

Edgar Filing: CARDINAL HEALTH INC - Form 11-K

CARDINAL HEALTH INC
Form 11-K
June 28, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 11-K

Annual Report Pursuant to Section 15(d) of the
Securities Exchange Act of 1934

For the Period Ended December 31, 2001

Commission File Number 1-11373

PROFIT SHARING PLAN OF BINDLEY WESTERN INDUSTRIES, INC.,

AND SUBSIDIARIES

(Full Title of Plan)

Cardinal Health, Inc.
7000 Cardinal Place
Dublin, Ohio 43017

(Name of Issuer of the Securities Held Pursuant to the Plan and
Address of its Principal Executive Office)

TABLE OF CONTENTS

Edgar Filing: CARDINAL HEALTH INC - Form 11-K

SIGNATURE.....1

INDEPENDENT AUDITORS' REPORT.....2

FINANCIAL STATEMENTS:

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS,
WITH FUND INFORMATION, AT DECEMBER 31, 2001 AND 2000.....3-4

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR
PLAN BENEFITS, WITH FUND INFORMATION,
FOR THE YEAR ENDED DECEMBER 31, 2001.....5

NOTES TO FINANCIAL STATEMENTS.....6-10

SCHEDULES:*

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT
DECEMBER 31, 2001.....11

*NOTE - OTHER SCHEDULES HAVE BEEN OMITTED BECAUSE THEY ARE NOT APPLICABLE.

EXHIBITS:

EXHIBIT 23 - CONSENT OF INDEPENDENT ACCOUNTANTS

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the members of the Plan Committee have duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

PROFIT SHARING PLAN OF
BINDLEY WESTERN INDUSTRIES, INC.,
AND SUBSIDIARIES

Date: June 28, 2002

/s/ Richard J. Miller

Richard J. Miller, Plan Committee Member

INDEPENDENT AUDITORS' REPORT

To the Administrator and
Administrative Committee of
The Profit Sharing Plan of Bindley

Edgar Filing: CARDINAL HEALTH INC - Form 11-K

Western Industries, Inc. and Subsidiaries:

We have audited the accompanying statements of net assets available for plan benefits, with fund information, of the Profit Sharing Plan of Bindley Western Industries, Inc. and Subsidiaries as of December 31, 2001 and 2000, and the related statement of changes in net assets available for plan benefits, with fund information, for the year ended December 31, 2001. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on the financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits 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. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits as of December 31, 2001 and 2000, and the changes in net assets available for benefits for the year ended December 31, 2001 in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held for investment purposes is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is 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. This 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.

/s/ ENT & IMLER CPA GROUP, PC

Indianapolis, Indiana
June 14, 2002

PROFIT SHARING PLAN OF
BINDLEY WESTERN INDUSTRIES, INC.
AND SUBSIDIARIES

STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS, WITH FUND INFORMATION

DECEMBER 31, 2001

Edgar Filing: CARDINAL HEALTH INC - Form 11-K

	Fund Information				
	Cardinal Health Common Stock Fund	Victory Investment Quality Bond Fund	Victory Balanced Fund	Victory U.S. Gov't Obligations Fund	American EuroPacific Growth Fund
ASSETS:					
Investments, at fair value	\$ 16,056,341	\$ -	\$ 3,010,905	\$ -	\$ 966,511
Receivables:					
Employer contributions	1,016,522	-	361,132	-	170,471
Employee contributions	9,207	-	2,467	-	1,945
Accrued investment income	6,330	-	-	-	-
Net assets available for plan benefits	<u>\$ 17,088,400</u>	<u>\$ -</u>	<u>\$ 3,374,504</u>	<u>\$ -</u>	<u>\$ 1,138,927</u>

	Fund Information				
	Franklin Small Cap Growth Fund	Victory Stock Index Fund	Fidelity Adv Equity Growth Fund	Victory Intermediate Income Fund	Victory Govt Reserve Fund
ASSETS:					
Investments, at fair value	\$ 1,864,972	\$ 750,294	\$ 869,877	\$ 1,422,545	\$ 7,692,
Receivables:					
Employer contributions	338,332	213,786	224,595	199,234	1,063,
Employee contributions	3,615	2,332	2,432	1,443	
Accrued investment income	-	-	-	-	-
Net assets available for plan benefits	<u>\$ 2,206,919</u>	<u>\$ 966,412</u>	<u>\$ 1,096,904</u>	<u>\$ 1,623,222</u>	<u>\$ 8,756,</u>

See auditors' report and accompanying notes to the financial statements

PROFIT SHARING PLAN OF
BINDLEY WESTERN INDUSTRIES, INC.
AND SUBSIDIARIES

STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS, WITH FUND INFORMATION

Edgar Filing: CARDINAL HEALTH INC - Form 11-K

DECEMBER 31, 2000

	Fund Information			
	BWI Common Stock	Victory Investment Quality Bond Fund	Victory Balanced Fund	Victory U.S. Gov't Obligations Fund
ASSETS:				
Investments, at fair value	\$ 15,113,504	\$ 1,192,174	\$ 2,788,702	\$ 9,520,792
Receivables:				
Employer contributions	883,439	145,302	344,308	422,339
Employee contributions	32,866	3,061	8,222	7,032
Accrued investment income	1,435	-	-	-
Total assets	16,031,244	1,340,537	3,141,232	9,950,163
LIABILITIES:				
Other liabilities	-	(2,721)	(6,930)	(5,853)
Net assets available for plan benefits	\$ 16,031,244	\$ 1,337,816	\$ 3,134,302	\$ 9,944,310

	Fund Information			
	PHC Common Stock	Franklin Small Cap Growth Fund	Victory Stock Index Fund	Fidelity Adv Equity Growth Fund
ASSETS:				
Investments, at fair value	\$ 9,725,189	\$ 2,017,599	\$ 651,810	\$ 1,082,023
Receivables:				
Employer contributions	-	369,645	141,177	191,974
Employee contributions	-	10,904	2,868	4,909
Accrued investment income	75	-	-	-
Total assets	9,725,264	2,398,148	795,855	1,278,906

Edgar Filing: CARDINAL HEALTH INC - Form 11-K

LIABILITIES:

Other liabilities	-	(9,357)	(2,399)	(4,241)
Net assets available for plan benefits	\$ 9,725,264	\$ 2,388,791	\$ 793,456	\$ 1,274,665

See auditors' report and accompanying notes to the financial statements

4

PROFIT SHARING PLAN OF
BINDLEY WESTERN INDUSTRIES, INC.
AND SUBSIDIARIES

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS, WITH FUND

INFORMATION

FOR THE YEAR ENDED DECEMBER 31, 2001

	Fund Information			
	Cardinal Health Common Stock Fund	Victory Investment Quality Bond Fund	Victory Balanced Fund	Victory U.S. Gov't Obligation Fund
Contributions:				
Employer	\$ 1,016,522	\$ -	\$ 361,132	\$ -
Employee	758,737	92,112	291,963	220,200
Rollover	62,151	3,005	2,386	1,200
Total contributions	1,837,410	95,117	655,481	221,400
Investment Income:				
Interest and dividends	37,715	58,685	232,382	-
Realized gains/(losses)	4,494,477	22,874	(38,791)	684,400
Net appreciation (depreciation) in fair value of investments	(4,031,479)	416	(329,198)	(422,700)
Total investment income	500,713	81,975	(135,607)	261,700
Total additions (deductions)	2,338,123	177,092	519,874	483,100

Edgar Filing: CARDINAL HEALTH INC - Form 11-K

Distributions to participants	(934,151)	(96,981)	(328,604)	(4,504,4
Administrative expenses	(52,204)	(744)	(2,313)	(5,7
Net transfers (to) from other funds	(294,612)	(1,417,183)	51,245	(5,917,3
	-----	-----	-----	-----
Net increase (decrease) in net assets available for plan benefits	1,057,156	(1,337,816)	240,202	(9,944,3
Beginning of year	16,031,244	1,337,816	3,134,302	9,944,3
	-----	-----	-----	-----
End of year	\$ 17,088,400	\$ -	\$ 3,374,504	\$
	=====	=====	=====	=====

Fund Information

	PHC Common Stock	Franklin Small-Cap Growth Fund	Victory Stock Index Fund	Fid Adv Gr F
	-----	-----	-----	-----
Contributions:				
Employer	\$ -	\$ 338,332	\$ 213,786	\$ 2
Employee	-	318,878	144,402	1
Rollover	-	18,755	6,230	
	-----	-----	-----	-----
Total contributions	-	675,965	364,418	4
	-----	-----	-----	-----
Investment Income:				
Interest and dividends	449	4,942	68,601	
Realized gains/(losses)	1,081,966	(438,070)	(248,296)	(2
Net appreciation (depreciation) in fair value of investments	(2,759,385)	(31,422)	25,806	(
	-----	-----	-----	-----
Total investment income	(1,676,970)	(464,550)	(153,889)	(2
	-----	-----	-----	-----
Total additions (deductions)	(1,676,970)	211,415	210,529	1
	-----	-----	-----	-----
Distributions to participants	(295,705)	(149,502)	(58,599)	(1
Administrative expenses	(18,034)	(1,685)	(984)	
Net transfers (to) from other funds	(1,008,296)	(242,100)	22,010	(2
	-----	-----	-----	-----
Net increase (decrease) in net assets available for plan benefits	(2,999,005)	(181,872)	172,956	(1
	-----	-----	-----	-----
Beginning of year	9,725,264	2,388,791	793,456	1,2
	-----	-----	-----	-----
End of year	\$ 6,726,259	\$ 2,206,919	\$ 966,412	\$ 1,0
	=====	=====	=====	=====

Fund Information

Edgar Filing: CARDINAL HEALTH INC - Form 11-K

	Victory Govt Reserves Fund	Loan Fund	Total
	-----	-----	-----
Contributions:			
Employer	\$ 1,063,734	\$ -	\$ 4,117,137
Employee	49,880	-	2,706,949
Rollover	10,159	-	133,721
	-----	-----	-----
Total contributions	1,123,773	-	6,957,807
	-----	-----	-----
Investment Income:			
Interest and dividends	3	6,810	644,450
Realized gains/(losses)	2,439	-	5,225,409
Net appreciation (depreciation) in fair value of investments	25,079	-	(7,763,243)
	-----	-----	-----
Total investment income	27,521	6,810	(1,893,384)
	-----	-----	-----
Total additions (deductions)	1,151,294	6,810	5,064,423
Distributions to participants	(300,777)	(5,768)	(7,447,276)
Administrative expenses	(1,865)	-	(89,741)
Net transfers (to) from other funds	7,908,150	107,724	-
	-----	-----	-----
Net increase (decrease) in net assets available for plan benefits	8,756,802	108,766	(2,472,594)
Beginning of year	-	52,819	50,813,338
	-----	-----	-----
End of year	\$ 8,756,802	\$ 161,585	\$ 48,340,744
	=====	=====	=====

See auditors' report and accompanying notes to the financial statements

PROFIT SHARING PLAN OF
BINDLEY WESTERN INDUSTRIES, INC.
AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2001 AND 2000

NOTE 1 - DESCRIPTION OF THE PLAN

Edgar Filing: CARDINAL HEALTH INC - Form 11-K

The following brief description of the Profit Sharing Plan of Bindley Western Industries, Inc. and Subsidiaries is provided for general information purposes only. Participants should refer to the plan agreement for more complete information.

General

The Profit Sharing Plan of Bindley Western Industries, Inc. and Subsidiaries (the "Plan") is a combined profit sharing and pre-tax savings plan. The purpose of the Plan is to provide retirement income and other benefits to eligible employees of Bindley Western Industries, Inc. and its Subsidiaries ("Bindley").

Effective January 1, 1994, Bindley adopted the Prism Prototype Plan and Trust (the "Prism Plan"), thereby amending and restating the Plan, which had originally been established January 1, 1979.

As of February 14, 2001, Bindley Western Industries, Inc. merged with Cardinal Health, Inc. As a result of the merger, all Bindley Western Industries, Inc. common stock held in the participant accounts was converted into Cardinal Health, Inc. common stock at the applicable exchange ratio. Currently, there are no intentions of merging Bindley's plan assets into Cardinal Health, Inc.'s plan assets.

Participation

Employees are eligible to participate in the Plan on January 1, April 1, July 1, or October 1, whichever comes first, after completing one year of service and attaining age twenty-one. An employee is considered to have completed one year of service at the end of the first twelve-month period during which the employee has completed not fewer than 1,000 hours of service.

Expenses

Certain expenses of the plan were paid by Bindley and approximated \$8,200 in 2001 and \$8,700 in 2000.

Administration

At December 31, 2001 the Plan was administered by a committee (the "Committee") appointed by the Human Resources and Compensation Committee of the Board of Directors of Cardinal Health, Inc. ("Cardinal"), the parent corporation of Bindley. The Plan has a trust agreement with Key Trust (the "Trustee") whereby the Trustee receives contributions, invests Plan assets and distributes amounts for benefit payments as directed by the Committee. All trustee's fees and other administrative expenses, exclusive of those incurred in relation to the Committee, are paid by the Plan. (See Note 8, "Significant Event")

Contributions and Allocations to Participants

Bindley's annual profit sharing contribution to the Plan is a discretionary amount determined by the Board of Directors of Cardinal for the 2001 contribution and the Board of Directors of Bindley for the 2000

Edgar Filing: CARDINAL HEALTH INC - Form 11-K

contribution. The 2001 and 2000 profit sharing contribution approximated \$4,117,000 and \$3,212,000, respectively.

Participants may authorize a pre-tax amount between 1% and 13% of their annual compensation to be contributed on their behalf to the Plan. However, the annual contribution per employee cannot exceed \$10,500 for 2001 and 2000. Participants may also make qualified rollover contributions to the Plan.

Profit sharing contributions are allocated to participants on the basis of the ratio that each participant's compensation bears to the total compensation paid to all Plan participants for the applicable Plan year.

Forfeitures (the non-vested portion of those participant's accounts who have terminated service with the Company) are used to offset future employer profit sharing contributions. At December 31, 2001 and 2000, forfeited non-vested accounts totaled \$0 and \$378,197, respectively.

Income (net of expenses) is allocated on a daily basis based on the ratio of each participant's adjusted beginning balance to the total of all participants' adjusted beginning balances for the applicable investment fund.

Vesting and Distributions

A participant's interest in their pre-tax employee contributions and the earnings thereon are 100% vested at all times.

A participant's interest in their profit sharing account is vested as follows:

Number of Years of Service	Percentage Vested
-----	-----
Fewer than 3	0%
3	20%
4	40%
5	60%
6	80%
7 or more	100%

In the event of a participant's retirement on or after his 65th birthday, total disability or death, his profit sharing account becomes fully vested.

7

Distributions consist of benefit payments to eligible participants, payments of vested amounts to terminated participants and payments to participants who can demonstrate financial hardship. Participants are also able to obtain loans from the Plan. Loans issued under the Prism Plan bear a rate of interest of prime plus 1%. Any loans issued prior to the adoption of the Prism Plan bear interest at a reasonable rate determined by the Committee. The loan fund is utilized as the disbursement fund for loans granted by the Plan.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

Edgar Filing: CARDINAL HEALTH INC - Form 11-K

The accounts of the Plan are maintained on the accrual basis of accounting.

Investments and Investment Income -----

Investments are stated at fair value which equals quoted market value or unit values based upon quoted market values. Participant loans are valued at cost, which approximates fair value. Interest and dividends are credited to the accounts when earned.

Payment of Benefits -----

Upon termination of service, a participant may elect to receive a lump sum amount equal to the value of their account. Benefits are recorded when paid.

Use of Estimates -----

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that effect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

NOTE 3 - INVESTMENTS -----

The Plan's investments are held by a Trustee. The Plan provides that the contributions will be invested in several different investment programs as directed by each participant. These investment programs range from money market, government secured, fixed income, growth, aggressive funds, and Cardinal's own stock. For the participants who fail to complete the proper investment election forms, these participant accounts are automatically invested in the low risk government secured investment. The net appreciation (depreciation) in fair value for each significant class of investment is shown in the accompanying financial statements as investment income.

8

Investment Options -----

Under the Prism Plan, participants are able to direct their contributions among several investment options. The investment funds available to participants are as follows:

1. VICTORY INVESTMENT QUALITY BOND FUND - invests primarily in investment-grade bonds issued by corporations and the U.S. Government and its agencies or instrumentalities.
2. VICTORY BALANCED FUND - invests in a diversified portfolio of common stocks and fixed income securities or other collective funds holding these securities.

Edgar Filing: CARDINAL HEALTH INC - Form 11-K

3. CARDINAL HEALTH, INC. COMMON STOCK FUND - invests in the common stock of the parent Company. (See Note 8, "Significant Event")
4. VICTORY U.S. GOVERNMENT OBLIGATIONS FUND - invests only in short-term securities issued or guaranteed by the U.S. Treasury and repurchase agreements collateralized by U.S. Treasury securities with maturities of thirteen months or less.
5. AMERICAN EUROPACIFIC GROWTH FUND - invests in small and large companies based in industrial nations as well as smaller, developing nations.
6. AMERICAN WASHINGTON MUTUAL INVESTORS FUND - invests primarily in companies that consistently pay dividends and earn more than their dividend payout.
7. PRIORITY HEALTHCARE CORPORATION COMMON STOCK FUND - one time investment in the common stock of Priority Healthcare Corporation, resulting from the Bindley Western Industries, Inc. January 1, 1999 spin-off.
8. FRANKLIN SMALL-CAP GROWTH FUND - invests primarily in the equity securities of small capitalization companies in the United States.
9. VICTORY STOCK INDEX FUND - invests primarily in the common stocks that comprise the S&P 500 Index.
10. FIDELITY ADVISOR EQUITY GROWTH FUND - invests primarily in the common and preferred stocks of companies with above-average growth characteristics.
11. VICTORY INTERMEDIATE INCOME FUND - invests at least 65% of assets in investment-grade debt securities.
12. VICTORY GOVERNMENT RESERVES FUND - invests only in securities issued by the U.S. Government, its agencies and/or instrumentalities.

Fund Transfers

Transfers between funds result from participants redirecting their contributions between the funds listed above.

9

NOTE 4 - PARTY-IN-INTEREST

Participants in the Plan may invest their contributions/account balances in a Cardinal Health, Inc. Common Stock Fund, which primarily holds shares of Cardinal common stock. At December 31, 2001, this fund held 244,572 Cardinal shares with a historical cost of \$10,837,081 and a market value of \$15,814,026. At December 31, 2000, this fund held 356,386 Bindley shares with a historical cost of \$5,804,048 and a market value of \$15,113,504. (See Note 8, "Significant Event")

NOTE 5 - INCOME TAX STATUS

The Internal Revenue Service issued a determination letter on October 2, 1996 stating that the Plan qualifies for tax-exempt status under the

Edgar Filing: CARDINAL HEALTH INC - Form 11-K

applicable provisions of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, management believes the Plan is designed and is currently being administered in accordance with the Internal Revenue Code and ERISA.

NOTE 6 - PLAN TERMINATION

Although it has not expressed any intent to do so, Cardinal has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100 percent vested in their accounts.

NOTE 7 - DIFFERENCE FROM FORM 5500

At December 31, 2001, there are no differences between the Annual Return/Report of Employee Benefit Plan (Form 5500) filed with the Internal Revenue Service and the accompanying financial statements.

NOTE 8 - SIGNIFICANT EVENT

On February 14, 2001, Bindley Western Industries, Inc. shareholders voted to approve a merger with Cardinal Health, Inc. This was a stock-for-stock transaction, where Bindley Western Industries, Inc. shareholders received 0.6413 Cardinal Health, Inc. common shares for each outstanding share of Bindley Western Industries, Inc. As a result, all Bindley Western Industries, Inc. common stock held in participant accounts was converted into Cardinal Health, Inc. common stock at the applicable exchange ratio and the Bindley Western Industries, Inc. common stock fund was converted to the Cardinal Health, Inc. common stock fund.

Also in connection with the merger the Cardinal Health, Inc. Employee Benefits Policy Committee has assumed responsibility for administration of the plan.

10

PROFIT SHARING PLAN OF
BINDLEY WESTERN INDUSTRIES, INC.
AND SUBSIDIARIES

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

DECEMBER 31, 2001

Identity of Issue

Description of Investment

Edgar Filing: CARDINAL HEALTH INC - Form 11-K

American EuroPacific Growth Fund	Registered Investment Company
Fidelity Adv Equity Growth Fund	Registered Investment Company
Franklin Small Cap Growth Fund	Registered Investment Company
Victory Stock Index Fund	Registered Investment Company
Victory Balanced Fund	Registered Investment Company
American Washington Mutual Investors Fund	Registered Investment Company
Victory Intermediate Income Fund	Registered Investment Company
* Cardinal Health, Inc. Common Stock Fund	Equity Securities of Cardinal Heal
Priority Healthcare Corp Common Stock Fund	Equity Securities of Priority Heal Corporation
Victory Government Reserves Fund	Registered Investment Company
* Loans to participants (Interest rates of 8.25% to 9.25%)	

*Denotes party-in-interest.

See auditors' report and accompanying notes to the financial statements