

DIMON INC  
Form 10-K/A  
March 02, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 10-K/A**

Amendment No. 2

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**“ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**FOR THE FISCAL YEAR ENDED MARCH 31, 2004**

**x TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**FOR THE TRANSITION PERIOD FROM JULY 1, 2003 TO MARCH 31, 2004**

COMMISSION FILE NUMBER 1-13684

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**DIMON Incorporated**

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Incorporated under the laws of

I.R.S. Employer

VIRGINIA

Identification No. 54-1746567

512 Bridge Street, Danville, Virginia 24541

Telephone Number (434) 792-7511

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**Securities registered pursuant to 12(b) of the Act:**

<u>Title of Each Class</u>	<u>Name of Exchange on Which Registered</u>
Common Stock (no par value) Common Stock Purchase Rights	New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act: None**

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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 whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). 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 amendment to this Form 10-K.

The aggregate market value of Common Stock held by non-affiliates of the registrant (based upon the closing sale price quoted by The New York Stock Exchange) on December 31, 2003 was approximately \$296,000,000. In determining this figure, the registrant has assumed that all of its directors and officers, and all persons known to it to beneficially own ten percent or more of its Common Stock, are affiliates. This assumption shall not be deemed conclusive for any other purpose. As of June 7, 2004, there were 45,161,954 shares of Common Stock outstanding.

**INFORMATION INCORPORATED BY REFERENCE**

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Certain information contained in the July 14, 2004 Proxy Statement for the Annual Meeting of Shareholders (to be held August 26, 2004) of the registrant is incorporated by reference into Part III hereof.

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**EXPLANATORY NOTE**

This amendment is being filed to expand Part II, Item 9A of the originally filed Report to address comments received from the Staff of the Securities and Exchange Commission.

**PART II**

**Item 9A. Controls and Procedures**

Subsequent to the period covered by this report and the date on which this report was filed, the Company discovered that the disclosure controls and procedures for such period and for all prior periods from December 2003 to October 2004 were not effective to ensure that the defaults under the Senior Note Indentures, as defined and discussed below, were promptly disclosed. Those deficiencies in disclosure controls and procedures were adequately remedied during October and early November of 2004, as discussed below. As of November 9, 2004, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

**Internal Control over Financial Reporting**

In October 2004, the Company determined that defaults had occurred under the Limitation on Restricted Payments covenant in the indentures (the Senior Notes Indentures) relating to both its \$200 million 7% Senior Notes due 2011 and its \$125 million 7<sup>3</sup>/<sub>4</sub>% Senior Notes due 2013 (collectively, the Notes), and that, by definition, the defaults under the Senior Notes Indentures created automatic defaults under the Company's \$150 million syndicated credit facility and certain operating lines of credit, neither of which could be automatically remedied by a waiver of the defaults under the Senior Notes Indentures.

The defaults related to the determination of amounts available to make certain Restricted Payments under the Senior Notes Indentures. The payments in question were four dividend payments on the Company's common stock made between December 2003 and September 2004 (totaling approximately \$13.5 million) and investments in a majority-owned subsidiary during the same period (totaling approximately \$8.7 million). The restrictions on Restricted Payments in the Senior Notes Indentures provides that the Company may not make certain Restricted Payments unless (a) it has the ability to borrow funds under a fixed charge coverage ratio, and (b) has sufficient availability in an accumulating restricted payments basket. The Company had developed an internal model to test compliance with the covenants in these indentures as of the closing of each quarter. However, that compliance model incorrectly relied on certain exceptions to the fixed charge coverage ratio contained in the indenture rather than actually testing the ratio in the context of Restricted Payments. As a result, the internal testing procedures did not reveal the defaults prior to their occurrence. The error in the model was uncovered by the Company's external financial advisors as part of their due diligence on the Company.

In June 2004, the Public Company Accounting Oversight Board, or PCAOB, adopted rules for purposes of implementing Section 404 of the Sarbanes-Oxley Act, which include revised definitions of material weaknesses and significant deficiencies in internal control over financial reporting. The PCAOB defined a material weakness in internal controls over financial reporting as a significant deficiency, or a combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. Although the Company was not currently subject to Section 404 during the period covered by this report, management has concluded that the failure to identify the default under the Senior Note Indentures constituted a material weakness in the

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Company's internal controls over financial reporting as defined by the PCAOB.

Upon learning of the error in its covenant compliance testing model with respect to its Senior Notes Indentures, the Company informed members of the Audit Committee and immediately commenced measures to remedy this material weakness. First, the Company solicited and on November 1, 2004, obtained consents from the holders of the Notes to a waiver of the defaults under the Senior Notes Indentures. At the same time, the Company amended the Senior Notes Indentures pursuant to which the Notes were issued to allow additional time to bring its operations into compliance. Additional information concerning the consent solicitation and resulting amendment of the Senior Notes Indentures is disclosed in Note 9 in the Quarterly Report for the quarter ending September 30, 2004. Second, the Company corrected its internal covenant compliance testing model, and solicited the advice of its advisors regarding any other potential errors in the testing model. Third, the Company implemented additional reviews and supplemental testing of covenant compliance in connection with the closing of each fiscal quarter, including redundant computations by multiple internal parties and opportunities to consult external counsel with any questions regarding compliance. All of these remedial measures were implemented during October and early November of 2004, and the Company believes they are adequate to address the identified material weakness in internal control over financial reporting. The costs of the consent solicitation are discussed in Note 9 in the Quarterly Report for the quarter ending September 30, 2004. The costs of the other remedial measures are not expected to be significant.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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 on March 2, 2005.

DIMON INCORPORATED (Registrant)

By /s/ Brian J. Harker

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Brian J. Harker

Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on March 2, 2005.

By \_\_\_\_\_

Hans B. Amell

Director of DIMON Incorporated

By /s/ Albert C. Monk, III

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Albert C. Monk, III

Director of DIMON Incorporated

By /s/ R. Stuart Dickson

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R. Stuart Dickson

Director of DIMON Incorporated

By /s/ Norman A. Scher

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Norman A. Scher

Director of DIMON Incorporated

By \_\_\_\_\_

Henry F. Frigon

Director of DIMON Incorporated

By /s/ William R. Slee

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William R. Slee

Director of DIMON Incorporated

By \_\_\_\_\_

C. Richard Green, Jr.

Director of DIMON Incorporated

By /s/ Martin R. Wade III

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Martin R. Wade III

Director of DIMON Incorporated

By /s/ John M. Hines

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John M. Hines

Director of DIMON Incorporated

By /s/ Brian J. Harker

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Brian J. Harker

Chairman of the Board of Directors and Chief

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Executive Officer of DIMON Incorporated

By /s/ James E. Johnson, Jr.

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James E. Johnson, Jr.

Director of DIMON Incorporated

By /s/ James A. Cooley

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James A. Cooley

Senior Vice President - Chief Financial Officer of

DIMON Incorporated

By /s/ Thomas F. Keller

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Thomas F. Keller

Director of DIMON Incorporated

By /s/ Steve B. Daniels

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Steve B. Daniels

President and Chief Operating Officer of DIMON

Incorporated

By /s/ Joseph L. Lanier, Jr.

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Joseph L. Lanier, Jr.

Director of DIMON Incorporated

By /s/ Thomas G. Reynolds

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Thomas G. Reynolds

Vice President - Controller (Principal Accounting

Officer) of DIMON Incorporated