

Edgar Filing: BLAIR CORP - Form 10-K

BLAIR CORP  
Form 10-K  
March 16, 2001

1

=====

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-K

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

For the fiscal year ended December 31, 2000

Commission file number 1-878

BLAIR CORPORATION

Incorporated in Delaware

I.R.S. Employer Identification Number:

220 Hickory Street  
Warren, Pennsylvania 16366  
(814) 723-3600

25-0691670

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

TITLE OF EACH CLASS	NAME OF EACH EXCHANGE ON WHICH REGISTERED
Common Stock, without nominal or par value	American Stock Exchange
Securities registered pursuant to Section 12(g) of the Act:	None

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 X No \_\_\_

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. \_\_\_

The aggregate market value of the voting stock held by nonaffiliates of the registrant as of February 23, 2001 was \$136,734,712. There were 7,968,844 shares of common stock outstanding as of February 23, 2001, which amount represents the figure reported outstanding by the Company's transfer agent as of the record date.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Annual Report to Stockholders for the fiscal year ended

## Edgar Filing: BLAIR CORP - Form 10-K

December 31, 2000 (the "Annual Report") are incorporated by reference into Part II and Part IV of this Form 10-K. Portions of the Proxy Statement for the 2001 Annual Meeting of Stockholders (the "Proxy Statement") are incorporated by reference into Part III of this Form 10-K.

=====

2

### PART I

#### ITEM 1. BUSINESS

##### (a) GENERAL.

Blair Corporation (the "Company") was founded in 1910 by John L. Blair, Sr., and was incorporated in 1924 under the laws of the State of Delaware. The Company's business consists of the sale of fashion apparel for men and women, plus a wide range of home products, primarily through direct mail merchandising. The Company operates three retail stores, two in Pennsylvania and one in Delaware, and two outlet stores in Pennsylvania. The Company employs approximately 2,500 people. None of the Company's employees are subject to collective bargaining agreements.

##### (b) INFORMATION REGARDING INDUSTRY SEGMENTS.

The Company's business consists of only one industry segment, which is the direct mail and retail merchandising of men's and women's fashion apparel and home products.

##### (c) DESCRIPTION OF BUSINESS.

The Company markets a wide range of merchandise, manufactured by a number of independent suppliers, both domestic and foreign. Most of these suppliers have been associated with the Company for many years and manufacture products based upon the Company's specifications. Suppliers are selected in accordance with their ability to produce high quality products in a cost-effective manner.

The Company markets its products mainly by direct mail. Catalogs and letters containing color folders, depict the current styles of womenswear (such as coordinates, dresses, tops, pants, skirts, lingerie, sportswear, suits, jackets, outerwear and shoes), menswear (such as suits, shirts, outerwear, active wear, slacks, shoes, and accessories), and home products (such as bedspread ensembles, draperies, furniture covers, area rugs, bath accessories, kitchenware, gifts, collectibles and personal care items) and are mailed directly to existing and prospective customers. Sales of the menswear and womenswear products, including the new Crossing Pointe product line, accounted for approximately 86% of the Company's total sales in 2000, and sales of home products accounted for the remaining 14% (approximately). Media and co-op prospect advertising programs continue to be used as components of the Company's customer acquisition strategy. The Company had minimal presence on the Internet in 2000, approximately \$2 million in sales, but will be expanding its Internet presence in 2001. The Company launched its own e-commerce website ([www.blair.com](http://www.blair.com)) in the fall of 2000 and redesigned the site at the beginning of 2001.

## Edgar Filing: BLAIR CORP - Form 10-K

Catalog mailings are mailed from commercial printers engaged by the Company and letter mailings originate from the Company's Mailing Center in nearby Irvine, Pennsylvania. Orders for merchandise are processed at the Company's corporate offices in Warren, Pennsylvania (telephone orders via the call centers) and orders are filled and mailed from the Company's Distribution Center in Irvine, Pennsylvania. The Company serves customers throughout the fifty states.

The Company's outlet stores enable it to more efficiently promote and liquidate discontinued, overstocked and returned merchandise. The Delaware retail store is the only Company retail facility located outside of its home state of Pennsylvania.

The Company considers its merchandise to be low/medium-priced and competes for sales with other direct marketers, retail department stores, specialty shops, discount store chains and e-commerce and multi-channel marketers. The Company competes based on its sales expertise - it's unique combination of product, quality, price, credit, guarantee and service.

During 2000, the Company continued to broaden its customer information database systems. The marketing and credit departments are continually updated in order to enhance the Company's ability to market to both customers and prospects.

### (d) FOREIGN OPERATIONS AND EXPORT SALES.

The Company does not derive any revenue from sales of merchandise outside of the United States.

-2-

3

## ITEM 2. PROPERTIES

The Company owns the following properties:

1. Blair Headquarters (220 Hickory Street, Warren, Pennsylvania).
2. Blair Distribution Center (Route 62, Irvine, Pennsylvania).
3. Blair Mailing Center (Route 62, Irvine, Pennsylvania).
4. Blair Warehouse Outlet (Route 62, Starbrick, Pennsylvania).
5. Blair Warehouse Outlet (Millcreek Mall, Erie, Pennsylvania).
6. Bell Warehouse Building (Liberty Street, Warren, Pennsylvania).
7. Starbrick Warehouse Building (Route 62, Starbrick, Pennsylvania).

The Company leases the following properties:

1. Blair Retail Store (Wilmington, Delaware).
2. Warehouse Building (Route 62, Starbrick, Pennsylvania).
3. Telephone Call Center (Erie, Pennsylvania).
4. Telephone Call Center (Franklin, Pennsylvania).
5. Blair Retail Store (Grove City, Pennsylvania).

In addition, two of the Company's wholly-owned subsidiaries lease office space in Newark, Delaware, which they use as their principal offices.

Management believes that these properties are capable of meeting the Company's anticipated needs for the near future once the previously announced \$23 million modernization and expansion of the Company's merchandise fulfillment capabilities is completed. The Company's marketing strategy and potential sales

## Edgar Filing: BLAIR CORP - Form 10-K

growth may require expansion of the Company's customer service and call center capabilities.

### ITEM 3. LEGAL PROCEEDINGS

The Company is not involved in any pending legal proceedings other than legal proceedings occurring in the ordinary course of business. Management believes that none of these legal proceedings, individually or in the aggregate, will have a material adverse impact on the results of operations or financial condition of the Company.

### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of security holders, through the solicitation of proxies or otherwise, during the fourth quarter of the fiscal year covered by this report.

## PART II

### ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

The information required by this item is incorporated by reference to page 12 of the Company's 2000 Annual Report to Stockholders.

### ITEM 6. SELECTED FINANCIAL DATA

The information required by this item is incorporated by reference to page 12 of the Company's 2000 Annual Report to Stockholders.

-3-

4

### ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The information required by this item is incorporated by reference to pages 13 through 16 of the Company's 2000 Annual Report to Stockholders.

### ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

### ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The information required by this item is incorporated by reference to pages 6 through 12 of the Company's 2000 Annual Report to Stockholders.

### ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

## PART III

### ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE COMPANY

Information regarding directors and executive officers of the Company

## Edgar Filing: BLAIR CORP - Form 10-K

appearing under the caption "Election of Directors" in the Company's Proxy Statement for the 2001 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on March 16, 2001 (the "2001 Proxy Statement") is hereby incorporated by reference.

### ITEM 11. EXECUTIVE COMPENSATION

Information appearing under the caption "Executive Compensation" in the 2001 Proxy Statement is hereby incorporated by reference.

### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Information setting forth the security ownership of certain beneficial owners and management appearing under the captions "Security Ownership of Certain Beneficial Owners" and "Security Ownership of Management" in the 2001 Proxy Statement is hereby incorporated by reference.

### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Not applicable.

-4-

5

## PART IV

### ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

#### (a) EXHIBITS AND FINANCIAL STATEMENTS AND SCHEDULES.

(1) Financial Statements. The Company's consolidated financial statements to be included in Part II, Item 8 are incorporated herein by reference to the Company's 2000 Annual Report to Stockholders, a copy of which accompanies this report on Form 10-K.

(2) Financial Statement Schedules. SCHEDULE II -- VALUATION AND QUALIFYING ACCOUNTS is being filed as part of this report on Form 10-K, and should be read in conjunction with the consolidated financial statements of the Company described in Item 14(a)(1) above.

All other schedules set forth in the applicable accounting regulations of the Securities and Exchange Commission either are not required under the related instructions or are not applicable and, therefore, have been omitted.

#### (3) List of Exhibits.

The exhibits filed as a part of this Form 10-K are as follows (filed herewith unless otherwise noted):

- |      |      |   |
|------|------|---|
| 3    | (i)  | Restated Certificate of Incorporation of the Company*             |
| 3    | (ii) | Bylaws of the Company**   |
| 4    |      | Form of Specimen Common Stock Certificate of Blair Corporation*** |
| 10.1 |      | Stock Accumulation and Deferred Compensation Plan for             |

## Edgar Filing: BLAIR CORP - Form 10-K

Directors\*\*\*\*

10.2	Blair Corporation 2000 Omnibus Stock Plan*****
11	Computation of Earnings per Share (incorporated by reference to page 6 of the 2000 Annual Report to Stockholders)
13	2000 Annual Report to Stockholders
21	Subsidiaries of Registrant
23	Consents of Experts and Counsel

-----  
\* Incorporated herein by reference to Exhibit A to the Company's Quarterly Report on Form 10-Q filed with the SEC on August 10, 1995 (SEC File No. 1-878).

\*\* Incorporated herein by reference to Exhibit 4.3 to the Company's Registration Statement on Form S-8 filed with the SEC on July 19, 2000 (SEC File No. 333-41772).

\*\*\* Incorporated herein by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-8 filed with the SEC on July 19, 2000 (SEC File No. 333-41772).

\*\*\*\* Incorporated herein by reference to Exhibit A to the Company's Proxy Statement filed with the SEC on March 20, 1998 (SEC File No. 1-878).

\*\*\*\*\* Incorporated herein by reference to Exhibit A to the Company's Proxy Statement filed with the SEC on March 17, 2000 (SEC File No. 1-878).

(b) REPORTS ON FORM 8-K.

The registrant has filed no Forms 8-K during the quarter ended December 31, 2000.

-5-

6

### SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BLAIR CORPORATION  
(Registrant)

Date: March 16, 2001

By: /s/ KENT R. SIVILLO

-----  
Kent R. Sivillo  
Vice President and Treasurer

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of

Edgar Filing: BLAIR CORP - Form 10-K

the registrant and in the capacities and on the date indicated.

Date: March 16, 2001 By: /s/ MURRAY K. MCCOMAS  
-----  
Murray K. McComas  
Chairman of the Board of Directors

Date: March 16, 2001 By: /s/ JOHN E. ZAWACKI  
-----  
John E. Zawacki  
President, Chief Executive Officer  
and Director  
(Principal Executive Officer)

Date: March 16, 2001 By: /s/ BLAIR T. SMOULDER  
-----  
Blair T. Smoulder  
Executive Vice President  
and Director

Date: March 16, 2001 By: /s/ STEVEN M. BLAIR  
-----  
Steven M. Blair  
Vice President, Customer  
Services, and Director

Date: March 16, 2001 By: /s/ DAVID A. BLAIR  
-----  
David A. Blair  
Secretary and Director

Date: March 16, 2001 By: /s/ KENT R. SIVILLO  
-----  
Kent R. Sivillo  
Vice President,  
Treasurer and Director  
(Principal Financial and  
Accounting Officer)

-6-

7

Date: March 16, 2001 By: /s/ ROBERT D. CROWLEY  
-----  
Robert D. Crowley  
Vice President, Menswear,  
and Director

Date: March 16, 2001 By: /s/ THOMAS P. MCKEEVER  
-----  
Thomas P. McKeever  
Vice President, Corporate Affairs  
and Human Resources, and Director

-7-

8

Annual Report on Form 10-K  
Item 14(a) (1) and (2), and (d)

List of Financial Statements and Financial Statement Schedules

Blair Corporation and Subsidiaries  
Warren, Pennsylvania

Year ended December 31, 2000



Blair Corporation and Subsidiaries

List of Financial Statements and Financial Statement Schedules

Form 10-K -- Item 14(a) (1) and (2), and (d)

The following consolidated financial statements of Blair Corporation, included in the annual report of the registrant to its stockholders for the year ended December 31, 2000, are incorporated by reference in Item 8:

- Consolidated Balance Sheets -- December 31, 2000 and 1999
- Consolidated Statements of Income -- Years ended December 31, 2000, 1999 and 1998
- Consolidated Statements of Stockholders' Equity -- Years ended December 31, 2000, 1999 and 1998
- Consolidated Statements of Cash Flows -- Years ended December 31, 2000, 1999 and 1998
- Notes to Consolidated Financial Statements -- December 31, 2000

The following financial statement schedule of Blair Corporation is included in Item 14(d):

- Schedule II -- Valuation and Qualifying Accounts

All other schedules for which provision is made in the applicable accounting regulation of the Securities and Exchange Commission are not required under the related instructions or are inapplicable, and therefore have been omitted.

-9-

10

Blair Corporation and Subsidiaries

Schedule II

Valuation and Qualifying Accounts  
December 31, 2000

COLUMN A	COLUMN B	COLUMN C	COLUMN D
----- DESCRIPTION -----	BALANCE AT BEGINNING OF PERIOD -----	ADDITIONS- CHARGED TO COSTS AND EXPENSES -----	DEDUCTIONS- DESCRIBE -----
Year ended December 31, 2000:			
Allowance deducted from asset account (customer accounts receivable):			
For doubtful accounts	\$31,489,153	\$ 35,932,526 (A)	\$ 27,650,006 (
For estimated loss on returns	6,431,673	84,955,671	84,394,344 (
Totals	\$37,920,826 =====	\$120,888,197 =====	\$112,044,350 =====
Year ended December 31, 1999:			
Allowance deducted from asset account (customer accounts receivable):			

Edgar Filing: BLAIR CORP - Form 10-K

For doubtful accounts	\$29,224,323	\$ 22,468,075 (A)	\$ 20,203,245 (
For estimated loss on returns	6,250,000	83,262,638	83,080,965 (
	-----	-----	-----
Totals	\$35,474,323	\$105,730,713	\$103,284,210
	=====	=====	=====

Year ended December 31, 1998:  
 Allowance deducted from  
 asset account (customer  
 accounts receivable):

For doubtful accounts	\$31,984,888	\$ 22,033,466 (A)	\$ 24,794,032 (
For estimated loss on returns	6,495,000	88,927,593	89,172,593 (
	-----	-----	-----
Totals	\$38,479,888	\$110,961,059	\$113,966,625
	=====	=====	=====

-----

Note (A) -- Current year provision for doubtful accounts, charged against income.

Note (B) -- Accounts charged off, net of recoveries.

Note (C) -- Sales value of merchandise returned.