====

=====

of Registrant,
incorporated
by reference to
Exhibit 3 to
Registrant's
Report on
Form 10-K for
fiscal year
ended
December 31,
1993. 3 (ii) By-
laws of
Registrant, as
amended on
March 12,
2002. 4.1
Shareholders
Protection
Rights
Agreement
dated as of
March 21,
2000 between
Registrant and
The Bank of
New York, as
Rights Agent,
incorporated
by reference to
Exhibit 4 to
Registrant's
Report on
Form 8-K
dated March
22, 2000. 4.1a
First
Amendment
dated as of
September 26,
2000, to
Shareholder
Protection
Rights
Agreement,
incorporated
by reference to
Exhibit 4 to
Registrant's
Report on
Form 8-K
dated
September 26,
2000. 4.2
Specimen
Certificates of
Registrant's
Common Stock
bearing legend
notifying of
Shareholder
Protection
Rights
Agreement,
incorporated
by reference to
Exhibit 4(b) to
Registrant's
Registration

Statement on
Form S-3 filed
on September
29, 2000 (Reg.
No. 333-
46932). 4.3
Indenture,
dated as of
May 1, 2001,
between
International
Flavors &
Fragrances
Inc. and Bank
One Trust
Company, N.
A., as Trustee,
incorporated
by reference to
Exhibit 4.1 to
Registrant's
Registration
Statement on
Form S-4
dated June 26,
2001 (Reg. No.
333-63910).
4.4 First
Supplemental
Indenture,
dated as of
May 7, 2001,
between
International
Flavors &
Fragrances
Inc. and Bank
One Trust &
Company, N.
A., as Trustee,
incorporated
by reference to
Exhibit 4.2 to
Registrant's
Registration
Statement on
Form S-4
dated June 26,
2001 (Reg. No.
333-63910).
4.5 Form of
6.45% Note
due 2006
(included in
4.4),
incorporated
by reference to
Exhibit 4.2.1 to
Registrant's
Registration
Statement on
Form S-4
dated June 26,
2001 (Reg. No.
333-63910).
4.6
Registration
Rights

Agreement,
dated May 7,
2001, among
International
Flavors &
Fragrances
Inc. and
Salomon Smith
Barney Inc.,
Banc One
Capitals
Markets, Inc.,
First Union
Securities, Inc.
and Tokyo-
Mitsubishi
International
plc, as
representatives
of the Initial
Purchasers,
incorporated
by reference to
Exhibit 4.3 to
Registrant's
Registration
Statement on
Form S-4
dated June 26,
2001 (Reg. No.
333-63910). 9
Not applicable.
10.1
Memorandum
of
Understanding
between
Registrant and
Richard A.
Goldstein,
Chairman of
the Board and
Chief
Executive
Officer of
Registrant,
approved by
Registrant's
Board of
Directors on
April 13, 2000,
incorporated
by reference to
Exhibit 10(a) to
Registrant's
Report on
Form 10-Q
dated August
14, 2000. 10.2
Agreement
dated June 23,
1998 between
Registrant and
Carlos A.
Lobbosco,
Executive Vice
President of
Registrant,

incorporated
by reference to
Exhibit 10(a) to
Registrant's
Report on
Form 10-Q
dated
November 13,
1998. 10.2a
Agreement
dated as of
October 1,
1999 between
Registrant and
Carlos A.
Lobbosco,
Executive Vice
President of
Registrant,
incorporated
by reference to
Exhibit 10(e) to
Registrant's
Report on
Form 10-K for
fiscal year
ended
December 31,
1999. 10.2b
Agreement
dated July 25,
2001 between
Registrant and
Carlos A.
Lobbosco,
Executive Vice
President,
Business
Development,
incorporated
by reference to
Exhibit 10(b) to
Registrant's
Report on
Form 10-Q
dated August
14, 2001. 10.3
Separation
Agreement
dated as of
July 16, 2001
between
Registrant and
William S.
Kane, Vice
President,
Human
Resources of
Registrant,
incorporated
by reference to
Exhibit 10(c) to
Registrant's
Report on
Form 10-Q
dated August
14, 2001.
Number -----

10.4
Supplemental
Retirement
Plan adopted
by Board of
Directors on
October 29,
1986,
incorporated
by reference
to Exhibit
10(e) to
Registrant's
Report on
Form 10-Q
dated May 14,
1997. 10.5
Registrant's
Supplemental
Retirement
Investment
Plan adopted
by
Registrant's
Board of
Directors on
November 14,
1989, as
amended
through June
30, 2000,
incorporated
by reference
to Exhibit 10(f)
to Registrant's
Report on
Form 10-K for
the fiscal year
ending
December 31,
2000. 10.6
Registrant's
2000 Stock
Award and
Incentive Plan
adopted by
Registrant's
Board of
Directors on
March 9,
2000, as
amended by
the Board on
November 14,
2000,
incorporated
by reference
to Exhibit
10(g) to
Registrant's
Report on
Form 10-K for
the fiscal year
ending
December 31,
2000. 10.7
2000
Supplemental

Stock Award
Plan adopted
by
Registrant's
Board of
Directors on
November 14,
2000,
incorporated
by reference
to Exhibit 99.1
to Registrant's
Registration
Statement on
Form S-8 filed
on December
7, 2000 (Reg.
No. 333-
51436). 10.8
Restated
Management
Incentive
Compensation
Plan of
Registrant,
incorporated
by reference
to Exhibit A to
the
Registrant's
Proxy
Statement
dated March
28, 1995. 10.9
Registrant's
Executive
Death Benefit
Plan effective
July 1, 1990,
incorporated
by reference
to Exhibit
10(c) to
Registrant's
Report on
Form 10-Q
dated May 14,
1997. 10.10
Registrant's
"Vision 2001
Compensation
Program"
adopted by
Registrant's
Board of
Directors on
December 12,
2000,
incorporated
by reference
to Exhibit
10(k) to
Registrant's
Report on
Form 10-K for
the fiscal year
ended
December 31,

2000.10.11
Registrant's
Executive
Separation
Policy,
approved by
Registrant's
Board of
Directors on
October 10,
2000,
incorporated
by reference
to Exhibit 10(l)
to Registrant's
Report on
Form 10-K for
the fiscal year
ended
December 31,
2000. 10.12
Trust
Agreement
dated October
4, 2000
among
Registrant,
First Union
National Bank
and Buck
Consultants
Inc. approved
by
Registrant's
Board of
Directors on
September
12, 2000,
incorporated
by reference
to Exhibit
10(b) to
Registrant's
Report on
Form 10-Q
dated
November 14,
2000. 10.13
Stock Option
Plan for Non-
Employee
Directors,
incorporated
by reference
to Exhibit
10(h) to
Registrant's
Report on
Form 10-Q
dated May 14,
1997. 10.13a
2000 Stock
Option Plan
for Non-
Employee
Directors
adopted by
Registrant's

Board of
Directors on
February 8,
2000,
incorporated
by reference
to the
Registrant's
Proxy
Statement
dated March
29, 2000.
10.14 Director
Charitable
Contribution
Program
adopted by
the Board of
Directors on
February 14,
1995,
incorporated
by reference
to Exhibit 10(j)
to Registrant's
Report on
Form 10-K for
the fiscal year
ended
December 31,
1994. 10.15
Resolutions
approving
Non-
Employee
Directors'
Annual Stock
Grant
Program
adopted by
Registrant's
Board of
Directors on
September
12, 2000,
incorporated
by reference
to Exhibit
99(c) to
Registrant's
Registration
Statement on
Form S-3 filed
on September
29, 2000
(Reg. No.
333-46932).
10.16
Registrant's
Directors'
Deferred
Compensation
Plan adopted
by
Registrant's
Board of
Directors on
September

15, 1981 as amended through September 1, 2000, incorporated by reference to Exhibit 99(d) to Registrant's Registration Statement on Form S-3 filed on September 29, 2000 (Reg. No. 333-46932), 10.17 Registrant's 1997 Employee Stock Option Plan, incorporated by reference to Exhibit A to the Registrant's Proxy Statement dated March 27, 1997, 10.17a Amendments to 1997 Employee Stock Option Plan adopted by Registrant's Board of Directors on February 8, 2000, incorporated by reference to Exhibit 10(II) to Registrant's Report on Form 10-K for the fiscal year ended December 31, 1999, 10.18 Registrant's Global Employee Stock Purchase Plan adopted by Registrant's Board of Directors on November 14, 2000, incorporated

by reference
to Exhibit B to
Registrant's
Proxy
Statement
dated March
30, 2001.
Number ----- 10.19
Registrant's Senior
Officer Stock Exercise
Loan Program adopted
by Registrant's Board of
Directors on November
13, 2001. 10.20
Amended and Restated
364-day Credit
Agreement dated as of
May 30, 2000 among
Registrant, as Borrower,
certain Initial Lenders,
Citibank, N.A., as Agent,
and Salomon Smith
Barney Inc., as Arranger,
incorporated by
reference to Exhibit 10(c)
to Registrant's Report on
Form 10-Q dated August
14, 2000. 10.21 180-day
Credit Agreement dated
as of November 2, 2000
among Registrant, as
Borrower, certain Initial
Lenders, Citibank, N.A.
as Agent and Salomon
Smith Barney Inc. as
Arranger, incorporated
by reference to Exhibit
10(v) to Registrant's
Report on Form 10-K for
the fiscal year ending
December 31, 2000.
10.22 364-day Credit
Agreement dated as of
November 28, 2000
among Registrant as
Borrower, certain Initial
Lenders, Citibank, N.A.
as Agent, First Union
National Bank and Bank
of Tokyo-Mitsubishi Trust
Company, as
Syndication Agents,
Fortis (USA) Finance
LLC., as Co-Agent, and
Salomon Smith Barney
Inc. as Arranger,
incorporated by
reference to Exhibit
10(w) to Registrant's
Report on Form 10-K for
the fiscal year ending
December 31, 2000.
10.22a Letter
Amendment dated as of
December 31, 2000 to
the 364-day Credit
Agreement dated as of
November 28, 2000

among Registrant, as Borrower, certain Initial Lenders, Citibank, N.A., as Agent, First Union National Bank and Bank of Tokyo-Mitsubishi Trust Company, as Syndication Agents, Fortis (USA) Finance LLC., as Co-Agent, and Salomon Smith Barney Inc., as Arranger, incorporated by reference to Exhibit 10(a) to Registrant's Report on Form 10-Q dated August 14, 2001. 10.23 364-day Credit Agreement dated as of September 26, 2001 among the Company, as Borrower, certain Initial Lenders, Citibank N. A., as Administrative Agent, and Salomon Smith Barney Inc., as Arranger, incorporated by reference to Exhibit 10(a) to Registrant's Report on Form 10-Q dated November 14, 2001. 10.24 Five Year Credit Agreement dated as of September 26, 2001 among the Company, as Borrower, certain Initial Lenders, Citibank N.A., as Administrative Agent, and Salomon Smith Barney Inc., as Arranger, incorporated by reference to Exhibit 10(b) to Registrant's Report on Form 10-Q dated November 14, 2001. 10.25 Credit Agreement dated as of September 27, 2001 by and between the Company and Bank of Tokyo-Mitsubishi Trust Company, incorporated by reference to Exhibit 10(c) to Registrant's Report on Form 10-Q dated November 14, 2001. 11 Not applicable. 12 Not applicable. 13 Registrant's 2001 Annual Report; except for those portions thereof that are expressly incorporated by reference in this Form 10-K, this exhibit is furnished only for the information of the Commission and is not

deemed to be filed as
part of this Form 10-K.
16 Not applicable. 18 Not
applicable. 21 List of
Principal Subsidiaries. 22
Not applicable. 23
Consent of
PricewaterhouseCoopers
LLP. 24 Powers of
Attorney authorizing
Douglas J. Wetmore and
Stephen A. Block to sign
this report and
amendments thereto on
behalf of certain
directors and officers of
the Registrant. 28 Not
applicable. 99 None.