

UNIVERSAL CORP /VA/  
Form 10-Q  
February 06, 2009  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

**x Quarterly Report Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934**  
**For the Quarterly Period Ended December 31, 2008**

or

**“ Transition Report Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934**  
**For the Transition Period From            to**

Commission File Number: 1-652

**UNIVERSAL CORPORATION**

(Exact name of registrant as specified in its charter)

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**Virginia**  
(State or other jurisdiction of  
incorporation or organization)

**54-0414210**  
(I.R.S. Employer  
Identification Number)

**1501 North Hamilton Street,**

**Richmond, Virginia**  
(Address of principal executive offices)

**23230**  
(Zip Code)

**804-359-9311**

(Registrant's telephone number, including area code)

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 (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes  No

As of February 1, 2009, the total number of shares of common stock outstanding was 24,987,055.

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**UNIVERSAL CORPORATION**

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**Table of Contents****PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS  
UNIVERSAL CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF INCOME AND RETAINED EARNINGS**

(In thousands of dollars, except per share data)

	<b>Three Months Ended December 31,</b>		<b>Nine Months Ended December 31,</b>	
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
	<b>(Unaudited)</b>		<b>(Unaudited)</b>	
Sales and other operating revenues	\$ 699,144	\$ 573,094	\$ 1,991,021	\$ 1,678,641
Costs and expenses				
Cost of goods sold	533,176	446,089	1,566,876	1,324,752
Selling, general and administrative expenses	88,556	47,869	237,351	165,545
Restructuring costs				3,304
Operating income	77,412	79,136	186,794	185,040
Equity in pretax earnings of unconsolidated affiliates	5,259	8,477	12,792	7,231
Interest income	195	4,453	1,562	13,317
Interest expense	11,435	10,314	29,214	32,274
Income before income taxes and other items	71,431	81,752	171,934	173,314
Income taxes	18,638	29,204	52,034	62,937
Minority interests, net of income taxes	(291)	1,796	3,923	974
Income from continuing operations	53,084	50,752	115,977	109,403
Loss from discontinued operations, net of income taxes				(145)
<b>Net income</b>	<b>53,084</b>	<b>50,752</b>	<b>115,977</b>	<b>109,258</b>
Dividends on convertible perpetual preferred stock	(3,712)	(3,712)	(11,137)	(11,137)
Earnings available to common shareholders	\$ 49,372	\$ 47,040	\$ 104,840	\$ 98,121
Basic earnings per common share:				
From continuing operations	\$ 1.98	\$ 1.72	\$ 4.07	\$ 3.60
From discontinued operations				(0.01)
Net income	\$ 1.98	\$ 1.72	\$ 4.07	\$ 3.59
Diluted earnings per common share:				
From continuing operations	\$ 1.78	\$ 1.56	\$ 3.78	\$ 3.38
From discontinued operations				(0.01)
Net income	\$ 1.78	\$ 1.56	\$ 3.78	\$ 3.37
Retained earnings - beginning of year			\$ 711,655	\$ 682,232
Net income			115,977	109,258

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Cash dividends declared:

Series B 6.75% Convertible Perpetual Preferred Stock	(11,137)	(11,137)
Common stock (2008 - \$1.35 per share; 2007 - \$1.32 per share)	(35,276)	(36,422)
Repurchase of common stock - cost in excess of stated capital amount	(93,204)	(3,513)
Adoption of Financial Accounting Standards Board Interpretation 48 (FIN 48) as of April 1, 2007		(10,870)
Retained earnings - end of period	\$ 688,015	\$ 729,548

See accompanying notes.

**Table of Contents****UNIVERSAL CORPORATION AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

(In thousands of dollars)

	December 31, 2008 (Unaudited)	December 31, 2007 (Unaudited)	March 31, 2008
<b>ASSETS</b>			
Current			
Cash and cash equivalents	\$ 87,971	\$ 502,277	\$ 186,070
Short-term investments	5,939		58,889
Accounts receivable, net	342,595	233,861	231,107
Advances to suppliers, net	153,806	114,897	149,376
Accounts receivable - unconsolidated affiliates	35,234	46,732	43,718
Inventories - at lower of cost or market:			
Tobacco	613,597	486,785	602,945
Other	67,000	42,289	42,562
Prepaid income taxes	20,270	8,032	17,696
Deferred income taxes	36,799	19,158	22,737
Other current assets	65,630	58,264	61,960
Total current assets	1,428,841	1,512,295	1,417,060
Property, plant and equipment			
Land	15,978	17,061	16,460
Buildings	252,846	250,202	254,737
Machinery and equipment	503,993	515,870	519,695
	772,817	783,133	790,892
Less accumulated depreciation	(453,288)	(442,844)	(456,059)
	319,529	340,289	334,833
Other assets			
Goodwill and other intangibles	106,137	104,689	106,647
Investments in unconsolidated affiliates	110,166	114,622	116,185
Deferred income taxes	35,562	66,991	49,632
Other noncurrent assets	97,020	183,948	109,755
	348,885	470,250	382,219
Total assets	\$ 2,097,255	\$ 2,322,834	\$ 2,134,112

See accompanying notes.

**Table of Contents****UNIVERSAL CORPORATION AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

(In thousands of dollars)

	December 31, 2008 (Unaudited)	December 30, 2007 (Unaudited)	March 31, 2008
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>			
Current			
Notes payable and overdrafts	\$ 140,677	\$ 139,632	\$ 126,229
Accounts payable and accrued expenses	201,961	173,864	210,354
Accounts payable - unconsolidated affiliates	28,880	8,815	10,343
Customer advances and deposits	27,344	86,099	21,030
Accrued compensation	16,646	15,007	25,484
Income taxes payable	10,087	12,712	8,886
Current portion of long-term obligations	79,500	150,000	
Total current liabilities	505,095	586,129	402,326
Long-term obligations	333,943	400,644	402,942
Pensions and other postretirement benefits	86,609	98,242	88,278
Other long-term liabilities	66,796	73,322	84,958
Deferred income taxes	54,156	47,881	36,795
Total liabilities	1,046,599	1,206,218	1,015,299
Minority interests	6,861	6,985	3,182
Shareholders' equity			
Preferred stock:			
Series A Junior Participating Preferred Stock, no par value, 500,000 shares authorized, none issued or outstanding			
Series B 6.75% Convertible Perpetual Preferred Stock, no par value, 5,000,000 shares authorized, 219,999 shares issued and outstanding (219,999 at December 31, 2007, and March 31, 2008)	213,023	213,023	213,023
Common stock, no par value, 100,000,000 shares authorized, 24,987,055 shares issued and outstanding (27,299,524 at December 31, 2007, and 27,162,150 at March 31, 2008)	193,020	198,581	206,436
Retained earnings	688,015	729,548	711,655
Accumulated other comprehensive loss	(50,263)	(31,521)	(15,483)
Total shareholders' equity	1,043,795	1,109,631	1,115,631
Total liabilities and shareholders' equity	\$ 2,097,255	\$ 2,322,834	\$ 2,134,112

See accompanying notes.

**Table of Contents****UNIVERSAL CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS****(In thousands of dollars)**

	<b>Nine Months Ended December 31, 2008      2007 (Unaudited)</b>	
<b>CASH FLOWS FROM OPERATING ACTIVITIES OF CONTINUING OPERATIONS:</b>		
Net income	\$ 115,977	\$ 109,258
Adjustments to reconcile net income to net cash provided (used) by operating activities of continuing operations:		
Net loss from discontinued operations		145
Depreciation	31,651	31,028
Amortization	736	1,597
Provisions for losses on advances and guaranteed loans to suppliers	14,427	12,218
Remeasurement loss (gain), net	42,432	(13,187)
Restructuring costs		3,304
Other, net	31,248	29,677
Changes in operating assets and liabilities, net	(243,274)	28,988
<b>Net cash provided (used) by operating activities of continuing operations</b>	<b>(6,803)</b>	<b>203,028</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES OF CONTINUING OPERATIONS:</b>		
Purchase of property, plant and equipment	(28,900)	(18,355)
Purchases of short-term investments	(9,658)	
Maturities and sales of short-term investments	62,833	
Proceeds from sale of business, less cash of business sold		26,556
Proceeds from sale of property, plant and equipment, and other	14,530	15,964
Deposit to escrow account		(32,098)
<b>Net cash provided (used) by investing activities of continuing operations</b>	<b>38,805</b>	<b>(7,933)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES OF CONTINUING OPERATIONS:</b>		
Issuance (repayment) of short-term debt, net	28,288	(2,559)
Repayment of long-term debt		(14,000)
Issuance of common stock	37	16,131
Repurchase of common stock	(111,073)	(4,084)
Dividends paid on convertible perpetual preferred stock	(11,137)	(11,137)
Dividends paid on common stock	(34,623)	(36,422)
Other	(104)	(907)
<b>Net cash used by financing activities of continuing operations</b>	<b>(128,612)</b>	<b>(52,978)</b>
<b>Net cash provided (used) by continuing operations</b>	<b>(96,610)</b>	<b>142,117</b>
<b>CASH FLOWS FROM DISCONTINUED OPERATIONS:</b>		
Net cash provided by operating activities of discontinued operations		6,495
Net cash used by investing activities of discontinued operations		(17)
Net cash used by financing activities of discontinued operations		(4,957)
<b>Net cash provided by discontinued operations</b>		<b>1,521</b>



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Effect of exchange rate changes on cash	(1,489)	164
Net increase (decrease) in cash and cash equivalents	(98,099)	143,802
Cash and cash equivalents of continuing operations at beginning of year	186,070	358,236
Cash and cash equivalents of discontinued operations at beginning of year		239
Less: Cash and cash equivalents of discontinued operations at end of period		
<b>Cash and cash equivalents at end of period</b>	<b>\$ 87,971</b>	<b>\$ 502,277</b>

See accompanying notes.

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**UNIVERSAL CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1. BASIS OF PRESENTATION**

Universal Corporation, with its subsidiaries ( Universal or the Company ), is one of the world's leading leaf tobacco merchants and processors. The Company previously had non-tobacco operations, but sold most of them in fiscal year 2007. The remaining non-tobacco businesses, or the assets of those businesses, were sold during fiscal year 2008. Those operations are reported as discontinued operations for all periods in the Company's financial statements.

Because of the seasonal nature of the Company's business, the results of operations for any fiscal quarter will not necessarily be indicative of results to be expected for other quarters or a full fiscal year. All adjustments necessary to state fairly the results for the period have been included and were of a normal recurring nature. Certain amounts in prior year statements have been reclassified to conform to the current year presentation. This Form 10-Q should be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2008.

**NOTE 2. ACCOUNTING PRONOUNCEMENTS**

*Recent Pronouncements Adopted Through December 31, 2008*

Effective April 1, 2008, Universal adopted Financial Accounting Standards Board ( FASB ) Statement of Financial Accounting Standards No. 157, Fair Value Measurements ( SFAS 157 ) as it applies to financial assets and financial liabilities. SFAS 157 defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles, and expands disclosures about fair value measurements. As originally issued, SFAS 157 also applied to nonfinancial assets and nonfinancial liabilities; however, the FASB subsequently issued additional guidance that delayed the effective date for those items until fiscal years beginning after November 15, 2008, except where they are currently required to be recognized or disclosed at fair value in the financial statements on at least an annual basis. Universal does not have any nonfinancial assets or nonfinancial liabilities that are required to be recognized or disclosed at fair value on at least an annual basis. The FASB also issued subsequent guidance to exclude fair value measurements related to leases from the scope of SFAS 157, except where they relate to leases assumed in a business combination. The adoption of SFAS 157 with respect to the Company's financial assets and liabilities did not have a material effect on the Company's operating results or financial position. The required disclosures about fair value measurements are provided in Note 10. The Company is continuing to evaluate the impact of adopting SFAS 157 for its nonfinancial assets and liabilities.

Effective April 1, 2008, the Company also adopted FASB Statement of Financial Accounting Standards No. 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an amendment of FASB Statement No. 115 ( SFAS 159 ). SFAS 159 gives companies the option to report certain financial instruments and other items at fair value on

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an item-by-item basis (the fair value option) with changes in fair value reported in earnings. The Company did not elect the fair value option for any financial assets or liabilities that were not already being measured and reported at fair value; therefore, the adoption of SFAS 159 had no impact on its financial statements.

Universal adopted FASB Interpretation 48, *Accounting for Uncertainty in Income Taxes* ( FIN 48 ), effective April 1, 2007. FIN 48 clarified the accounting for uncertainty in income taxes recognized in the financial statements in accordance with FASB Statement No. 109, *Accounting for Income Taxes*. It requires that positions taken or expected to be taken in tax returns meet a more-likely-than-not threshold based solely on their technical merit in order to be recognized in the financial statements. It also provides guidance on measuring the amount of a tax position that meets the more-likely-than-not criterion. As a result of adopting FIN 48, the Company recognized a net increase of approximately \$10.9 million in its liability related to uncertain tax positions, which was accounted for as a decrease in the April 1, 2007, balance of retained earnings.

*Pronouncements to be Adopted in Future Periods*

In addition to the above accounting pronouncements adopted through December 31, 2008, the following pronouncements or specific provisions of pronouncements have been issued and will become effective in future periods:

The measurement timing provisions of FASB Statement of Financial Accounting Standards No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans* — an amendment of FASB Statements No. 87, 88, 106, and 132(R) ( SFAS 158 ). These provisions are effective for fiscal years ending after December 15, 2008, and require that the funded status of defined benefit plans be measured as of the balance sheet date, thereby eliminating the option allowed under the prior guidance, and previously used by the Company, to measure funded status at a date up to three months before the balance sheet date. Universal will adopt these measurement timing provisions in fiscal year 2009 by next measuring its plans at March 31, 2009. Upon adoption, the Company expects to record a direct adjustment to reduce retained earnings by approximately \$2 million (\$3 million before income taxes), reflecting the expense attributable to the intervening three-month transition period. Changes in the fair value of plan assets and benefit obligations for the full fifteen-month period between the fiscal year 2008 and 2009 measurement dates will be recognized in other comprehensive income for fiscal year 2009.

FASB Statement of Financial Accounting Standards No. 141R, *Business Combinations* ( SFAS 141R ), which requires that companies record assets acquired, liabilities assumed, and noncontrolling interests in business combinations at fair value, separately from goodwill, as of the acquisition date. This approach differs from the cost allocation approach provided under current accounting guidance and can result in recognition of a gain at acquisition date if the cost to acquire a business is less than the net fair value of the assets acquired,

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liabilities assumed, and noncontrolling interests. SFAS 141R also provides new guidance on recording assets and liabilities that arise from contingencies in a business combination, and it requires that transaction costs associated with business combinations be charged to expense instead of being recorded as part of the cost of the acquired business. It is effective for fiscal years beginning after December 15, 2008, which means that Universal will apply the guidance to any business combinations occurring on or after April 1, 2009.

FASB Statement of Financial Accounting Standards No. 160, Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 151 ( SFAS 160 ). SFAS 160 requires that noncontrolling interests in subsidiaries that are included in a company s consolidated financial statements, commonly referred to as minority interests, be reported as a component of shareholders equity in the balance sheet. It also requires that a company s consolidated net income and comprehensive income include the amounts attributable to both the company s interest and the noncontrolling interest in the subsidiary, identified separately in the financial statements. Finally, the new guidance requires certain disclosures about noncontrolling interests in the consolidated financial statements. SFAS 160 is effective for fiscal years beginning after December 15, 2008. Universal has various subsidiaries with noncontrolling interests and will begin applying the new guidance in fiscal year 2010. Adoption of SFAS 160 is not expected to have a material impact on the Company s financial statements.

FASB Statement of Financial Accounting Standards No. 161, Disclosures about Derivative Instruments and Hedging Activities ( SFAS 161 ). SFAS 161 amends FASB Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities and several other accounting pronouncements to require enhanced disclosures about derivatives and hedging activities that are aimed at improving the transparency and understanding of those activities for financial statement users. It requires additional disclosures explaining the objectives and strategies for using derivative instruments, how those instruments and the related hedged items are accounted for, and how they affect the company s financial position, results of operations, and cash flows. SFAS 161 is effective for interim periods and fiscal years beginning after November 15, 2008, which means that Universal will be initially required to make the disclosures in its financial statements for the fiscal year ending March 31, 2009, although earlier application is permitted. Universal uses interest rate swaps and forward foreign currency exchange contracts from time to time to minimize interest rate and foreign currency risk, and will make the required additional disclosures upon adoption of SFAS 161.

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**NOTE 3. GUARANTEES AND OTHER CONTINGENT LIABILITIES**

**Guarantees and Other Contingent Liabilities**

Guarantees of bank loans to growers for crop financing and construction of curing barns or other tobacco producing assets are industry practice in Brazil and support the farmers' production of tobacco there. At December 31, 2008, the Company's total exposure under guarantees issued by its operating subsidiary in Brazil for banking facilities of farmers in that country was approximately \$133 million. About 70% of these guarantees expire within one year, and all of the remainder expire within five years. The subsidiary withholds payments due to the farmers on delivery of tobacco and forwards those payments to the third-party banks. Failure of farmers to deliver sufficient quantities of tobacco to the subsidiary to cover their obligations to third-party banks could result in a liability for the subsidiary under the related guarantee; however, in that case, the subsidiary would have recourse against the farmers. The maximum potential amount of future payments that the Company's subsidiary could be required to make is the face amount including unpaid accrued interest, or \$133 million (\$205 million as of December 31, 2007, and \$218 million at March 31, 2008). The accrual recorded for the fair value of the guarantees was approximately \$10 million and \$11 million at December 31, 2008 and 2007, respectively, and approximately \$13 million at March 31, 2008. In addition to these guarantees, the Company has other contingent liabilities totaling approximately \$56 million, primarily related to a bank guarantee that bonds an appeal of a 2006 fine in the European Union, as discussed below.

**European Commission Fines and Other Legal Matters**

*European Commission Fines in Spain*

In October 2004, the European Commission (the Commission) imposed fines on five companies active in the raw Spanish tobacco processing market totaling 20 million for colluding on the prices paid to, and the quantities bought from, the tobacco growers in Spain. Two of the Company's subsidiaries, Tabacos Espanoles S.A. (TAES), a purchaser and processor of raw tobacco in Spain, and Deltafina, S.p.A. (Deltafina), an Italian subsidiary, were among the five companies assessed fines. In its decision, the Commission imposed a fine of 108,000 on TAES and 11.88 million on Deltafina. Deltafina did not and does not purchase or process raw tobacco in the Spanish market, but was and is a significant buyer of tobacco from some of the Spanish processors. The Company recorded a charge of 11.988 million (approximately \$14.9 million at the September 2004 exchange rate) in the second quarter of fiscal year 2005 to accrue the full amount of the fines assessed against the Company's subsidiaries.

In January 2005, Deltafina filed an appeal in the Court of First Instance of the European Communities. The outcome of the appeal is uncertain, and an ultimate resolution to the matter could take several years. The Company has deposited funds in an escrow account with the Commission in the amount of the fine in order to stay execution during the appeal process. This deposit is accounted for as a non-current asset.

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*European Commission Fines in Italy*

In 2002, the Company reported that it was aware that the Commission was investigating certain aspects of the leaf tobacco markets in Italy. Deltafina buys and processes tobacco in Italy. The Company reported that it did not believe that the Commission investigation in Italy would result in penalties being assessed against it or its subsidiaries that would be material to the Company's earnings. The reason the Company held this belief was that it had received conditional immunity from the Commission because Deltafina had voluntarily informed the Commission of the activities that were the basis of the investigation.

On December 28, 2004, the Company received a preliminary indication that the Commission intended to revoke Deltafina's immunity for disclosing in April 2002 that it had applied for immunity. Neither the Commission's Leniency Notice of February 19, 2002, nor Deltafina's letter of provisional immunity, contains a specific requirement of confidentiality. The potential for such disclosure was discussed with the Commission in March 2002, and the Commission never told Deltafina that disclosure would affect Deltafina's immunity. On November 15, 2005, the Company received notification from the Commission that the Commission had imposed fines totaling 30 million (about \$42 million at the December 31, 2008 exchange rate) on Deltafina and the Company jointly for infringing European Union antitrust law in connection with the purchase and processing of tobacco in the Italian raw tobacco market.

The Company does not believe that the decision can be reconciled with the Commission's Statement of Objections and the facts. The Company and Deltafina each have appealed the decision to the Court of First Instance of the European Communities. Based on consultation with outside legal counsel, the Company believes it is probable that it will prevail in the appeals process and has not accrued a charge for the fine. Deltafina has provided a bank guarantee to the Commission in the amount of the fine plus accrued interest in order to stay execution during the appeal process.

*U.S. Foreign Corrupt Practices Act*

As a result of a posting to the Company's Ethics Complaint hotline alleging improper activities that involved or related to certain of the Company's tobacco subsidiaries, the Audit Committee of the Company's Board of Directors engaged an outside law firm to conduct an investigation of the alleged activities. That investigation revealed that there have been payments that may have violated the U.S. Foreign Corrupt Practices Act. These payments approximated \$1 million over a seven-year period. In addition, the investigation revealed activities in foreign jurisdictions that may have violated the competition laws of such jurisdictions, but the Company believes those activities did not violate U.S. antitrust laws. The Company voluntarily reported these activities to the appropriate U.S. authorities. On June 6, 2006, the Securities and Exchange Commission notified the Company that a formal order of investigation had been issued.

If the U.S. authorities determine that there have been violations of the Foreign Corrupt Practices Act, or if the U.S. authorities or the authorities in foreign jurisdictions determine there have been violations of other laws, they may seek to impose sanctions on the Company or its

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subsidiaries that may include injunctive relief, disgorgement, fines, penalties, and modifications to business practices. It is not possible to predict at this time what sanctions the U.S. authorities may seek to impose. It is also not possible to predict how the government's investigation or any resulting sanctions may impact the Company's business, financial condition, results of operations, or financial performance, although such sanctions, if imposed, could be material to its results of operations in any quarter. The Company will continue to cooperate with the authorities in this matter.

### *Other Legal Matters*

In addition to the above-mentioned matters, various subsidiaries of the Company are involved in other litigation and tax examinations incidental to their business activities. While the outcome of these matters cannot be predicted with certainty, management is vigorously defending the claims and does not currently expect that any of them will have a material adverse effect on the Company's financial position. However, should one or more of these matters be resolved in a manner adverse to management's current expectation, the effect on the Company's results of operations for a particular fiscal reporting period could be material.

### **NOTE 4. DISCONTINUED OPERATIONS**

As discussed in Note 1, Universal implemented actions during fiscal years 2007 and 2008 to divest its non-tobacco businesses, which included lumber and building products operations and agri-product operations. The lumber and building products businesses and a portion of the agri-products operations were sold during fiscal year 2007. The remaining agri-product businesses, or the assets of those businesses, were sold during fiscal year 2008. For the nine months ended December 31, 2007, the Company reported a loss from discontinued operations, net of income taxes, of \$145,000, most of which represented the net results from operating two of the agri-product businesses prior to their sale. The businesses were sold in May 2007 and October 2007.

### **NOTE 5. RESTRUCTURING COSTS**

During the quarter ended June 30, 2007, the Company recorded restructuring costs totaling \$3.3 million, representing one-time and special termination benefits associated with actions taken in certain areas of its worldwide operations. Approximately \$1.1 million of the costs related to a restructuring and downsizing of the Company's operations in Canada in response to declining tobacco production in that country. In addition, the Company's decision to exit certain flue-cured growing projects in Africa accounted for approximately \$1.7 million of costs, as actions to release farm managers and workers were implemented during the quarter. The remaining \$0.5 million of the charge related to reorganizations in several smaller locations. The restructuring costs reflected termination benefits paid, or to be paid, to 40 management and administrative employees, plus small remuneration payments to approximately 10,500 seasonal workers released from the growing projects in Africa.

In addition to the restructuring costs recorded during the quarter ended June 30, 2007, Universal recorded other restructuring costs during the fiscal years ended March 31, 2006, and

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March 31, 2008, associated with various other actions taken to streamline, restructure, or exit various activities and functions in certain areas of its worldwide operations. A significant portion of the restructuring costs were paid prior to the end of fiscal year 2008, and nearly all of the remainder will be paid by the end of fiscal year 2009. During the nine months ended December 31, 2008, payments of employee termination benefits were made to 33 employees. The activity in the Company's liability for restructuring costs for fiscal year 2008 and the first nine months of fiscal year 2009 was as follows:

(in thousands of dollars)	Employee Termination Benefits	Other Costs	Total
Balance at March 31, 2007	\$ 1,331	\$ 190	\$ 1,521
Costs charged to expense during fiscal year 2008:			
Quarter ended June 30, 2007	3,304		3,304
Quarter ended March 31, 2008	3,413		3,413
Payments during fiscal year 2008:			
Quarter ended June 30, 2007	(786)	(52)	(838)
Quarter ended September 30, 2007	(2,359)	(35)	(2,394)
Quarter ended December 31, 2007	(441)	(34)	(475)
Quarter ended March 31, 2008	(1,376)	(69)	(1,445)
Balance at March 31, 2008	3,086		3,086
Payments during fiscal year 2009:			
Quarter ended June 30, 2008	(642)		(642)
Quarter ended September 30, 2008	(245)		(245)
Quarter ended December 31, 2008	(108)		(108)
Balance at December 31, 2008	\$ 2,091	\$	\$ 2,091

**NOTE 6. STOCK-BASED COMPENSATION**

Universal's shareholders have approved Executive Stock Plans (Plans) under which officers, directors, and employees of the Company may receive grants and awards of common stock, restricted stock, restricted stock units (RSUs), performance share awards (PSAs), stock appreciation rights (SARs), incentive stock options, and non-qualified stock options. The Company's practice is to award grants of stock-based compensation to officers on an annual basis at the first regularly scheduled meeting of the Executive Compensation, Nominating and Corporate Governance Committee of the Board of Directors (the Compensation Committee) in the fiscal year. Awards of restricted stock, RSUs, PSAs, SARs, and non-qualified stock options are currently outstanding under the Plans. The non-qualified stock options and SARs have an exercise price equal to the market price of a share of common stock on the grant date. All stock options currently outstanding are fully vested and exercisable, and they expire ten years after the grant date. The SARs are settled in shares of common stock, vest in equal one-third tranches one, two, and three years after the grant date, and expire ten years after the grant date, except that SARs granted after fiscal year 2007 expire on the earlier of three years after the grantee's



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retirement date or ten years after the grant date. The RSUs vest five years from the grant date and are then paid out in shares of common stock. Under the terms of the RSU awards, grantees receive dividend equivalents in the form of additional RSUs that vest and are paid out on the same date as the original RSU grant. The PSAs vest three years from the grant date, are paid out in shares of common stock at the vesting date, and do not carry rights to dividends or dividend equivalents prior to vesting. Shares ultimately paid out under PSA grants are dependent on the achievement of predetermined performance measures established by the Compensation Committee and can range from zero to 150% of the stated award. The Company's outside directors automatically receive shares of restricted stock following each annual meeting of shareholders. These shares vest upon the individual's retirement from service as a director.

During the nine months ended December 31, 2008 and 2007, Universal issued the following stock-based awards, representing the regular annual grants to officers and outside directors of the Company:

	<b>Nine Months Ended December 31,</b>	
	<b>2008</b>	<b>2007</b>
<b>SARs:</b>		
Number granted	132,000	272,800
Exercise price	\$ 51.32	\$ 62.66
Grant date fair value	\$ 11.65	\$ 14.64
<b>RSUs:</b>		
Number granted	36,500	68,200
Grant date fair value	\$ 51.32	\$ 62.66
<b>PSAs:</b>		
Number granted	31,600	
Grant date fair value	\$ 45.96	\$
<b>Restricted Shares:</b>		
Number granted	14,500	11,500
Grant date fair value	\$ 54.38	\$ 49.78

The grant date fair value of the SARs was estimated using the Black-Scholes pricing model and the following assumptions:

	<b>2008</b>	<b>2007</b>
Expected term	5.0 years	5.0 years
Expected volatility	31.3%	26.1%
Expected dividend yield	3.50%	2.81%
Risk-free interest rate	3.32%	5.00%

Fair value expense for stock-based compensation is recognized ratably over the period from grant date to the earlier of: (1) the vesting date of the award, or (2) the date the grantee is eligible to retire without forfeiting the award. For employees who are already eligible to retire at the date an award is granted, the total fair value of all non-forfeitable awards is recognized as expense at the date of grant. As a result, Universal typically incurs higher stock compensation expense in the first quarter of each fiscal year when grants are awarded than in the other three

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quarters. For PSAs, the Company generally recognizes fair value expense ratably over the performance and vesting period based on management's judgment of the ultimate award that is likely to be paid out based on the achievement of the predetermined performance measures. For the nine months ended December 31, 2008 and 2007, the Company recorded total stock-based compensation expense of approximately \$3.8 million and \$6.6 million, respectively. The significant decline in expense compared to the prior year period was due in part to retirements of several senior officers during fiscal year 2008 and in part to reduced award levels and related fair values for the awards granted to officers during the first quarter of fiscal year 2009. The Company expects to recognize stock-based compensation expense of approximately \$0.9 million during the remaining three months of fiscal year 2009.

**NOTE 7. COMPREHENSIVE INCOME**

Comprehensive income for each period presented in the consolidated statements of income and retained earnings was as follows:

(in thousands of dollars - all amounts net of income taxes)	Three Months Ended		Nine Months Ended	
	December 31, 2008	2007	December 31, 2008	2007
From continuing operations:				
Income from continuing operations	\$ 53,084	\$ 50,752	\$ 115,977	\$ 109,403
Foreign currency translation adjustment	(3,176)	3,508	(13,223)	10,304
Foreign currency hedge adjustment	(16,143)	(1,355)	(21,557)	(849)
Comprehensive income from continuing operations	33,765	52,905	81,197	118,858
From discontinued operations:				
Loss from discontinued operations				(145)
Comprehensive loss from discontinued operations				(145)
Total comprehensive income	\$ 33,765	\$ 52,905	\$ 81,197	\$ 118,713

**Table of Contents****NOTE 8. EARNINGS PER SHARE**

The following table sets forth the computation of basic and diluted earnings per share:

(in thousands, except per share data)	Three Months Ended December 31,		Nine Months Ended December 31,	
	2008	2007	2008	2007
<b>Basic Earnings Per Share</b>				
<b>Numerator for basic earnings per share</b>				
From continuing operations:				
Income from continuing operations	\$ 53,084	\$ 50,752	\$ 115,977	\$ 109,403
Less: Dividends on convertible perpetual preferred stock	(3,712)	(3,712)	(11,137)	(11,137)
Earnings available to common shareholders from continuing operations	49,372	47,040	104,840	98,266
From discontinued operations:				
Earnings (loss) available to common shareholders from discontinued operations				(145)
Net income available to common shareholders	\$ 49,372	\$ 47,040	\$ 104,840	\$ 98,121
<b>Denominator for basic earnings per share</b>				
Weighted average shares outstanding	24,989	27,357	25,759	27,285
<b>Basic earnings per share:</b>				
From continuing operations	\$ 1.98	\$ 1.72	\$ 4.07	\$ 3.60
From discontinued operations				(0.01)
Net income per share	\$ 1.98	\$ 1.72	\$ 4.07	\$ 3.59
<b>Diluted Earnings Per Share</b>				
<b>Numerator for diluted earnings per share</b>				
From continuing operations:				
Earnings available to common shareholders from continuing operations	\$ 49,372	\$ 47,040	\$ 104,840	\$ 98,266
Add: Dividends on convertible perpetual preferred stock (if conversion assumed)	3,712	3,712	11,137	11,137
Earnings available to common shareholders from continuing operations for calculation of diluted earnings per share	53,084	50,752	115,977	109,403
From discontinued operations:				
Earnings (loss) available to common shareholders from discontinued operations				(145)
Net income available to common shareholders	\$ 53,084	\$ 50,752	\$ 115,977	\$ 109,258
<b>Denominator for diluted earnings per share:</b>				
Weighted average shares outstanding	24,989	27,357	25,759	27,285
Effect of dilutive securities (if conversion or exercise assumed)				
Convertible perpetual preferred stock	4,719	4,711	4,717	4,710
Employee share-based awards	142	373	196	385
Denominator for diluted earnings per share	29,850	32,441	30,672	32,380

<b>Diluted earnings per share:</b>				
From continuing operations	\$ 1.78	\$ 1.56	\$ 3.78	\$ 3.38
From discontinued operations				(0.01)
Net income per share	\$ 1.78	\$ 1.56	\$ 3.78	\$ 3.37

**Table of Contents****NOTE 9. OPERATING SEGMENTS**

The principal approach used by management to evaluate the Company's performance is by geographic region, although some components of the business are evaluated on the basis of their worldwide operations. The Company evaluates the performance of its segments based on operating income after allocated overhead expenses (excluding significant non-recurring charges or credits), plus equity in pretax earnings of unconsolidated affiliates.

Operating results for the Company's reportable segments for each period presented in the consolidated statements of income and retained earnings were as follows:

(in thousands of dollars)	Three Months Ended December 31,		Nine Months Ended December 31,	
	2008	2007	2008	2007
<b>SALES AND OTHER OPERATING REVENUES</b>				
Flue-cured and burley leaf tobacco operations:				
North America	\$ 160,979	\$ 133,319	\$ 264,272	\$ 222,004
Other regions (1)	482,538	373,670	1,570,299	1,258,781
Subtotal	643,517	506,989	1,834,571	1,480,785
Other tobacco operations (2)	55,627	66,105	156,450	197,856
Consolidated sales and other operating revenues	\$ 699,144	\$ 573,094	\$ 1,991,021	\$ 1,678,641
<b>OPERATING INCOME</b>				
Flue-cured and burley leaf tobacco operations:				
North America	\$ 23,894	\$ 19,395	\$ 27,218	\$ 18,364
Other regions (1)	49,747	52,016	147,385	147,928
Subtotal	73,641	71,411	174,603	166,292
Other tobacco operations (2)	9,030	16,202	24,983	29,283
Segment operating income	82,671	87,613	199,586	195,575
Less:				
Equity in pretax earnings of unconsolidated affiliates (3)	5,259	8,477	12,792	7,231
Restructuring costs (4)				3,304
Consolidated operating income	\$ 77,412	\$ 79,136	\$ 186,794	\$ 185,040

(1) Includes South America, Africa, Europe, and Asia regions, as well as inter-region eliminations.

(2) Includes Dark Air-Cured, Special Services, and Oriental, as well as inter-company eliminations. Sales and other operating revenues for this reportable segment include limited amounts for Oriental because its financial results consist principally of equity in the pretax earnings of an unconsolidated affiliate.

(3) Item is included in segment operating income, but not included in consolidated operating income.

(4) Item is not included in segment operating income, but is included in consolidated operating income.

**NOTE 10. FAIR VALUE MEASUREMENTS**

As discussed in Note 2, Universal adopted SFAS 157, Fair Value Measurements, and SFAS 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an amendment of FASB Statement No. 115, effective April 1, 2008.



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*SFAS 157 and Related Disclosures*

SFAS 157 defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles, and expands disclosures about fair value measurements. The application of SFAS 157 is generally limited to financial assets and liabilities at this time because application to most nonfinancial assets and liabilities was deferred one year by subsequent guidance issued by the FASB. The adoption of SFAS 157 resulted in an increase of approximately \$1.3 million in the fair value liability associated with the Company's guarantees of bank loans to tobacco growers in Brazil (see Note 3).

Under SFAS 157, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The framework for measuring fair value under the guidance is based on a fair value hierarchy that distinguishes between observable inputs (i.e., inputs that are based on market data obtained from independent sources) and unobservable inputs (i.e., inputs that require the Company to make its own assumptions about market participant assumptions because little or no market data exists). There are three levels within the fair value hierarchy:

<b>Level</b>	<b>Description</b>
1	quoted prices in active markets for identical assets or liabilities that the Company has the ability to access as of the reporting date;
2	quoted prices in active markets for similar assets or liabilities, or quoted prices for identical or similar assets or liabilities in markets that are not active, or inputs other than quoted prices that are observable for the asset or liability;
3	unobservable inputs for the asset or liability.

In measuring the fair value of liabilities, the Company considers the risk of non-performance in determining fair value.

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At December 31, 2008, the Company had certain financial assets and financial liabilities that were required to be measured and reported at fair value on a recurring basis. These assets and liabilities are listed in the table below and classified based on how their values were determined under the fair value hierarchy:

(in thousands of dollars)	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Available-for-sale securities	\$ 46,170	\$	\$	\$ 46,170
Trading securities associated with deferred compensation plans	16,596			16,596
Interest rate swaps		14,102		14,102
Forward foreign currency exchange contracts		1,034		1,034
<b>Total assets</b>	<b>\$ 62,766</b>	<b>\$ 15,136</b>	<b>\$</b>	<b>\$ 77,902</b>
<b>Liabilities:</b>				
Guarantees of bank loans to tobacco growers	\$	\$	\$ 9,564	\$ 9,564
Forward foreign currency exchange contracts		27,456		27,456
<b>Total liabilities</b>	<b>\$</b>	<b>\$ 27,456</b>	<b>\$ 9,564</b>	<b>\$ 37,020</b>

**Available-for-sale securities**

Available-for-sale securities primarily include commercial paper, bank certificates of deposit, corporate bonds, and government bonds. Quoted market prices (Level 1) are used to determine the fair values of corporate bonds and government bonds. The fair values of commercial paper and bank certificates of deposit are determined by outside brokers through a combination of their knowledge of the current pricing environment and market flows (Level 2). At December 31, 2008, the fair values of all of the Company's available-for-sale securities were determined through quoted market prices (Level 1). The fair values of these securities approximate cost due to the short-term maturities of the instruments and the high credit quality of the issuers.

**Trading securities associated with deferred compensation plans**

Trading securities represent mutual fund investments that are matched to employee deferred compensation obligations. These investments are bought and sold as employees defer compensation, receive distributions, or make changes in the funds underlying their accounts. Quoted market prices (Level 1) are used to determine the fair values of the mutual funds and their underlying securities.

**Interest rate swaps**

The fair values of interest rate swap contracts are determined based on dealer quotes using a discounted cash flow model matched to the contractual terms of each instrument. Since inputs to the model are observable and significant judgment is not required in determining the fair values, interest rate swaps are classified within Level 2 of the fair value hierarchy.

**Forward foreign currency exchange contracts**

The fair values of forward foreign currency exchange contracts are also determined based on dealer quotes using a discounted cash flow model matched to the contractual terms of each instrument. Since inputs to the model are observable and significant judgment is not required in determining the fair values, forward foreign currency exchange contracts are classified within Level 2 of the fair value hierarchy.



**Table of Contents****Guarantees of bank loans to tobacco growers**

The fair values of the Company's guarantees of bank loans to tobacco growers are determined by using internally-tracked historical loss data for such loans to develop an estimate of future losses under the guarantees outstanding at the measurement date. The present value of the cash flows associated with those estimated losses is then calculated at a risk-adjusted interest rate. This approach is sometimes referred to as the contingent claims valuation method. Although historical loss data is an observable input, significant judgment is required in applying this information to the portfolio of guaranteed loans outstanding at each measurement date and in selecting a risk-adjusted interest rate. The guarantees of bank loans to tobacco growers are therefore classified within Level 3 of the fair value hierarchy.

A reconciliation of the change in the balance of the financial liability for guarantees of bank loans to tobacco growers (Level 3) for the nine months ended December 31, 2008, is as follows:

(in thousands of dollars)

Balance at April 1, 2008	\$ 13,924
Favorable experience in collection of 2007-08 crop year loans	(1,487)
Decrease in aggregate guaranteed loan balance due to removal of 2007-08 crop year loans from the portfolio and addition of 2008-09 crop year loans	(2,689)
Change in discount rate and estimated collection period	2,146
Currency remeasurement	(2,330)
Balance at December 31, 2008	\$ 9,564

***SFAS 159***

SFAS 159 gives companies the option to report at fair value certain financial instruments and other items not otherwise required to be reported at fair value under current accounting guidance. Under SFAS 159, this reporting choice (the fair value option) is made on an item-by-item basis, and changes in fair value following initial application are reported in earnings. Universal did not elect the fair value option for any financial instruments or other items; therefore, the adoption of SFAS 159 had no impact on the Company's financial statements.

**NOTE 11. PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS**

The Company has several defined benefit pension plans covering U.S. salaried employees and certain foreign and other employee groups. These plans provide retirement benefits based primarily on employee compensation and years of service. The Company also provides postretirement health and life insurance benefits for eligible U.S. employees attaining specific age and service levels.

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The components of the Company's net periodic benefit cost for its continuing operations were as follows:

(in thousands of dollars)	Pension Benefits		Other Postretirement Benefits	
	Three Months Ended December 31,		Three Months Ended December 31,	
	2008	2007	2008	2007
Service cost	\$ 1,432	\$ 1,432	\$ 228	\$ 271
Interest cost	3,403	3,257	698	762
Expected return on plan assets	(3,326)	(3,044)	(39)	(41)
Net amortization and deferral	572	810	(138)	(12)
<b>Net periodic benefit cost</b>	<b>\$ 2,081</b>	<b>\$ 2,455</b>	<b>\$ 749</b>	<b>\$ 980</b>

(in thousands of dollars)	Pension Benefits		Other Postretirement Benefits	
	Nine Months Ended December 31,		Nine Months Ended December 31,	
	2008	2007	2008	2007
Service cost	\$ 4,331	\$ 4,290	\$ 684	\$ 812
Interest cost	10,297	9,751	2,093	2,285
Expected return on plan assets	(10,006)	(9,132)	(117)	(122)
Curtailment loss	815			
Settlement cost	3,302			
Net amortization and deferral	1,211	2,505	(162)	(36)
<b>Net periodic benefit cost</b>	<b>\$ 9,950</b>	<b>\$ 7,414</b>	<b>\$ 2,498</b>	<b>\$ 2,939</b>

During the nine months ended December 31, 2008, the Company made contributions of approximately \$19 million to its qualified and non-qualified pension plans. With the deterioration in worldwide financial markets since March 31, 2008, the value of assets held in the Company's qualified pension plan has declined by approximately \$35 million. As a result, the Company expects that it will be required under existing regulations to increase contributions to the plan during the next twelve months. Management expects to make an additional contribution of up to \$20 million to its qualified plan by March 2009. If the maximum amount is contributed, contributions of approximately \$25 million to the Company's pension plans are expected during the remaining three months of fiscal year 2009.

As discussed in Note 2, the Company will adopt the measurement timing provisions of SFAS 158 during the fourth quarter of fiscal year 2009, and will change the annual measurement date for its defined benefit pension and other postretirement benefit plans to coincide with its fiscal year end. The Company expects to record a direct adjustment to reduce retained earnings by approximately \$2 million (\$3 million before income taxes) upon adoption in the fourth quarter, reflecting the expense attributable to the intervening three-month transition period.

**NOTE 12. INCOME TAXES**

The Company's consolidated effective income tax rates on pre-tax earnings from continuing operations for the quarter and nine months ended December 31, 2008, were approximately 26% and 30%, respectively. These rates were lower than the 35% U.S. federal statutory rate, primarily due to anticipated utilization in the current fiscal year of foreign tax

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credit carryforwards, for which a valuation allowance previously had been established. This anticipated utilization is due in part to the impact on the Company's overall tax position of the weakness of the U.S. dollar relative to the Brazilian currency over recent reporting periods to early fiscal year 2009, and in part to the expected effects of tax planning. Under the accounting guidance for income taxes, the reversal of the valuation allowance is treated as an adjustment to the effective tax rate for the year in which the determination is made to the extent the change is due to current fiscal year income. The impact of reversing the allowance is a reduction in income tax expense for the year of approximately \$3 million. Another important factor contributing to the lower effective tax rate is the improvement in earnings in the African region where income tax rates are generally below the U.S. rate because of the structure of the ownership of the region. This factor more than offsets the impact of state taxes on income projected to be earned in the United States. The effective tax rate was also reduced by the reversal during the quarter ended December 31, 2008, of a liability accrued for uncertain tax positions due to expiration of the statute of limitations for the related tax year. The Company currently expects that its effective tax rate for fiscal year 2009 will approximate 31%.

For both the quarter and nine months ended December 31, 2007, the effective income tax rate was approximately 36%. The rate was higher than the U.S. federal statutory income tax rate primarily because of excess foreign taxes recorded in countries where the tax rates exceed the U.S. rate, as well as state taxes on income earned in the U.S. In addition, the restructuring charges provided tax benefits at a rate that was lower than the statutory rate, which increased the effective tax rate for the quarter.

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*This Quarterly Report on Form 10-Q and the following Management's Discussion and Analysis of Financial Condition and Results of Operations contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Among other things, these statements relate to the Company's financial condition, results of operation, and future business plans, operations, opportunities, and prospects. In addition, the Company and its representatives may from time to time make written or oral forward-looking statements, including statements contained in other filings with the Securities and Exchange Commission and in reports to shareholders. These forward-looking statements are generally identified by the use of words such as we expect, believe, anticipate, could, should, may, plan, will, predict, estimate, and similar expressions or words of similar import. These forward-looking statements are based upon management's current knowledge and assumptions about future events and involve risks and uncertainties that could cause actual results, performance, or achievements to be materially different from any anticipated results, prospects, performance, or achievements expressed or implied by such forward-looking statements. Such risks and uncertainties include: anticipated levels of demand for and supply of its products and services; costs incurred in providing these products and services; timing of shipments to customers; changes in market structure; changes in exchange rates; and general economic, political, market, and weather conditions. For a further description of factors that may cause actual results to differ materially from such*

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*forward-looking statements, see Item 1A, Risk Factors of our Annual Report on Form 10-K for the fiscal year ended March 31, 2008. We caution investors not to place undue reliance on any forward-looking statements as these statements speak only as of the date when made, and we undertake no obligation to update any forward-looking statements made in this report. This Form 10-Q should be read in conjunction with our Annual Report on Form 10-K for the fiscal year ended March 31, 2008.*

## **Liquidity and Capital Resources**

### **Overview**

After significant seasonal working capital investments during the first half of our fiscal year, we generally see contraction in inventory and other working capital elements in the second half of the fiscal year as major crops in Africa are being shipped and South American shipments near completion. Reflecting this seasonal pattern, inventory levels have declined, cash balances have increased, short-term bank borrowings and customer funds have decreased, and operating cash flows have increased since September 30.

Our liquidity and capital resource requirements are predominantly short term in nature and relate to working capital for tobacco crop purchases. Working capital needs are seasonal within each geographic region. The geographic dispersion and the timing of working capital needs permit us to predict our general level of cash requirements, although crop size, prices paid to farmers, and currency fluctuations affect requirements each year. Each geographic area follows a cycle of buying, processing, and shipping, although in several regions, we also provide agricultural materials to farmers during the growing season. The timing of the elements of each cycle is influenced by such things as local weather conditions and individual customer shipping requirements, which may change the level or the duration of crop financing. Despite a predominance of short-term needs, we maintain a relatively large portion of our total debt as long-term to reduce liquidity risk.

### **Operations**

We used \$7 million in net cash flow to fund operating activities during the nine months ended December 31, 2008. Accounts receivable increased by \$111 million to \$343 million reflecting higher volumes and pricing primarily related to increased leaf costs. Tobacco inventory at \$614 million was up slightly from \$603 million at March 31, 2008. Compared to December 31, 2007, tobacco inventory levels are about \$126 million, or 27%, higher, primarily due to higher green tobacco costs, caused by the weakness of the U.S. dollar during the primary buying periods in Africa and South America, by higher local currency prices paid to farmers, and by trading opportunities in the United States. Other inventory, which includes packing supplies and agricultural materials such as fertilizer, was about \$25 million higher primarily because deliveries to African farmers were delayed by weather conditions. Inventory is usually financed with a mix of cash, notes payable, and customer deposits, depending on our borrowing capabilities, interest rates, and exchange rates, as well as those of our customers.

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We generally do not purchase material quantities of tobacco on a speculative basis. At December 31, 2008, our uncommitted inventories were \$97 million, or about 16% of total tobacco inventory, compared to \$89 million, or about 15% of our March 31, 2008, inventory, and \$64 million, or about 13% of our December 31, 2007, inventory. Compared to last year's third quarter, uncommitted inventories increased as the effect of decreased volumes of uncommitted inventories in most regions was more than offset by higher local currency prices paid to farmers and increased volumes held for trade in one area.

Customer deposits were almost \$59 million lower this year as we reduced customer prepayment programs. Accounts receivable increased by \$109 million due to higher volumes and selling prices this year, as well as lower customer deposits. Advances to suppliers increased by \$39 million, primarily because we began advancing funds to suppliers in two regions.

Conditions in worldwide financial markets changed dramatically in recent months and continue to be volatile. The U.S. dollar strengthened significantly against many currencies, which has the effect of reducing the U.S. dollar cost of future tobacco purchases in local currency. Most of our fiscal year 2009 inventory was purchased before that change and thus reflects the higher costs. In addition, agricultural materials for next year's crops were purchased before the U.S. dollar strengthened.

## **Investment**

During the nine months ended December 31, 2008, we invested about \$29 million in our fixed assets, which was slightly less than our depreciation expense of \$32 million. Our intent is to limit maintenance capital spending to a level below depreciation expense in order to maintain strong cash flow; however, from time to time larger projects may be undertaken. In the first nine months of last year, capital spending was \$18 million. The increase was primarily caused by the replacement of aircraft in Africa.

## **Financing**

We consider the sum of notes payable and overdrafts, long-term debt (including current portion), and customer advances and deposits, less cash, cash equivalents, and short-term investments on our balance sheet to be our net debt. We also consider our net debt plus minority interests and shareholders' equity to be our total capitalization. Net debt increased by about \$182 million to \$488 million during the nine months ended December 31, 2008. The increase reflects higher seasonal working capital requirements caused by higher green tobacco costs due to the weakness of the U.S. dollar during the primary buying periods in Africa and South America, and it also reflects the use of prior year cash flows for share repurchases. Net debt as a percentage of capitalization was approximately 32% at December 31, 2008, up from approximately 21% at March 31, 2008, and 20% at December 31, 2007. Net debt has increased by about \$213 million since December 31, 2007, as we utilized cash balances and issued new short-term debt to fund higher seasonal working capital requirements and purchase common shares.

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As of December 31, 2008, we were in compliance with the covenants of our debt agreements. We had \$400 million available under a committed revolving credit facility that will expire on August 31, 2012, and \$94 million in cash, cash equivalents, and short-term investments. Our short-term debt and current maturities of long-term debt totaled \$220 million. In addition, we had about \$425 million in unused, uncommitted credit lines. Our seasonal working capital requirements typically increase from December to September by up to \$200 million. In addition, we have \$79.5 million in long-term debt maturing in September 2009, and we expect to provide up to \$20 million in additional funding to our qualified pension plan. While available capital resources from our committed revolving credit facility and uncommitted credit lines exceed these anticipated needs, we may explore issuing additional long-term debt in order to better control liquidity risk. If we were to issue new long-term debt in the current markets, we believe that the cost of that debt would be substantially higher than our current, outstanding debt and that the increased interest expense would impact our future results. If we refinanced our maturing debt today, we believe our interest expense could increase by up to \$3 million per year.

On November 7, 2007, we announced that our Board of Directors had approved the purchase of up to \$150 million of our common stock through November 2009. The purchases are carried out from time to time on the open market or in privately negotiated transactions at prices not exceeding prevailing market rates. During the nine months ended December 31, 2008, we purchased 2.2 million shares of common stock at an aggregate cost of \$110.5 million (average price per share of \$49.59), which brought our total purchases under the program to 2.55 million shares at an aggregate cost of \$128 million (average price per share of \$50.05). As of December 31, 2008, we had approximately 25.0 million common shares outstanding.

## **Results of Operations**

Earnings per diluted share increased by 14% to \$1.78 for our third fiscal quarter, which ended on December 31, 2008. These results represented net income of \$53.1 million compared to \$50.8 million, or \$1.56 per diluted share, last year. The quarter reflected very strong operations in our reported segments, especially in flue-cured and burley operations where shipments of larger African crops and good performance by our North American group had a significant effect. The performance of those operations was offset by the negative effects of currency remeasurement related to Brazilian net monetary assets that reduced operating income by \$20 million. Revenues increased by 22% to \$699 million, primarily due to increased costs of green tobacco that were passed through in sales prices, as well as to increased volumes after the very small African crops last year. Similar factors affected the nine-month results. In addition, we benefited from lower effective tax rates. Net income for the first three quarters of the fiscal year was \$116.0 million, or \$3.78 per diluted share, up from \$109.3 million, or \$3.37 per diluted share, reported last year. Revenues increased by 19% during the nine-month period.

### **Flue-cured and Burley Operations**

Our flue-cured and burley operations posted a very strong quarter as operating income increased by 3%, to about \$73.6 million, and revenues increased by 27%. North America's revenues and operating income were above last year's numbers primarily because of increased sales of current crop tobacco in the United States, partly due to earlier shipments this year.

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Results in North America also benefited from increased trading activities. Operating income for the Other Regions segment decreased slightly for the quarter despite improved operations in Africa and volume increases from the larger burley crops there. The segment's performance was hurt by lower results from our South American operations due to currency remeasurement losses in Brazil, where the local currency weakened by approximately 22% during the quarter. Some of the remeasurement losses were attributable to advances to farmers for crop inputs for the upcoming growing season. Crop inputs were more expensive this year due to increased fertilizer prices and the weaker U.S. dollar at the time they were purchased. Although the crop inputs are being used for production of the crop that will be sold next year, the advances to farmers for those inputs are remeasured in U.S. dollars along with all other monetary assets and liabilities each reporting period. As a result, the related remeasurement loss affects operating income this year when the prior crop is being sold. Shipments this quarter from South America were higher than in the prior year, but they continued to be hampered by a flood-related port closure. Results from Europe were lower in the quarter because significant shipments took place earlier in the year, and Asian operations saw lower earnings on lower volumes and a negative comparison from currency changes this year. Revenues for Other Regions increased by 29%, to \$483 million due to volume and price increases. Price increases were primarily related to higher cost leaf.

For the nine months, results for flue-cured and burley operations increased by more than 5%, to nearly \$175 million. The improvement was due to stronger performance in North America, where cost savings in Canada and increased volumes in the United States boosted income and revenues. The Other Regions segment reflected stronger performance in the African region from higher volumes and from reduced charges and write downs there. Results of European operations were higher as well, primarily related to higher volumes in the region's tobacco sheet business. South American results were reduced by the effect of the previously mentioned remeasurement losses, which totaled \$43 million for the period. The Brazilian currency devalued by about 32% over the nine months, compared to a 15% strengthening last year. Asian results were reduced by their third quarter performance. Revenues for the Other Regions segment were up by 25% to \$1.6 billion for the nine months, primarily due to volume increases in Africa and higher prices in several regions related to higher leaf costs.

**Other Tobacco Operations**

Results for Other Tobacco Operations declined as earnings from the Special Services group, where sales were accelerated last year, showed an expected decrease related to a shift of business to the origins. That change also caused the 16% decline in segment revenue in the quarter. In addition, results from the oriental tobacco joint venture declined primarily due to the sale of lower margin styles and grades this year and to currency remeasurement losses. Earnings of our dark tobacco operations were comparable to last year. For the nine months, segment earnings were 15% lower than the same period last year. The shift in business from Special Services caused the decline, but that effect was partially offset by improved performance in dark tobacco operations and the oriental tobacco joint venture. The latter group saw higher volumes for the nine-month period, the effect of which was partly offset by lower margins and lower currency remeasurement gains this year.

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### **Other Information**

Selling, general and administrative expenses, which are included in segment operating results, increased by about \$41 million in the quarter and \$72 million for the nine months, primarily due to the large currency remeasurement and exchange losses this year. Last year, when the U.S. dollar was weakening against most other world currencies, we generated currency-related gains. In contrast, fiscal year 2009 has seen the U.S. dollar dramatically strengthen against most currencies since the first fiscal quarter, producing the opposite effect. Thus, year-to-year comparisons reflect net expense increases of approximately \$35 million for the quarter and \$68 million for the nine months due to currency effects. Currency fluctuations primarily impacted our operating results in Brazil, the Philippines, Indonesia, and Africa and were mostly caused by local currency receivables from suppliers. The Company has hedged some of its net monetary assets with local borrowings.

Net interest expense increased by \$5.4 million in the quarter compared to last year, primarily because of increased cash requirements to fund working capital needs and share repurchases. We made substantial progress on our share repurchase program, spending about \$110 million to purchase 2.23 million shares during the nine months, bringing program totals, since November 2007, to \$128 million and 2.55 million shares. The effective tax rate fell to 26% for the quarter and 30% for the nine months. Those rates were lower than last year's rate of about 36% for both periods, primarily because we expect to utilize more of our foreign tax credit carryforwards, which caused the reduction of a valuation allowance for those credits. During the current year quarter, we also reversed a liability for uncertain tax positions because the statute of limitations for the related tax year expired. For the full year, we expect our effective tax rate to be approximately 31%.

### **General Overview**

We are pleased with our operations so far this year. It was gratifying to see the recovery of our African operations. African results improved due to higher volumes as well as efficiencies and strong teamwork. But the continued devaluation of the Brazilian currency has again adversely affected our results because of our balance sheet exposure there. Part of that exposure is related to farmer receivables that will be collected upon delivery of the current crop, and it reflects the higher cost of the local currency when fertilizer and seeds were provided to the farmers. The agricultural materials were purchased in the spring in the midst of the overheated commodity markets and when the local Brazilian currency was 30-40% stronger than it is today. Our regions have delivered operating improvements through hard work and careful attention to costs.

Tobacco competes with commodity crops for acreage, and world markets for commodity products have changed a great deal during the fiscal year. Early in the year, the cost of green tobacco escalated as all areas worked to ensure sustainability of supply in the face of competing crops. The market situation for fiscal year 2010 is likely to be very different. We saw a much needed recovery in burley volumes in Africa this year, but signs are pointing to an extremely large burley crop there next year, which is likely to move worldwide markets to oversupply. Flue-cured tobacco markets are expected to remain mostly balanced. We continue to work to maintain future production of the type of quality tobacco that our customers require.



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Notwithstanding the 12% increase in earnings per share this year, we have not been immune to the effects of the financial chaos in world markets. Remeasurement losses related to the rapid and severe weakening of the local Brazilian currency reduced our earnings per share by \$0.91. The value of our pension assets was also reduced by the general market decline, and we expect to provide between \$10 million and \$20 million in additional funding to our qualified defined benefit plan. But our business is healthy, and our balance sheet is strong. We have prudently managed the cash inflow from the sale of our non-tobacco businesses two years ago. We continue to work on cost control measures. We have passed the peak working capital requirement period during the year, and we believe that our financial resources are adequate to meet our needs.

We continue to closely monitor the tobacco subsidy system in the European Union ( E.U. ). The E.U. subsidy makes up well over half of the revenue that a European farmer receives on a tobacco crop, and the current subsidies expire with the completion of the 2009 crop, most of which we would expect to sell to customers in fiscal year 2011. Despite support for the extension of the tobacco subsidies from tobacco producing countries and votes in May and November 2008 by the E.U. Parliament in favor of extending those subsidies, the E.U. Commission and E.U. Council of Ministers did not address an extension in their November 2008 meeting. We believe that national governments will continue to work to find solutions to the problem because of the importance of tobacco production to local economies.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

#### **Interest Rates**

Interest rate risk is limited in the tobacco business because major customers usually pre-finance purchases or pay market rates of interest for inventory purchased for their accounts. Our tobacco customers pay interest on tobacco purchased for their order. That interest is paid at rates based on current markets for variable-rate debt. If we fund our committed tobacco inventory with fixed-rate debt, we may not be able to recover interest at that fixed rate if current market interest rates were to fall. As of December 31, 2008, tobacco inventory of \$614 million included about \$518 million in inventory that was committed for sale to customers and about \$96 million that was not committed. Committed inventory, after deducting \$27 million in customer deposits, represents our net exposure of \$491 million. We maintain a portion of our debt at variable interest rates either directly or through interest rate exchange agreements in order to mitigate interest rate risk related to carrying fixed-rate debt. Debt carried at variable interest rates was about \$311 million at December 31, 2008. A hypothetical 1% change in short-term interest rates would result in a change in annual interest expense of approximately \$3 million, and all of that amount should be offset with changes in customer charges. Approximately \$230 million of fixed-rate debt with an average interest rate of 5.66% remains.

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### **Currency**

The international tobacco trade generally is conducted in U.S. dollars, thereby limiting foreign exchange risk to that which is related to production costs, overhead, and income taxes in the source country. Most of the operations are accounted for using the U.S. dollar as the functional currency. Because there are no forward foreign exchange markets in many of our major countries of tobacco origin, we generally manage our foreign exchange risk by matching funding for inventory purchases with the currency of sale, which is usually the U.S. dollar, and by minimizing our net investment in individual countries. In these countries, we are vulnerable to currency gains and losses to the extent that any local currency monetary balances do not offset each other. In fiscal year 2009, we had a larger balance of net monetary assets in Brazil when the currency devalued by approximately 45% during the second and third fiscal quarters. With any continued devaluation after December 31, 2008, we could see an additional remeasurement loss in the fourth quarter, although normally net monetary asset balances are expected to decline during that period. In addition, changes in local currency exchange rates make tobacco more or less attractive in U.S. dollar terms. In some situations where customer contracts have fixed dollar pricing and forward foreign exchange markets exist, we may enter forward contracts to mitigate the risk of currency exchange rate changes. From time to time, we also enter derivative transactions to hedge forecast purchases of tobacco to reduce exposure to changing local currency rates. We may increase local currency borrowings or enter derivative transactions to reduce the effect of currency remeasurement on the income statement.

In certain tobacco markets that are primarily domestic, we use the local currency as the functional currency. Examples of these domestic markets are Canada, Hungary, and Poland. In each case, reported earnings are affected by the translation of the local currency into the U.S. dollar.

### **Derivatives Policies**

Hedging interest rate exposure using swaps and hedging foreign exchange exposure using forward contracts are specifically contemplated to manage risk in keeping with management's policies. We may use derivative instruments, such as swaps, forwards, or futures, which are based directly or indirectly upon interest rates and currencies to manage and reduce the risks inherent in interest rate and currency fluctuations.

We do not utilize derivatives for speculative purposes, and we do not enter into market risk-sensitive instruments for trading purposes. Derivatives are transaction specific so that a specific debt instrument, contract, or invoice determines the amount, maturity, and other specifics of the hedge. Counterparty risk is limited to institutions with long-term debt ratings of A or better.

## **ITEM 4. CONTROLS AND PROCEDURES**

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in reports we file under the Securities Exchange Act of

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1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. Our Chief Executive Officer and Chief Financial Officer evaluated, with the participation of other members of management, the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)), as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, management concluded that our disclosure controls and procedures were effective. There were no changes in our internal controls over financial reporting identified in connection with this evaluation that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

## **PART II. OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

#### **European Commission Fines in Spain**

In October 2004, the European Commission (the "Commission") imposed fines on five companies active in the raw Spanish tobacco processing market totaling 20 million for colluding on the prices paid to, and the quantities bought from, the tobacco growers in Spain. Two of our subsidiaries, Tabacos Espanoles S.A. ("TAES"), a purchaser and processor of raw tobacco in Spain, and Deltafina, S.p.A. ("Deltafina"), an Italian subsidiary, were among the five companies assessed fines. In its decision, the Commission imposed a fine of 108,000 on TAES and a fine of 11.88 million on Deltafina. Deltafina did not and does not purchase or process raw tobacco in the Spanish market, but was and is a significant buyer of tobacco from some of the Spanish processors. We recorded a charge of about 12 million (approximately \$14.9 million at the September 2004 exchange rate) in the second quarter of fiscal year 2005 to accrue the full amount of the fines assessed against our subsidiaries.

In January 2005, Deltafina filed an appeal in the Court of First Instance of the European Communities. The outcome of the appeal is uncertain, and an ultimate resolution to the matter could take several years. Deltafina has deposited funds in an escrow account with the Commission in the amount of the fine in order to stay execution during the appeal process. This deposit is accounted for as a non-current asset.

#### **European Commission Fines in Italy**

In 2002, we reported that we were aware that the Commission was investigating certain aspects of the leaf tobacco markets in Italy. Deltafina buys and processes tobacco in Italy. We reported that we did not believe that the Commission investigation in Italy would result in penalties being assessed against us or our subsidiaries that would be material to our earnings. The reason we held this belief was that we had received conditional immunity from the Commission because Deltafina had voluntarily informed the Commission of the activities that were the basis of the investigation.

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On December 28, 2004, we received a preliminary indication that the Commission intended to revoke Deltafina's immunity for disclosing in April 2002 that it had applied for immunity. Neither the Commission's Leniency Notice of February 19, 2002, nor Deltafina's letter of provisional immunity, contains a specific requirement of confidentiality. The potential for such disclosure was discussed with the Commission in March 2002, and the Commission never told Deltafina that disclosure would affect Deltafina's immunity. On November 15, 2005, we received notification that the Commission had imposed fines totaling 30 million (about \$42 million at the December 31, 2008 exchange rate) on Deltafina and Universal Corporation jointly for infringing European Union antitrust law in connection with the purchase and processing of tobacco in the Italian raw tobacco market.

We do not believe that the decision can be reconciled the Commission's Statement of Objections and the facts. Both Deltafina and Universal Corporation have appealed the decision to the Court of First Instance of the European Communities. Based on consultation with outside legal counsel, we believe it is probable that we will prevail in the appeals process, and we have not accrued a charge for the fine. Deltafina has provided a bank guarantee to the Commission in the amount of the fine plus accrued interest in order to stay execution during the appeal process.

### **U.S. Foreign Corrupt Practices Act**

As a result of a posting to our Ethics Complaint hotline alleging improper activities that involved or related to certain of our tobacco subsidiaries, the Audit Committee of our Board of Directors engaged an outside law firm to conduct an investigation of the alleged activities. That investigation revealed that there have been payments that may have violated the U.S. Foreign Corrupt Practices Act. These payments approximated \$1 million over a seven-year period. In addition, the investigation revealed activities in foreign jurisdictions that may have violated the competition laws of such jurisdictions, but we believe those activities did not violate U.S. antitrust laws. We voluntarily reported these activities to the appropriate U.S. authorities. On June 6, 2006, the Securities and Exchange Commission notified us that a formal order of investigation had been issued.

If the U.S. authorities determine that there have been violations of the Foreign Corrupt Practices Act, or if the U.S. authorities or the authorities in foreign jurisdictions determine there have been violations of other laws, they may seek to impose sanctions on us or our subsidiaries that may include injunctive relief, disgorgement, fines, penalties, and modifications to business practices. It is not possible to predict at this time what sanctions the U.S. authorities may seek to impose. It is also not possible to predict how the government's investigation or any resulting sanctions may impact our business, financial condition, results of operations, or financial performance, although such sanctions, if imposed, could be material to its results of operations in any quarter. We will continue to cooperate with the authorities in this matter.

### **Other Legal Matters**

In addition to the above-mentioned matters, some of our subsidiaries are involved in other litigation or legal and tax matters incidental to their business activities. While the outcome of these matters cannot be predicted with certainty, management is vigorously defending the

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claims and does not currently expect that any of them will have a material adverse effect on our financial position. However, should one or more of these matters be resolved in a manner adverse to our current expectation, the effect on our results of operations for a particular fiscal reporting period could be material.

**ITEM 1A. RISK FACTORS**

As of the date of this report, there are no material changes to the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended March 31, 2008. In evaluating our risks, readers should carefully consider the risk factors discussed in our Annual Report on Form 10-K, which could materially affect our business, financial condition or operating results, in addition to the other information set forth in this report and in our other filings with the Securities and Exchange Commission.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

The following table summarizes our repurchases of equity securities for the three-month period ended December 31, 2008:

<b>Period (1)</b>	<b>Total Number of Shares Repurchased</b>	<b>Average Price Paid Per Share(2)</b>	<b>Total Number of Shares Repurchased as Part of Publicly Announced Plan or Program(3)</b>	<b>Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs(3)</b>
October 1, 2008 to October 31, 2008	74,300	\$ 48.38	74,300	\$ 22,226,825
November 1, 2008 to November 30, 2008				\$ 0
December 1, 2008 to December 31, 2008				\$ 0
Total	74,300	\$ 48.38	74,300	\$ 22,226,825

- (1) Repurchases are based on the date the shares were traded. This presentation differs from the consolidated statement of cash flows, where the cost of share repurchases is based on the date the transactions were settled.
- (2) Amounts listed for average price paid per share includes broker commissions paid in the transactions.
- (3) The stock repurchase plan, which was authorized by our Board of Directors, became effective and was publicly announced on November 7, 2007. The stock repurchase plan authorizes the purchase of up to \$150 million in common stock in open market or privately negotiated transactions, subject to market conditions and other factors. The stock repurchase plan will expire on the earlier of November 15, 2009, or when we have repurchased all shares authorized for repurchase thereunder.

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**ITEM 6. EXHIBITS**

- 12 Ratio of Earnings to Fixed Charges, and Ratio of Earnings to Combined Fixed Charges and Preference Dividends.\*
- 31.1 Certification of Chief Executive Officer Pursuant to Section 302 of Sarbanes-Oxley Act of 2002.\*
- 31.2 Certification of Chief Financial Officer Pursuant to Section 302 of Sarbanes-Oxley Act of 2002.\*
- 32.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350.\*
- 32.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350.\*

\* Filed herewith

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**SIGNATURES**

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

Date: February 6, 2009

UNIVERSAL CORPORATION  
(Registrant)

/s/ David C. Moore  
David C. Moore, Senior Vice President  
and Chief Financial Officer

/s/ Robert M. Peebles  
Robert M. Peebles, Controller  
(Principal Accounting Officer)