

Edgar Filing: HANDLEMAN CO /MI/ - Form 11-K

HANDLEMAN CO /MI/  
Form 11-K  
June 20, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 11-K

Annual Report Pursuant to Section 15(d) of the  
Securities Exchange Act of 1934 (Fee Required)  
For The Year Ended December 31, 2000

or

Transition Report Pursuant to Section 15(d) of the  
Securities Exchange Act of 1934 (No Fee Required)  
For The Transition Period from\_\_\_\_\_to

Commission File Number 00107923

HANDLEMAN COMPANY SALARY  
DEFERRAL PLAN  
-----  
(Full title of the Plan)

HANDLEMAN COMPANY  
-----  
(Name of issuer of the securities held pursuant to the Plan)

500 Kirts Boulevard  
Troy, Michigan 48084  
-----  
(Address of principal executive offices)

1 of 10

The following financial statements and exhibits are presented pursuant to  
Section 15(d) of the Securities Exchange Act of 1934:

|                                   | Page |
|-----------------------------------|------|
|                                   | ---- |
| (a) Financial Statements:         |      |
| Report of Independent Accountants | I-1  |

Edgar Filing: HANDLEMAN CO /MI/ - Form 11-K

|                                                                                               |            |
|-----------------------------------------------------------------------------------------------|------------|
| Statement of Assets Available for Benefits<br>as of December 31, 2000 and 1999                | I-2        |
| Statement of Changes in Assets Available for<br>Benefits for the year ended December 31, 2000 | I-3        |
| Notes to Financial Statements                                                                 | I-4 to I-6 |
| Schedule of Assets Held for Investment<br>Purposes as of December 31, 2000                    | I-7        |

Exhibit  
Number  
-----

|                                                                                                                                                                                                                            |    |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|
| (b) 1. Consent of Independent Accountants with<br>respect to their report on their audit of<br>the financial statements of the Handleman<br>Company Salary Deferral Plan as of and<br>for the year ended December 31, 2000 | 23 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|

SIGNATURE  
-----

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the Plan) have duly caused this annual report to be signed by the undersigned thereunto duly authorized.

HANDLEMAN COMPANY SALARY DEFERRAL PLAN

By: /s/ Leonard A. Brams

-----  
Leonard A. Brams, Senior Vice President and Chief  
Financial Officer  
Handleman Company

2 of 10

HANDLEMAN COMPANY  
SALARY DEFERRAL PLAN

INDEX TO FINANCIAL STATEMENTS  
-----

PAGES  
-----

|                                                                                |   |
|--------------------------------------------------------------------------------|---|
| Report of Independent Accountants                                              | 4 |
| Financial Statements:                                                          |   |
| Statement of Assets Available for<br>Benefits as of December 31, 2000 and 1999 | 5 |

Edgar Filing: HANDLEMAN CO /MI/ - Form 11-K

|                                                                                                  |     |
|--------------------------------------------------------------------------------------------------|-----|
| Statement of Changes in Assets Available<br>for Benefits for the year ended<br>December 31, 2000 | 6   |
| Notes to Financial Statements                                                                    | 7-9 |
| Supplemental Schedules:                                                                          |     |
| Schedule of Assets Held for<br>Investment Purposes as of December 31, 2000                       | 10  |

3 of 10

Report of Independent Accountants

To the Participants and Administrator of the  
Handleman Company Salary Deferral Plan:

In our opinion, the accompanying statements of net assets available for benefits and of accumulated plan benefits and the related statements of changes in net assets available for benefits and of changes in accumulated plan benefits present fairly, in all material respects, the financial status of the Handleman Company Salary Deferral Plan (the "Plan") at December 31, 2000 and December 31, 1999, and the changes in its financial status for the year ended December 31, 2000 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of this Form 11-K are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

PricewaterhouseCoopers LLP

Edgar Filing: HANDLEMAN CO /MI/ - Form 11-K

Detroit, Michigan  
June 8, 2001

HANDLEMAN COMPANY  
SALARY DEFERRAL PLAN  
STATEMENT OF ASSETS AVAILABLE FOR BENEFITS

|                                                                             | Decemb<br>-----<br>2000<br>----- |
|-----------------------------------------------------------------------------|----------------------------------|
| ASSETS:                                                                     |                                  |
| Accrued dividends and interest                                              | \$ 430                           |
| Employee contributions receivable                                           | 86,231                           |
| Employer contribution receivable                                            | 16,159                           |
| Investments, at fair value                                                  | 15,013,896                       |
| Loans to participants at rates of 8.75% to 10.50%, maturing in 1 to 5 years | 391,629                          |
| ASSETS AVAILABLE FOR BENEFITS                                               | -----<br>\$15,508,345<br>=====   |

The accompanying notes are an integral part of the financial statements.

I-2

5 of 10

HANDLEMAN COMPANY  
SALARY DEFERRAL PLAN

STATEMENT OF CHANGES IN ASSETS  
AVAILABLE FOR BENEFITS

for the year ended December 31, 2000  
-----

|                        |            |
|------------------------|------------|
| Additions:             |            |
| Employer contributions | \$ 387,175 |
| Employee contributions | 2,194,947  |
| Dividend income        | 661,504    |
| Interest income        | 36,759     |
| Other                  | 3,169      |
|                        | -----      |

Edgar Filing: HANDLEMAN CO /MI/ - Form 11-K

|                                                     |              |
|-----------------------------------------------------|--------------|
| Total additions                                     | 3,283,554    |
| Deductions:                                         |              |
| Participants' benefits paid                         | 837,479      |
| Net depreciation in fair value of investments       | 2,359,679    |
| Other                                               | 31,551       |
|                                                     | -----        |
| Total deductions                                    | 3,228,709    |
|                                                     | -----        |
| Net increase                                        | 54,845       |
| Assets available for benefits,<br>beginning of year | 15,453,500   |
|                                                     | -----        |
| Assets available for benefits,<br>end of year       | \$15,508,345 |
|                                                     | =====        |

The accompanying notes are an integral part of the financial statements.

I-3

6 of 10

HANDLEMAN COMPANY  
SALARY DEFERRAL PLAN  
NOTES TO FINANCIAL STATEMENTS  
-----

1. Description of Plan  
-----

The following description of the Handleman Company Salary Deferral Plan (the "Plan") provides only general information. Participants should refer to the Plan Document for a complete description of the Plan's provisions.

General

The Plan is a defined contribution plan which includes salary deferral and employee stock ownership provisions. The Plan covers nearly all employees of the Handleman Company (the "Company") and subsidiaries and affiliates that have adopted the Plan. Effective May 1, 2001 eligibility for covered employees to enter the Plan was changed from one year of service to the first of the month following sixty days of employment. The Plan generally excludes employees that are covered by collective bargaining agreements, laid off, on leave of absence, on active duty in the armed forces of any nation other than the armed forces of the United States of America, leased employees, or any person whose status as an employee is the result of a judicial or administrative determination. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Edgar Filing: HANDLEMAN CO /MI/ - Form 11-K

Contributions

Employee authorized contributions of tax deferred compensation are limited in any one year to the lesser of fifteen percent of employee compensation or the statutory maximum. In addition, total contributions by highly compensated employees cannot exceed specific percentage limitations of the aggregate contributions of all other employees as set forth in the Internal Revenue Code.

The Company provides for a matching contribution equal to 25 percent of the elective salary deferral contribution made by each participant, up to six percent of such participant's compensation, to be invested in Company stock. Effective May 1, 2001, the Plan was amended to change Company matching contributions to 50 percent of the elective contribution by each participant, up to six percent of such participant's compensation, to be invested in Company stock.

Plan Assets

Employees may direct employee and employer contributions to the Plan into Company stock or various investment funds, which are established by the Company from time to time.

Participant Accounts

Each participant's account is credited with employee contributions, in addition to an allocation of any Company contribution and Plan earnings, net of Plan expenses. In addition to the Company match, the Company shall allocate discretionary contributions and forfeitures if any, as of the last day of the Plan Year among Company Contribution Accounts of the Participants who received Creditable Compensation during the Plan Year. Top Heavy Contributions, if any, shall also be allocated as of the last day of the Plan Year to the account of each Participant who is a Non-Key Employee. To receive a share of the discretionary contributions, forfeitures and/or Non-Key Employee Contributions, a participant must be employed by the Company on the last day of the Plan Year.

Salary Deferral Portion of Plan - Company contributions to the Salary  
-----  
Deferral portion of the Plan are allocated to participants who are eligible as defined by the Plan. There are certain limitations on the amounts which can be allocated.

Stock Ownership Portion of Plan - Effective May 2, 1994, the Plan was  
-----  
amended to discontinue Company contributions for employees hired after April 30, 1994. As of December 31, 1996, Company contributions for all employees were discontinued.

I-4

7 of 10

HANDLEMAN COMPANY  
SALARY DEFERRAL PLAN  
NOTES TO FINANCIAL STATEMENTS, Continued  
-----

- 1. Description of Plan, continued  
-----

## Edgar Filing: HANDLEMAN CO /MI/ - Form 11-K

### Loans to Participants

The Plan allows participants to borrow against their account balances. The maximum loan to any participant is the lesser of 50% of the participant's non-forfeitable salary deferral account balance or \$50,000.

### Plan Expenses

Expenses of the Trustee and Administrative Committee are charged to participant accounts unless the Company at its discretion elects to pay these expenses.

### Vesting

The Plan includes a graded vesting schedule for matching contributions of 20 percent for each year of service, resulting in 100 percent vesting after five years of service. Non-vested Company contributions for terminated participants are forfeited by the participant and are used to reduce future employer contributions to the Plan.

### Payment of Benefits

On termination of service, a participant will be eligible to receive the plan assets allocated to the participant's account and which have vested or an equivalent amount in cash. At December 31, 2000 and 1999, \$229,961 and \$198,937 respectively, were reported as benefits payable on the Form 5500.

## 2. Summary of Accounting Policies

### Company Contributions

Company contributions are accrued in the plan year to which the contributions relate. Company contributions are in the form of cash, which will be used to buy Company stock.

### Investments

At the end of the plan year, Company stock is valued at the closing market price of the stock on the last business day of the Plan's year. The Victory U.S. Government Obligations Fund, American Balanced Fund, Victory Stock Index Fund, Neuberger Berman Genesis Asset Fund, Fidelity Growth Opportunity Fund, Janus Worldwide Fund and Employee Benefit Money Market Fund are reflected at estimated fair values or at the fair value as determined by quoted market prices at the year-end date as reported by the Plan's investment custodian, KeyCorp.

The basis on which cost is determined to compute realized gains or losses from sales of investments, other than the Company stock, is average cost. The basis on which cost is determined for the Company stock is specific identification.

The Plan presents in the statement of changes in assets the net appreciation (depreciation) in fair value of investments which consists of the realized gains (losses) and the unrealized appreciation (depreciation) on those investments.

For purposes of determining Company contributions, Company stock received as the Company contribution is valued at the closing price on the day the contribution is made.

HANDLEMAN COMPANY  
 SALARY DEFERRAL PLAN  
 NOTES TO FINANCIAL STATEMENTS, Continued  
 -----

2. Summary of Accounting Policies, continued  
 -----

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of changes in assets during the reporting period. Actual results could differ from these estimates.

3. Investments  
 -----

The following presents investments that represent 5 percent or more of the Plan's net assets.

|                                                                                    | Dece<br>2000<br>----           |
|------------------------------------------------------------------------------------|--------------------------------|
| Victory U.S. Government Obligations Fund 136,769 and 137,921 shares, respectively. | \$ 1,758,935                   |
| American Balanced Fund 192,980 and 182,671 shares, respectively.                   | 2,985,406                      |
| Victory Stock Index Fund 273,433 and 272,315 shares, respectively.                 | 5,846,001                      |
| Handleman Company Common Stock 243,497 and 183,441 shares, respectively.           | 1,826,343                      |
| Janus Worldwide Fund 27,938 and 13,974 shares, respectively.                       | 1,588,547                      |
| Other                                                                              | 1,008,664                      |
| Total                                                                              | -----<br>\$15,013,896<br>===== |

4. Plan Termination  
 -----

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

5. Tax Status  
 -----



Edgar Filing: HANDLEMAN CO /MI/ - Form 11-K

The Internal Revenue Service has ruled that the Plan qualifies under Section 401 of the Internal Revenue Code ("IRC") and is, therefore, not subject to tax under present income tax laws. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The plan administrator is not aware of any course or action or series of events that have occurred that might adversely affect the Plan's qualified status.

The Plan obtained its latest determination letter on November 24, 1997, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC.

I-6

9 of 10

HANDLEMAN COMPANY  
SALARY DEFERRAL PLAN

Calendar Plan year 2000

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES  
-----

| (a) | (b)<br>Identity of<br>issue, borrower<br>lessor, or<br>similar party<br>----- | (c)<br>Description of<br>investment including<br>maturity date, rate of interest,<br>collateral, par or maturity value<br>----- |    |
|-----|-------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|----|
| *   | KeyCorp<br>Employee Benefit<br>Money Market<br>Fund                           | Cash Equivalents                                                                                                                | \$ |
| *   | KeyCorp<br>Victory U.S.<br>Government Obligations Fund                        | Short Term U.S.<br>Treasury Securities                                                                                          | \$ |
| *   | KeyCorp<br>American<br>Balanced Fund                                          | Common Stock and<br>Bond Fund                                                                                                   | \$ |
| *   | KeyCorp<br>Victory Stock<br>Index Fund                                        | Common Stock Fund                                                                                                               | \$ |
| *   | Handleman<br>Company<br>Common Stock                                          | Common Stock<br>\$.01 par value                                                                                                 | \$ |
| *   | KeyCorp<br>Neuberger Berman<br>Genesis Assets Fund                            | Common Stock Fund                                                                                                               | \$ |

Edgar Filing: HANDLEMAN CO /MI/ - Form 11-K

|   |                                                |                                                                         |    |
|---|------------------------------------------------|-------------------------------------------------------------------------|----|
| * | KeyCorp<br>Fidelity<br>Growth Opportunity Fund | Common Stock Fund                                                       | \$ |
| * | KeyCorp<br>Janus<br>Worldwide Fund             | Common Stock Fund                                                       | \$ |
| * | Loans to<br>Participants                       | Interest rates of<br>8.75% to 10.50% and<br>maturing in 1 to<br>5 years | \$ |

\* These investments are with a party-in-interest

I-7

10 of 10