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MONRO MUFFLER BRAKE INC

Form 10-K/A

June 28, 2001

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ON JUNE 26, 2001, AN AGENT OF THE COMPANY INADVERTENTLY FILED A PRELIMINARY VERSION OF THE COMPANY'S ANNUAL REPORT ON FORM 10-K. THAT FORM 10-K IS AMENDED AND RESTATED IN ITS ENTIRETY BY THIS FORM 10-K/A. OTHER THAN THE REVISION OF MINOR TYPOGRAPHICAL ERRORS AND THE UPDATING OF THE AUDITOR'S CONSENT, THE TWO FORMS ARE IDENTICAL.

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

(MARK ONE)

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

For Fiscal Year Ended March 31, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 (NO FEE REQUIRED)

Commission File Number 0-19357

MONRO MUFFLER BRAKE, INC.

(Exact name of registrant as specified in its charter)

New York  
(State of incorporation)

16-0838627  
(I.R.S. Employer Identification No.)

200 Holleder Parkway, Rochester, New York 14615  
(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (716) 647-6400  
Securities registered pursuant to Section 12(b) of the Act:

NONE

Securities registered pursuant to Section 12(g) of the Act:  
Common Stock, par value \$.01 per share  
(Title of Class)

Indicate by check mark if 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   
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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

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best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

As of June 1, 2001, the aggregate market value of voting stock held by non-affiliates of the registrant was \$79,958,000.

As of June 1, 2001, 8,158,253 shares of the registrant's Common Stock, par value \$.01 per share, were outstanding.

### DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the registrant's definitive proxy statement (to be filed pursuant to Regulation 14A) for the 2001 Annual Meeting of Shareholders (the "Proxy Statement") are incorporated by reference into Part III hereof.

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ON JUNE 26, 2001, AN AGENT OF THE COMPANY INADVERTENTLY FILED A PRELIMINARY VERSION OF THE COMPANY'S ANNUAL REPORT ON FORM 10-K. THAT FORM 10-K IS AMENDED AND RESTATED IN ITS ENTIRETY BY THIS FORM 10-K/A. OTHER THAN THE REVISION OF MINOR TYPOGRAPHICAL ERRORS AND THE UPDATING OF THE AUDITOR'S CONSENT, THE TWO FORMS ARE IDENTICAL.

## PART I

### ITEM 1. BUSINESS

#### GENERAL

Monro Muffler Brake, Inc. ("Monro" or the "Company") is a chain of 511 Company-operated and 19 dealer-operated stores providing automotive undercar repair services in the United States. At March 31, 2001, Monro operated Company stores in New York, Pennsylvania, Ohio, Connecticut, Massachusetts, West Virginia, Virginia, Maryland, Vermont, New Hampshire, New Jersey, North Carolina, South Carolina, Indiana, Rhode Island and Delaware under the name "Monro Muffler Brake & Service" and "Speedy Auto Service by Monro" (together, the "Company Stores"). The Company's stores typically are situated in high-visibility locations in suburban areas and small towns, as well as in major metropolitan areas. The Company Stores serviced approximately 2,117,000 vehicles in fiscal 2001. (References herein to fiscal years are to the Company's fiscal years ending or ended March 31 of each year [e.g., references to "fiscal 2001" are to the Company's fiscal year ended March 31, 2001].)

The predecessor to the Company was founded by Charles J. August in 1957 as a Midas Muffler franchise in Rochester, New York, specializing in mufflers and exhaust systems. In 1966, the Company discontinued its affiliation with Midas Muffler, and began to diversify into a full line of undercar repair services. An investor group led by Peter J. Solomon and Donald Glickman purchased a controlling interest in the Company in July 1984. At that time, Monro operated 59 stores, located primarily in upstate New York, with approximately \$21 million in sales in fiscal 1984. Since 1984, Monro has continued its growth and has expanded its marketing area to include 16 additional states. Recent expansion included the September 1998 acquisition of 189 company-owned and 14 franchised Speedy stores, all located in the United States, from SMK Speedy International Inc. of Toronto Canada (the "Acquisition"). (See additional discussion under "Expansion Strategy.")

In December 1998, the Company appointed Robert G. Gross as President and Chief Executive Officer who began full-time responsibilities on January 1, 1999.

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The Company was incorporated in the State of New York in 1959. The Company's principal executive offices are located at 200 Holleder Parkway, Rochester, New York 14615, and its telephone number is (716) 647-6400.

The Company provides a broad range of services on passenger cars, light trucks and vans for mufflers and exhaust systems (estimated at 26% of fiscal 2001 sales); brakes (34%); and steering, drive train, suspension and wheel alignment (16%). The Company also provides other products and services including tires, scheduled maintenance and state inspections (24%). Monroe specializes in the repair and replacement of parts which must be periodically replaced as they wear out. Normal wear on these parts generally is not covered by new car warranties. The Company typically does not perform under-the-hood repair services except for oil change services, a heating and cooling system "flush and fill" service and some minor tune-up services. (See additional discussion under "Operating Strategy.") The Company does not sell parts or accessories to the do-it-yourself market.

The Company has two wholly-owned subsidiaries, Monroe Service Corporation and Monroe Leasing, LLC, both of which are Delaware corporations qualified to do business in the State of New York.

Monroe Service Corporation holds all assets, rights, responsibilities and liabilities associated with the Company's warehousing, purchasing, advertising, accounting, office services, payroll, cash management and certain other operations which are wholly performed within New York State. The Company believes that this structure has enhanced, and will continue to enhance, operational efficiency and provide cost savings.

Monroe Leasing, LLC was established primarily to act as lessee in real estate transactions for store locations. Currently, the sole member of the entity is the Company.

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### INDUSTRY OVERVIEW

According to industry reports, demand for automotive repair services, including undercar repair services, has increased due to the general increase in the number of vehicles registered, the growth in vehicle miles driven, the increase in the average age of vehicles and the increased complexity of vehicles, which makes it more difficult for a vehicle owner to perform do-it-yourself repairs.

At the same time as demand for automotive repair services has grown, the number of general repair outlets has decreased, principally because fewer gas stations now perform repairs, and because there are fewer new car dealers. Monroe believes that these factors present opportunities for increased sales by the Company, even though the number of specialized repair outlets (such as those operated by the Company and its direct competitors) has increased to meet the growth in demand.

### EXPANSION STRATEGY

Monroe has experienced significant growth in recent years due to acquisitions and, to a lesser extent, the opening of new stores. Management believes that the continued growth in sales and profits of the Company is dependent, in large part, upon its continued ability to open/acquire and operate new stores on a profitable basis. In addition, overall profitability of the Company could be reduced if new stores do not attain profitability.

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Monro believes that there are expansion opportunities in new as well as existing market areas which will result from a combination of constructing stores on vacant land and acquiring existing store locations. The Company believes that, as the industry consolidates due to the increasingly complex nature of automotive repair and the expanded capital requirements for state-of-the art equipment, there will be more opportunities for acquisitions of existing businesses or store structures.

In that regard, in September 1998, the Company completed the acquisition of 189 company-operated and 14 franchised Speedy stores (the "Acquired Speedy stores"), from SMK Speedy International Inc. of Toronto Canada. The Acquired Speedy stores are located primarily in complementary areas in Monro's existing markets in the Northeast, Mid-Atlantic and Midwest regions of the United States.

Through March 31, 2000, the Company closed, sold or subleased 41 of the Acquired Speedy stores due to geographic conflicts or substandard performance. Four Monro locations were also closed due to geographic conflicts with Acquired Speedy locations during fiscal 2000, and five during fiscal 1999. Seven and four other Monro stores were closed during fiscal 2000 and fiscal 1999, respectively, primarily due to their failure to meet return-on-investment goals.

In connection with the Acquisition, the arrangement with the franchisees was renegotiated in fiscal 1999 such that they became "dealers" of the Company. No franchise fees are paid by the dealers, and no services are required to be performed by the Company. Dealers reimburse the Company for shared advertising costs and may purchase inventory from the Company.

As of March 31, 2001, Monro had 511 Company-operated stores and 19 dealer locations located in 17 states. The following table shows the growth in the number of Company-operated stores over the last five fiscal years:

### STORE OPENINGS AND CLOSINGS

	YEAR ENDED MARCH 31,				
	1997	1998	1999	2000	2001
	----	----	----	----	----
Stores open at beginning of year	274	313	350	524	512
Stores opened during year .....	40	39	210(a)	13	4
Stores closed during year (b) ..	(1)	(2)	(36)	(25)	(5)
	----	----	----	----	----
Stores open at end of year .....	313	350	524	512	511
	====	====	====	====	====

(a) Includes 189 Acquired Speedy stores.

(b) These stores were closed because they failed to achieve an acceptable level of profitability or because a new Monro store was opened in the same market at a more favorable location. Fiscal 1999 and 2000 closures primarily relate to underperforming or redundant Speedy locations.

The Company plans to open approximately five new stores in fiscal 2002, and to continue to search for appropriate acquisition candidates. In future years, should the Company find that there are not suitable acquisition candidates, it would increase its new store (green field) openings.

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The Company has developed a systematic method for selecting new store locations and a targeted approach to marketing new stores. Key factors in market and site selection include population, demographic characteristics, vehicle population and the intensity of competition. These factors are evaluated through the use of a proprietary computer model developed for the Company. The characteristics of each potential site are compared by the model to the profiles of existing stores, and the model then projects sales for that site. Monro attempts to cluster stores in market areas in order to achieve economies of scale in advertising, supervision and distribution costs. All new sites presently under consideration are within Monro's established marketing areas.

In fiscal year 1998, the Company performed a comprehensive analysis of its historical and projected store opening strategy. As a result of this analysis, the Company established major market profiles, as defined by market awareness: mature, existing and new markets. Over the next several years, the Company expects to build a greater percentage of stores in mature and existing markets in order to capitalize on the Company's market presence and consumer awareness. Three of the four stores opened in fiscal 2001 were in mature or existing markets.

The Company believes that management and operating improvements implemented over the last several fiscal years will enhance its ability to sustain its growth. The Company (including the Company-operated Acquired Speedy stores) has a chain-wide computerized inventory control and electronic point-of-sale (POS) management information system, which has increased management's ability to monitor operations as the number of stores has grown. Late in fiscal 2001, the Company installed a new Windows-based, point-of-sale system in all of its stores. Being Windows-based, management believes that the system will simplify training of new employees. Additionally, the system includes electronic mail and electronic cataloging, which allows store managers to electronically research the specific parts needed for the make and model of the car being serviced. This enhanced system includes software which contains data that mirrors the scheduled maintenance requirements in vehicle owners' manuals, specifically by make, model, year and mileage for every automobile. Management believes that this software will facilitate the presentation and sale of Scheduled Maintenance services to customers. Other enhancements include the streamlining of estimating and other processes; graphic catalogs; a thermometer graphic which guides store managers on the profitability of each job; and expanded monitoring of price changes. This latter change requires more specificity on the reason for a discount, which management believes will lead to reduced discounting. Enhancements will continue to be made to the POS system annually which increase efficiency, improve the quality and timeliness of store reporting and enable the Company to better serve its customers.

The financing to open a new store location may be accomplished in one of three ways: a store lease for the land and building (in which case, land and building costs will be financed primarily by the lessor), a land lease with the building constructed by the Company (with building costs paid by the Company), or a land purchase with the building constructed by the Company. In all three cases, each new store also will require approximately \$137,000 for equipment (including a point-of-sale system and a truck), and approximately \$66,000 in inventory. Because Monro generally does not extend credit to its customers, stores generate almost no receivables and a new store's actual net working capital investment is nominal. Total capital required to open a new store ranges, on average (based upon the last five fiscal years' openings, excluding the Acquired Speedy locations), from \$284,000 to \$893,000 depending on the location and which of the three financing methods is used. In instances where Monro acquires an existing business, it may pay additional amounts for intangible assets such as customer lists, covenants not-to-compete and goodwill.

At March 31, 2001, the Company leased the land and/or the building at

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approximately 78% of its store locations and owned the land and building at the remaining locations. Monro's policy is to situate new stores in the best locations, without regard to the form of ownership required to develop the locations.

New stores, excluding the Acquired Speedy stores, have average sales of approximately \$360,000 in their first 12 months of operation, or \$60,000 per bay.

### OPERATING STRATEGY

Monro's operating strategy is to provide its customers with dependable, high-quality automotive service at a competitive price by emphasizing the following key elements.

#### Products and Services

All stores provide a full range of undercar repair services for brakes, steering, mufflers and exhaust systems, drive train, suspension and wheel alignment. These services apply to all makes and models of domestic and foreign cars, light trucks and vans. In addition, both Monro

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stores and the Acquired Speedy stores provide many of the routine maintenance services (except engine diagnostic and major transmission repair) which automobile manufacturers suggest or require in the vehicle owners' manuals, and which fulfill manufacturers' requirements for new car warranty compliance. At the end of fiscal 2001, the Company introduced "Scheduled Maintenance" services in all of its stores whereby the aforementioned services are formally packaged and offered to consumers based upon the year, make, model and mileage of each specific vehicle. Management believes that the Company is able to offer this service in a more convenient and cost competitive fashion than auto dealers can provide.

Substantially all of the stores provide oil change services as well as tire sales and installation. All stores perform a heating and cooling system "flush and fill" service, a transmission "flush and fill" service, and belt and hose installation. Additionally, all stores replace and service batteries, starters and alternators. Stores in New York, West Virginia, New Hampshire, Pennsylvania, North Carolina, Virginia and Vermont also perform annual state inspections. Approximately 25% of the Company's stores also offer air conditioning services.

#### Customer Satisfaction

The Company's vision of being the dominant Auto Service provider in the markets it serves is supported by a set of values displayed in each Company store emphasizing TRUST:

- Total Customer Satisfaction
- Respect, Recognize and Reward (employees who are committed to these values)
- Unparalleled Quality and Integrity
- Superior Value and
- Teamwork

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Additionally, each Company-operated store displays the following set of customer satisfaction principles: free inspection of brakes, shocks, front end and exhaust systems; item-by-item review with customers of problem areas; free written estimates; written guarantees; drive-in service without an appointment; fair and reasonable prices as advertised; and repairs by professionally trained undercar specialists, many of whom are Automotive Service Excellence (ASE) certified in brakes and suspension. (See additional discussion under "Store Operations: Quality Control and Warranties.")

### Competitive Pricing, Advertising and Co-branding Initiatives

The Company seeks to set competitive prices for quality services and products. The Company supports its pricing strategy by advertising through direct mail coupon inserts and in-store promotional signage and displays. In addition, the Company advertises through radio, yellow pages, newspapers and electronic mail to increase consumer awareness of the services offered.

The Company employs co-branding initiatives to more quickly increase consumer awareness in certain markets. The Company believes that, especially in newer markets, customers may more readily be drawn into its stores because of their familiarity with national brand names. Some of these initiatives have included cross-promotional offers with professional sports teams, national fast food chains and video rental stores, as well as with regional supermarkets. Additionally, the Company introduced Bridgestone/Firestone tires into most of its stores in the late 1990s and Goodyear tires in fiscal 2001, where it had previously carried a private label tire. Through this initiative, the Company believes that it attracts some brand-loyal tire customers who otherwise might not have visited Monro. This gives the Company the opportunity to introduce itself to this new customer, and sell other needed services.

### Centralized Control

Unlike many of its competitors, the Company operates, rather than franchises, all of its stores (except for the 19 dealer locations). Monro believes that direct operation of stores enhances its ability to compete by providing centralized control of such areas of operations as service quality, store appearance, promotional activity and pricing. A high level of technical competence is maintained throughout the Company as Monro requires, as a condition of employment, that employees participate in comprehensive training programs to keep pace with technology changes. Additionally, purchasing, distribution, merchandising, advertising, accounting and other store support functions are centralized in the Company's corporate headquarters in Rochester, New York, and are provided through the Company's subsidiary, Monro Service Corporation. The centralization of these functions results in efficiencies and gives management the ability to closely monitor and control costs.

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### Comprehensive Training

The Company provides ongoing, comprehensive training to its store employees. Monro believes that such training provides a competitive advantage by enabling its technicians to provide quality service to its customers in all areas of undercar repair. (See additional discussion under "Store Operations: Store Personnel and Training.")

### STORE OPERATIONS

#### Store Format

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The typical format for a Monro repair store is a free-standing building of approximately 4,500 square feet consisting of a sales area, six fully-equipped service bays and a parts storage area, with a parking lot with space for approximately 17 cars. Acquired Speedy stores average five bays per location with approximately 4,200 square feet. Most service bays are equipped with aboveground electric vehicle lifts. The typical Company store carries approximately \$65,000 of inventory and approximately 3,100 stock keeping units ("SKUs"). Generally, each store is located within 25 miles of a "key" store which carries approximately 50% more inventory than a typical store, and serves as a mini-distribution point for slower moving inventory for other stores in its area.

The stores generally are situated in high-visibility locations in suburban areas, major metropolitan areas or small towns and offer easy customer access. The typical store is open from 7:30 a.m. to 7:00 p.m. on Monday through Friday and from 7:30 a.m. to 5:00 p.m. on Saturday.

### Inventory Control and Management Information System

All Monro and Acquired Speedy stores communicate daily with the central office and warehouse by a computerized inventory control and electronic POS management information system, which enables the Company to collect sales and operational data on a daily basis, to adjust store pricing to reflect local conditions and to control inventory on a near "real-time" basis. Additionally, each store has access, through the POS system, to the inventory carried by the seven stores nearest to it. Management believes that this feature improves customer satisfaction and store productivity by reducing the time required to locate out-of-stock parts.

### Quality Control and Warranties

To maintain quality control, the Company conducts audits to rate its employees' telephone sales manner and the accuracy of pricing information given.

The Company has a customer survey program to monitor customer attitudes toward service quality, friendliness, speed of service, and several other factors for each store. This program includes monthly survey mailings to customers of all stores. (Each mailing consists of approximately 30 surveys.) Customer concerns are addressed via letter and personal follow-up by field management.

The Company uses a "Double Check for Accuracy Program" as part of its routine store procedures. This quality assurance program requires that a technician and supervisory-level employee independently inspect a customer's vehicle, diagnose and document the necessary repairs, and agree on an estimate before presenting it to a customer. This process is formally documented on the written estimate by store personnel.

The Company is an active member of the Motorist Assurance Program (MAP). MAP is an organization of automotive retailers, wholesalers and manufacturers which was established as part of an industry-wide effort to address the ethics and business practices of companies in the automotive repair industry. Participating companies commit to improving consumer confidence and trust in the automotive repair industry by adopting "Uniform Inspection Guidelines" and "Standards of Service" established by MAP. These "Standards of Service" are posted in Monro and Speedy stores and serve to provide consistent recommendations to customers in the diagnosis and repair of a vehicle.

Monro offers limited warranties on substantially all of the products and services that it provides. The Company believes that these warranties are competitive with industry practices, and serve as a marketing tool to increase repeat business at the stores.

All headquarters management personnel participate in the Company's day-in-the-store program by working in a store under the direction of the store manager, to better understand the latest developments at the store level, and with the goal of improving support and service to the field.

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#### Store Personnel and Training

The Company supervises store operations primarily through its Divisional Vice Presidents who oversee Zone Managers who, in turn, oversee Market Managers. The typical store is staffed by a Store Manager and four to six technicians, one of whom serves as the Assistant Manager. All Store Managers receive a base salary, and Assistant Managers receive hourly compensation. In addition, Store Managers and Assistant Managers may receive other compensation based on their store's customer relations, gross profit, labor cost controls, safety, sales volume and other factors via a quarterly bonus based on performance in these areas.

Monro believes that the ability to recruit and retain qualified technicians is an important competitive factor in the automotive repair industry, which has historically experienced a high turnover rate. Monro makes a concerted effort to recruit individuals who will have a long-term commitment to the Company and offers an hourly rate structure and additional compensation based on productivity; a competitive benefits package including health, dental, life and disability insurance; a 401k/profit-sharing plan; as well as the opportunity to advance within the Company. Many of the Company's Managers and Market Managers started with Monro or Speedy as technicians.

Many of the Company's new technicians join the Company in their early twenties as trainees or apprentices. As they progress, they are promoted to technician and eventually master technician, the latter requiring ASE certification in both brakes and suspension. The Company offers a tool purchase program through which trainee technicians can acquire their own set of tools. The Company also will reimburse technicians for the cost of ASE certification registration fees and test fees and encourages all technicians to become certified by providing a higher hourly wage rate following their certification.

The Company's training department conducts in-house technical clinics for store personnel and management training programs for new Store Managers, and coordinates attendance at technical clinics offered by the Company's vendors. Each Monro store maintains a library of 20 to 25 instructional videos. The Company issues technical bulletins to all stores on innovative or complex repair processes, and maintains a centralized data base for technical repair problems. In addition, the Company has established a telephone technical hotline to provide assistance to store personnel in resolving problems encountered while diagnosing and repairing vehicles. The help line is available during all hours of store operation.

The Company has established Monro University to provide comprehensive training and development of current and prospective Store Managers. Training is accomplished through an intensive one-week instructional program at a separate facility in Rochester, New York. Topics covered include sales training, customer service, time management, human resources (counseling, recruiting, interviewing, etc.), leadership, inventory control and financial management. The courses employ a variety of instructional techniques including video taping, role playing, and testing. Several of the courses are conducted by officers of the Company, whose first priority is instilling the Company's culture, philosophies and values into the individuals who hold these important

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positions. The one week class follows a field training segment which ranges from two to four weeks depending upon the individual's level of experience. Monro management is closely tracking the performance of the managers who have completed the class. On average, the program has led to increased store profitability as well as longer retention of the Store Managers.

### PURCHASING AND DISTRIBUTION

The Company, through its wholly-owned subsidiary Monro Service Corporation, selects and purchases parts and supplies for all Company-operated stores on a centralized basis through an automatic replenishment system. Although purchases outside the centralized system ("outside purchases") are made when needed at the store level, these purchases are low by industry standards, and accounted for approximately 15% of all parts used in fiscal 2001.

The Company's ten largest vendors accounted for approximately 53% of its parts purchases, with the largest vendor accounting for approximately 17% of total purchases in fiscal 2001. The Company purchases parts from over 100 vendors. Management believes that the Company's relationships with vendors are excellent and that alternative sources of supply exist, at comparable cost, for substantially all parts used in the Company's business. The Company routinely obtains bids from vendors to ensure it is receiving competitive pricing and terms.

Most parts are shipped by vendors to the Company's warehouse facility in Rochester, New York, and are distributed to stores through the Company-operated tractor/trailer fleet. Most stores are replenished once every week from the warehouse, and such replenishment fills, on the average, 94% of all items ordered by the stores' automatic POS-driven replenishment system. The warehouse stocks approximately 6,900 SKUs.

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In February 1999, the Company signed a purchasing agreement with the National Automotive Parts Association ("NAPA") of Atlanta, Georgia. Effective March 1, 1999, NAPA became the Company's primary outside purchases vendor for auto parts at 90% of its locations. The agreement enables the Company to reduce costs on outside purchases through uniform and competitive pricing on all purchases made at NAPA's 530 locations participating in the program. In addition, the arrangement will streamline the Company's billing process on outside purchases with electronic data interface, and provides the Company's automotive technicians with access to NAPA's extensive "in-field" training courses.

The Company has entered into various contracts with parts suppliers which require it to buy up to 90% of its annual purchases of specific products including brakes, exhaust, oil and ride control at market prices. The agreements expire at various dates through December 2004. The Company believes these agreements provide it with high quality, branded merchandise at preferred pricing, along with strong marketing and training support.

### COMPETITION

The Company competes in the retail automotive service industry. This industry is generally highly competitive and fragmented, and the number, size and strength of competitors varies widely from region to region. The Company believes that competition in this industry is based on customer service and reputation, store location, name awareness and price. Monro's primary competitors include national and regional undercar specialty and general automotive service chains, both franchised and company-operated; car dealerships; and, to a lesser extent, gas stations and independent garages. Monro considers Midas, Inc. and Meineke

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Discount Mufflers Inc. to be direct competitors. In most of the new markets that the Company has entered, at least one competitor was already present. In identifying new markets, the Company analyzes, among other factors, the intensity of competition. (See "Expansion Strategy" and "Management's Discussion and Analysis of Financial Condition and Results of Operations.")

### EMPLOYEES

As of March 31, 2001, Monro had 2,509 employees, of whom 2,332 were employed in the field organization, 53 were employed at the warehouse and 124 were employed at the Company's corporate headquarters. Monro's employees are not members of any union. The Company believes that its relations with its employees are good.

### REGULATION

The Company stores new oil and recycled antifreeze, and generates and handles used automotive oils, antifreeze and certain solvents, which are disposed of by licensed third-party contractors. In certain states, as required, the Company also recycles oil filters. Thus, the Company is subject to a number of federal, state and local environmental laws including the Comprehensive Environmental Response Compensation and Liability Act ("CERCLA"). In addition, the United States Environmental Protection Agency (the "EPA"), under the Resource Conservation and Recovery Act ("RCRA"), and various state and local environmental protection agencies regulate the Company's handling and disposal of waste. The EPA, under the Clean Air Act, also regulates the installation of catalytic converters by the Company and all other repair stores by periodically spot checking jobs, and has the power to fine businesses that use improper procedures or materials. The EPA has the authority to impose sanctions, including civil penalties up to \$25,000 per violation (or up to \$25,000 per day for certain willful violations or failures to cooperate with authorities), for violations of RCRA and the Clean Air Act.

The Company is subject to various laws and regulations concerning workplace safety, zoning and other matters relating to its business. The Company believes that it is in substantial compliance with all applicable environmental and other laws and regulations, and that the cost of such compliance is not material to the Company.

The Company is environmentally conscious, and takes advantage of recycling opportunities both at its headquarters and at its stores. Cardboard, plastic shrink wrap and parts' cores are returned to the warehouse by the stores on the weekly stock truck. There, they are accumulated for sale to recycling companies or returned to parts manufacturers for credit.

### SEASONALITY

Although the Company's business is not highly seasonal, customers do require more undercar service during the period of March through October than the period of November through February, when miles driven tend to be lower. As a result, sales and profitability are lower during the latter period.

### ITEM 2. PROPERTIES

The Company, through Monro Service Corporation, owns its office/warehouse facility of approximately 95,000 square feet, which is located on 12.7 acres of land in Holleder Industrial Park, in Rochester, New York.

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In connection with the Speedy Acquisition, the Company financed most of the real estate formerly owned by SMK Speedy International Inc. via a synthetic lease (off-balance sheet) agreement. This lease was part of a new \$135 million secured credit facility from a syndication of lenders. (See additional discussion under "Capital Resources and Liquidity.") Of the total number of Company-operated Acquired Speedy locations, 23 buildings on land-leased sites and 71 parcels of land and buildings on formerly owned locations are currently leased under this arrangement. (There are also seven closed Acquired Speedy stores which are financed under the synthetic lease.)

Of Monro's 511 Company-operated stores at March 31, 2001, 113 were owned, 288 were leased and for 110, the land only was leased, including stores under the synthetic lease arrangement. In general, the Company leases store sites for a ten-year period with several five-year renewal options. Giving effect to all renewal options, over 84% of the operating leases (308 stores) expire after 2009. Certain of the leases provide for contingent rental payments if a percentage of annual gross sales exceeds the base fixed rental amount. The highest contingent percentage rent of any lease is 6.75%, and no such lease has adversely affected profitability of the store subject thereto. Certain officers and directors of the Company or members of their families are the lessors, or have interests in entities that are the lessors, with respect to 40 of the leases. No related party leases, other than renewals or modifications of leases on existing stores, have been entered into since May 1989, and no new related party leases are contemplated.

The office and warehouse facility and 14 of the owned stores are subject to mortgages held by commercial banks or private investors. As of March 31, 2001, the outstanding amount under the mortgage on the headquarters office and warehouse facility was \$2.2 million, and the aggregate outstanding amount under the permanent mortgages on 14 of the owned stores was \$4.2 million. There was also \$.7 million outstanding under a mortgage held by the City of Rochester, New York, secured by the land on which the headquarters office and warehouse is located, and a term loan of \$.2 million secured by the headquarters facility.

### ITEM 3. LEGAL PROCEEDINGS

The Company is not a party or subject to any legal proceedings other than certain routine claims and lawsuits that arise in the normal course of its business. The Company does not believe that such routine claims or lawsuits, individually or in the aggregate, will have a material adverse effect on its financial condition or results of operations.

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

No matters were submitted to a vote of security holders during the fourth quarter of fiscal 2001.

## PART II

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

#### Market Information

The Common Stock is traded on the over-the-counter market and is quoted on the NASDAQ National Market System under the symbol "MNRO." The following table sets forth, for the Company's last two fiscal years, the range of high and low sales

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prices on the NASDAQ National Market System for the Common Stock:

QUARTER ENDED -----	FISCAL 2001 -----		FISCAL 2000 -----	
	HIGH ----	LOW ----	HIGH ----	LOW ----
June 30	\$ 9.19	\$ 7.75	\$ 8.63	\$ 6.81
September 30	11.25	8.63	8.31	6.69
December 31	11.06	8.94	7.88	5.75
March 31	11.00	8.94	9.63	7.50

### Holders

At May 31, 2001, the Company's Common Stock was held by approximately 1,800 shareholders of record or through nominee or street name accounts with brokers.

### Dividends

While the Company has not paid any cash dividends on the Common Stock since its inception, any future determination as to the payment of dividends will be at the discretion of the Board of Directors and will depend on the Company's financial condition, results of operations, capital requirements, compliance with charter and contractual restrictions, and such other factors as the Board of Directors deems relevant.

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### ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth selected financial and operating data of the Company for each year in the five-year period ended March 31, 2001. The financial data and certain operating data have been derived from the Company's financial statements which have been examined by PricewaterhouseCoopers LLP, independent accountants. This data should be read in conjunction with the Financial Statements and related notes included under Item 8 of this report and in conjunction with other financial information included elsewhere in this Form 10-K.

	YEAR ENDED MARCH 31,			
	2001 -----	2000 -----	1999 -----	19 -----
	(DOLLARS IN THOUSANDS, EXCEPT PER SHARE D			
<b>INCOME STATEMENT DATA:</b>				
Sales .....	\$ 222,955	\$ 223,605	\$ 193,458	\$ 154
Cost of sales, including distribution and occupancy costs .....	133,196	134,169	115,117	87
Gross profit .....	89,759	89,436	78,341	66
Operating, selling, general and administrative expenses .....	66,988	66,889	64,062	46
Operating income .....	22,771	22,547	14,279	20
Interest expense, net .....	5,768	6,831	5,600	3

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Other expense, net .....	896	2,091	730	
	-----	-----	-----	-----
Income before provision for income taxes ....	16,107	13,625	7,949	16
Provision for income taxes .....	6,411	5,418	3,203	6
	-----	-----	-----	-----
Net income .....	\$ 9,696	\$ 8,207	\$ 4,746	\$ 9
	=====	=====	=====	=====
Earnings per share (a) Basic .....	\$ 1.19	\$ .99	\$ .57	\$
	=====	=====	=====	=====
Diluted .....	\$ 1.09	\$ .92	\$ .53	\$
	=====	=====	=====	=====
Weighted average number of Common				
Stock and equivalents (a) Basic .....	8,182	8,305	8,317	8
	=====	=====	=====	=====
Diluted .....	8,891	8,964	8,997	9
	=====	=====	=====	=====
SELECTED OPERATING DATA (b):				
Sales growth:				
Total .....	(0.3%)	15.6%	25.4%	
Comparable store (c) .....	(1.4%)	(1.6%)	(1.3%)	
Stores open at beginning of year .....	512	524	350	
Stores open at end of year .....	511	512	524	
Capital expenditures .....	\$ 11,045	\$ 14,265	\$ 23,310 (d)	\$ 25
BALANCE SHEET DATA (AT PERIOD END):				
Net working capital .....	\$ 13,198	\$ 11,876	\$ 18,168	\$ 13
Total assets .....	193,839	196,025	202,934	159
Long-term debt .....	50,857	63,639	78,672	54
Shareholders' equity .....	97,810	88,775	80,951	76

- (a) Earnings per share for each fiscal year was computed by dividing net income by the weighted average number of shares of Common Stock and Common Stock equivalents outstanding during the respective year. All share and per share information has been adjusted to give retroactive effect to the five percent stock dividends paid in June 1998 and August 1997.
- (b) Includes Company-operated stores only - no dealer locations.
- (c) Comparable store sales data are calculated based on the change in sales of only those stores open as of the beginning of the preceding fiscal year.
- (d) Amount does not include the funding of the Speedy acquisition.

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

The following table sets forth income statement data of the Company expressed as a percentage of sales for the fiscal years indicated:

YEAR ENDED MARCH 31,		
-----		
2001	2000	1999

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	-----	-----	-----
Sales .....	100.0%	100.0%	100.0%
Cost of sales, including distribution and occupancy costs	59.7	60.0	59.5
	-----	-----	-----
Gross profit .....	40.3	40.0	40.5
Operating, selling, general and administrative expenses .	30.1	29.9	33.1
	-----	-----	-----
Operating income .....	10.2	10.1	7.4
Interest expense, net .....	2.6	3.1	2.9
Other expense, net .....	0.4	0.9	0.4
	-----	-----	-----
Income before provision for income taxes .....	7.2	6.1	4.1
Provision for income taxes .....	2.9	2.4	1.6
	-----	-----	-----
Net income .....	4.3%	3.7%	2.5%
	=====	=====	=====

FORWARD-LOOKING STATEMENTS

The statements contained in this Annual Report on Form 10-K which are not historical facts, including (without limitation) in particular, statements made in this Item and in "Item 1 - Business," may contain forward-looking statements that are subject to important factors that could cause actual results to differ materially from those in the forward-looking statement, including (without limitation) product demand; the effect of economic conditions; the impact of competitive services, products and pricing; product development; parts supply restraints or difficulties; industry regulation; the continued availability of capital resources and financing and other risks set forth or incorporated herein and in the Company's Securities and Exchange Commission filings. The Company does not undertake to update any forward-looking statement that may be made from time to time by or on behalf of the Company.

SPEEDY ACQUISITION

On September 17, 1998, the Company completed the acquisition of 189 company-operated and 14 dealer-operated Speedy stores, all located in the United States. Sales for the Speedy fiscal year ended January 3, 1998 for the 189 company-operated stores, some of which were opened only part of the year, were approximately \$86 million.

Although the 203 Speedy stores were in the same general markets in which the Company competed, the Monro and Speedy locations were mainly situated in non-overlapping areas. While Monro has tended to open stores in suburban and small town locations, Speedy had tended to locate in major metropolitan areas. Therefore, the combination represented an excellent geographic fit.

Prior to the Acquisition, the Speedy stores were experiencing significant declining comparable store sales and EBITDA margins. The Company believes that the attention of Speedy's management was diverted to the expansion of its European operations. In addition, Speedy's management did not respond to the declining exhaust business by offering other services, as had Monro.

The result was that the Acquisition had a dilutive effect on earnings in the 1999 fiscal year. The weakness in Speedy's sales from September 1998 through March 1999 represented a continuation of a decline which was most pronounced prior to the Acquisition in September 1998. The conversion of systems and inventory during the third quarter of fiscal 1999 at all Company-operated Acquired Speedy stores also impacted the performance of these locations. These conversions involved the installation of new point-of-sale systems in the

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Acquired Speedy stores, as well as the return of slow moving items to manufacturers and restocking with more popular parts, representing approximately half of the inventory in the Speedy stores. The new point-of-sale systems put all of the Company-operated Acquired Speedy stores on Monro's centralized distribution and automatic replenishment system whereas, previously, each store received parts directly from the various manufacturers. Although essential to margin improvement in future periods, this conversion process was very disruptive to the operations of the Acquired Speedy stores in the third quarter of fiscal 1999. The Company did experience a substantial reduction in cost of goods in the Acquired Speedy stores between the third and fourth quarters of fiscal 1999, through reduced outside purchases and lower acquisition costs from vendors as parts were distributed through the Company's centralized distribution system.

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It was management's belief that, with moderately improved sales and further cost reductions, the acquired operations would begin to contribute to earnings per share during fiscal 2000, and should be increasingly accretive in subsequent years. This belief proved to be true, with the Speedy stores solidly accretive for the years ended March 31, 2000 and 2001.

### FISCAL 2001 AS COMPARED TO FISCAL 2000

Sales for fiscal 2001 decreased \$.6 million, or .3% from fiscal 2000 sales. The decrease was due to a loss of sales from closed stores of \$1.1 million and a comparable store sales decrease of 1.4%. These decreases were partially offset by an increase of approximately \$3.5 million from stores opened since April 1, 1999. There were 307 selling days in fiscal year 2001 and 309 days in fiscal year 2000.

During the year, four stores were opened and five were closed. At March 31, 2001, the Company had 511 stores in operation.

Management believes that the comparable store sales decrease resulted, in part, from manufacturers' use of non-corrosive stainless steel exhaust systems on almost all new cars (beginning in the mid - 1980s and completed in the mid - 1990s) which has extended the life of exhaust systems and resulted in declining exhaust sales. However, management believes that these declines were partially offset by positive industry factors including an increase in the average age of vehicles, a decrease in the number of service bays, an increase in the number of registered vehicles, and a shift in the consumer mentality from "do-it-yourself" to "do-it-for-me" caused by the increased complexity of cars and aging population. It is also management's belief that the decline in exhaust sales is beginning to level off as the vehicles manufactured with stainless steel exhaust systems continue to age, particularly in the northeast which experiences more severe winter weather conditions. Additionally, management believes that the Company's strategy of product diversification and expanded manager training assisted in minimizing the comparable store sales decline vis-a-vis its competitors.

The Company introduced "Scheduled Maintenance" services in all of its stores late in the fourth quarter of fiscal 2001. These services are required by vehicle manufacturers to comply with warranty schedules, and are offered by Monro in a more convenient and cost competitive fashion than auto dealers can provide. Management believes that these services, which are offered both in bundled "packages" and individually, will make a positive contribution to comparable store sales in future years, and continue to help to mitigate the aforementioned challenges to comparable store sales which negatively impacted

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recent fiscal years.

In addition, management believes that comparable store sales have suffered in recent years from a decline in vehicle population in the five-to-nine year old segment. Although the number of registered vehicles has increased steadily in recent years, the early 1990s recession in new car sales negatively impacted this particular segment of the vehicle population. This segment represents the prime repair age of vehicles and is the target market for the Company's services. However, as a result of increased car sales in the mid-to-late 1990s, the five-to-nine year old segment began to increase in calendar 2000.

Gross profit for fiscal 2001 was \$89.8 million or 40.3% of sales, as compared with \$89.4 million or 40% of sales for fiscal 2000. The improvement in gross profit as a percentage of sales is primarily attributable to a decrease in technician labor costs as a percent of sales due to improved productivity and control during the year ended March 31, 2001. However, this improvement was partially offset by an increase in occupancy costs as a percent of sales reflecting the impact of fixed costs (such as rent and depreciation) against a decline in comparable store sales.

Operating, selling, general and administrative expenses for fiscal 2001 increased by \$.1 million to \$67.0 million and, as a percentage of sales, increased by .2% as compared to fiscal 2000. Although spending was relatively flat in this line item, there was pressure on certain expense lines which were overcome through savings in others. More employees earned a bonus in fiscal 2001 than in fiscal 2000, increasing expense by \$.4 million. Additionally, utilities increased by approximately \$.7 million over the prior year due to colder weather and higher gas prices. Due to the hardening of the insurance market, the Company also experienced an increase in insurance costs in the form of increased deductibles - this in spite of a lower number and relatively flat dollar amount of claims as compared to fiscal 2000.

These increases were offset, however, by strong cost control in other areas such as health care costs and field operations support costs. Additionally, there was an increase in cooperative advertising credits resulting from improved purchasing agreements with the Company's major parts suppliers.

Operating income in fiscal 2001 of \$22.8 million, or 10.2% of sales, increased by \$.2 million over the fiscal 2000 level of \$22.5 million, due to the factors discussed above.

Interest expense, net of interest income, decreased as a percent of sales from 3.1% in fiscal 2000 to 2.6% in fiscal 2001. The weighted average interest rate for the year ended March 31, 2001 was approximately .3% higher than the rate of 9.1% for the year ended March 31, 2000. However, the weighted average debt outstanding for the year ended March 31, 2001 decreased by approximately \$13.5 million from fiscal 2000, resulting in a decrease in expense between the two years.

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Other expense, net, at .4% of sales for the year ended March 31, 2001 decreased from .9% of sales for the year ended March 31, 2000. This decrease was primarily due to less expense related to store closings.

The Company's effective tax rate was 39.8% of pre-tax income in both fiscal 2001 and fiscal 2000.

Net income for fiscal 2001 increased by \$1.5 million or 18.1% as compared to fiscal 2000, due to the factors discussed above.

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### FISCAL 2000 AS COMPARED TO FISCAL 1999

Sales for fiscal 2000 increased \$30.1 million, or 15.6% over sales for fiscal 1999. The increase was due to an increase of approximately \$38.2 million for stores opened since April 1, 1998, including \$30.7 million from the newly-acquired Speedy stores, partially offset by a loss of sales from closed Monro stores and a comparable store sales decrease of 1.6%. During the year, 13 stores were opened and 25 were closed. At March 31, 2000, the Company had 512 stores in operation.

Gross profit for fiscal 2000 was \$89.4 million or 40% of sales, as compared with \$78.3 million or 40.5% of sales for fiscal 1999. The reduction in gross profit as a percentage of sales is primarily attributable to an increase in occupancy costs as a percent of sales reflecting the impact of fixed costs (such as rent and depreciation) against a decline in comparable store sales and soft new store sales. Additionally, labor costs increased over the prior year. During periods of slower sales when technicians may not be fully productive, they receive a minimum base-level wage which increases labor cost as a percent of sales.

Operating, selling, general and administrative expenses for fiscal 2000 increased by \$2.8 million to \$66.9 million and, as a percentage of sales, decreased by 3.2% as compared to fiscal 1999. The decline as a percentage of sales is due to several factors including increased cooperative advertising credits resulting from improved purchasing agreements with the Company's major parts suppliers, further reductions in corporate overhead and field supervision begun in fiscal 1999, and non-recurring Y2K costs in fiscal 1999.

Since the Company did not attain the minimum required percentage of targeted profit performance, employee bonus payments and profit sharing contributions were significantly reduced from previous, more profitable years.

Operating income in fiscal 2000 of \$22.5 million, or 10.1% of sales, increased by \$8.3 million over the fiscal 1999 level of \$14.3 million due to the factors discussed above.

Interest expense, net of interest income, increased as a percent of sales from 2.9% in fiscal 1999 to 3.1% in fiscal 2000. The weighted average debt outstanding for the year ended March 31, 2000 was approximately \$7.9 million greater than the amount outstanding for the year ended March 31, 1999. Additionally, the weighted average interest rate increased by approximately .8%.

Other expense, net, at .9% of sales for the year ended March 31, 2000 increased from .4% of sales for the year ended March 31, 1999. This increase was primarily due to amortization of goodwill from the Speedy acquisition and expenses related to Monro store closings.

The Company's effective tax rate was 39.8% and 40.3% of pre-tax income in fiscal 2000 and fiscal 1999, respectively.

Net income for fiscal 2000 increased by \$3.5 million or 72.9% as compared to fiscal 1999, due to the factors discussed above.

### CAPITAL RESOURCES AND LIQUIDITY

#### Capital Resources

The Company's primary capital requirements for fiscal 2001 were divided among the funding of its new store expansion program and the upgrading of facilities and systems in existing stores, totaling \$11.0 million, as well as net principal payments on long-term debt and capital leases of \$10.5 million.

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In both fiscal years 2001 and 2000, these capital requirements were primarily met by cash flow from operations and through the use of a Revolving Credit facility.

In December 1999, the Company's Board of Directors authorized a share repurchase plan for up to 300,000 of the Company's common shares. In May 2000, the Board of Directors approved an increase of 120,000 shares, bringing the total authorization to 420,000 shares. During fiscal 2001 and 2000, the Company purchased approximately 117,000 and 100,000 shares, respectively at an aggregate price of \$1.0 and \$.8 million, respectively. Purchases of the shares are expected to be made from time-to-time, depending upon market conditions.

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In fiscal 2002, the Company intends to open approximately five new stores. Total capital required to open a new store ranges, on average (based upon the last three fiscal years' openings - excluding the Acquired Speedy stores), from \$284,000 to \$893,000 depending on whether the store is leased, owned or land leased. Management believes that the Company has sufficient resources available (including cash and equivalents, cash flow from operations and bank financing) to expand its business as currently planned for the next several years.

### Liquidity

Concurrent with the closing of the Speedy acquisition in September 1998, the Company obtained a new \$135 million secured credit facility from a syndication of lenders led by The Chase Manhattan Bank. Approximately \$55 million was borrowed under this facility to pay the all-cash purchase price, including transaction expenses of approximately \$4 million. In addition, the Company refinanced approximately \$35 million of indebtedness through the new credit facility, with the balance of the facility available for future working capital needs. More specifically, the new financing structure consists of a \$25 million term loan (of which approximately \$18 million was outstanding at March 31, 2001), a \$75 million Revolving Credit facility (of which approximately \$32 million was outstanding at March 31, 2001), and synthetic lease (off-balance sheet) financing for a significant portion of the Speedy real estate, totaling \$35 million (of which approximately \$32 million was outstanding at March 31, 2001). The loans bear interest at the prime rate or other LIBOR-based rate options tied to the Company's financial performance. The Company must also pay a facility fee on the unused portion of the commitment.

The credit facility has a five-year term. Interest only is payable monthly on the Revolving Credit and synthetic lease borrowings throughout the term. In addition to monthly interest payments, the \$25 million term loan requires quarterly principal payments which began September 30, 1999.

The term loan and Revolving Credit facility are secured by all accounts receivable, inventory and other personal property. The Company has also entered into a negative pledge agreement not to encumber any real property, with certain permissible exceptions. The synthetic lease is secured by the real property to which it relates.

Within the aforementioned \$75 million Revolving Credit facility, the Company has available a subfacility of \$7 million for the purpose of issuing standby letters of credit. The line requires fees aggregating 1.875% annually of the face amount of each standby letter of credit, payable quarterly in arrears. No letters of credit were outstanding under this line at March 31, 2001.

During fiscal 1995, the Company purchased 12.7 acres of land for \$.7 million from the City of Rochester, New York, on which its office/warehouse facility is

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located. The City has provided financing for 100 percent of the cost of the land via a 20-year non-interest bearing mortgage, all due and payable in 2015.

To finance its office/warehouse building, the Company obtained permanent mortgage financing consisting of a 10-year mortgage for \$2.9 million and an eight-year term loan in the amount of \$.7 million. Both obligations require monthly interest payments, and each may be converted from a floating rate to a fixed rate loan before the last two years of their respective terms. The mortgage requires equal monthly installments of principal based on a 20-year amortization period, and the term loan requires constant monthly payments of principal to fully amortize the debt over the eight-year term. The Company entered into an interest rate swap agreement with a major financial institution which effectively fixes the interest rate over the terms of the aforementioned agreements at 7.15%.

Interest is payable monthly on the Mortgage Notes Payable which have seven-year terms. Equal monthly installments of principal are required based on 20-year amortization periods.

The Company is a party to three additional interest rate swap agreements, expiring in calendar years 2002 and 2003, with an aggregate notional amount of \$40.0 million. The purpose of these agreements is to limit the interest rate exposure on the Company's floating rate debt. Fixed rates under these agreements range from 5.21% to 6.25%.

Certain of the Company's long-term debt agreements require, among other things, the maintenance of specified interest and rent coverage ratios and amounts of tangible net worth. They also contain restrictions on dividend payments. The Company is in compliance with these requirements at March 31, 2001. These agreements permit mortgages and specific lease financing arrangements with other parties with certain limitations.

As of March 31, 2001, the Company had cash and equivalents of \$.8 million.

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### INFLATION

The Company does not believe its operations have been materially affected by inflation. The Company has been successful, in many cases, in mitigating the effects of merchandise cost increases principally through the use of volume discounts and alternative vendors.

### FINANCIAL ACCOUNTING STANDARDS

On June 17, 1998 the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 133 ("SFAS 133"), "Accounting for Derivative Instruments and Hedging Activities" effective for fiscal years beginning after June 15, 2000. This statement standardizes the accounting for derivatives and hedging activities and requires that all derivatives be recognized in the statement of financial position as either assets or liabilities at fair value. Changes in the fair value of derivatives that do not meet the hedge accounting criteria are to be reported in earnings. Adoption of this standard did not have a material effect on the Company's financial position, results of operations or cash flows in the first quarter of fiscal 2002.

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

The Company is exposed to market risk from potential changes in interest rates. The Company regularly evaluates these risks and has entered into four interest

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rate swap agreements, expiring from 2002 to 2005, with an aggregate notional amount of \$42.3 million. The agreements limit the interest rate exposure on the Company's floating rate debt via the exchange of fixed and floating rate interest payments periodically over the life of the agreement without the exchange of the underlying principal amounts. Fixed rates under these agreements range from 5.21% to 7.15%.

At March 31, 2001 and 2000, approximately 2% and 1% respectively, of the Company's long-term debt, excluding capital leases, is at fixed interest rates and therefore, the fair value is affected by changes in market interest rates. Long-term debt, including current portion, had a carrying amount of \$57.1 million and a fair value of \$55.2 million as of March 31, 2001, as compared to a carrying amount of \$66.9 million and a fair value of \$65.3 million as of March 31, 2000. The Company's cash flow exposure on floating rate debt, which is not supported by interest rate swap agreements, would have resulted in interest expense fluctuating approximately \$.5 million for each of the years ended March 31, 2001 and 2000, given a 1% change in LIBOR.

The Company believes the amount of risk and the use of derivative financial instruments described above are not material to the Company's financial condition or results of operations.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors and  
Shareholders of  
Monro Muffler Brake, Inc.

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In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Monro Muffler Brake, Inc. and its subsidiaries at March 31, 2001 and 2000, and the results of their operations and their cash flows for each of the three years in the period ended March 31, 2001, in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

PRICEWATERHOUSECOOPERS LLP  
Rochester, New York  
May 16, 2001

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MONRO MUFFLER BRAKE, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEET

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ASSETS

Current assets:

Cash and equivalents, including interest-bearing accounts of \$751  
in 2001 and \$507 in 2000  
Trade receivables  
Inventories  
Deferred income tax asset  
Other current assets

Total current assets

Property, plant and equipment

Less - Accumulated depreciation and amortization

Net property, plant and equipment

Other noncurrent assets

Total assets

LIABILITIES AND SHAREHOLDERS' EQUITY

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Current liabilities:

Current portion of long-term debt  
 Trade payables  
 Federal and state income taxes payable  
 Accrued interest  
 Accrued payroll, payroll taxes and other payroll benefits  
 Accrued insurance  
 Accrued restructuring costs  
 Other current liabilities

Total current liabilities -----

Long-term debt  
 Other long-term liabilities  
 Accrued long-term restructuring costs  
 Deferred income tax liability

Total liabilities -----

Commitments

Shareholders' equity:

Class C Convertible Preferred Stock, \$1.50 par value, \$.216 conversion value; 150,000 shares authorized; 91,727 shares issued and outstanding  
 Common Stock, \$.01 par value, 15,000,000 shares authorized; 8,373,678 shares issued at March 31, 2001; 8,321,701 shares issued at March 31, 2000  
 Treasury Stock, 216,800 shares at March 31, 2001; 100,100 shares at March 31, 2000; at cost  
 Additional paid-in capital  
 Retained earnings

Total shareholders' equity -----

Total liabilities and shareholders' equity =====

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

MONRO MUFFLER BRAKE, INC. AND SUBSIDIARIES  
 CONSOLIDATED STATEMENT OF INCOME  
 -----

	2001 ----- (DOLLARS)
Sales	\$222,955
Cost of sales, including distribution and occupancy costs	133,196

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Gross profit	89,759
Operating, selling, general and administrative expenses	66,988
<hr/>	
Operating income	22,771
Interest expense, net of interest income of \$95 in 2001, \$56 in 2000 and \$32 in 1999	5,768
Other expense, net	896
<hr/>	
Income before provision for income taxes	16,107
Provision for income taxes	6,411
<hr/>	
Net income	\$ 9,696
<hr/>	
Earnings per share:	
Basic	\$ 1.19
Diluted	\$ 1.09
<hr/>	
Weighted average number of shares of Common Stock and Common Stock equivalents used in computing earnings per share:	
Basic	8,182
Diluted	8,891
<hr/>	

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

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MONRO MUFFLER BRAKE, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

	CLASS C CONVERTIBLE PREFERRED STOCK	COMMON STOCK	TREASURY STOCK	ADDIT PAID CAPI
	-----	-----	-----	-----
Balance at March 31, 1998	\$138	\$79		\$ 29

(DOLLARS IN THOUSANDS)

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Net income				
Other comprehensive income (1):				
Minimum pension liability adjustment				
Exercise of stock options				
Stock dividend		4		6
Note receivable from shareholder	----	---	-----	----
Balance at March 31, 1999	138	83		35
Net income				
Other comprehensive income (1):				
Minimum pension liability adjustment				
Note receivable from shareholder				
Purchase of treasury shares	----	---	\$ (803)	----
Balance at March 31, 2000	138	83	(803)	35
Net income				
Exercise of stock options		1		
Note receivable from shareholder				
Purchase of treasury shares	----	---	(1,028)	----
Balance at March 31, 2001	\$138	\$84	\$(1,831)	\$ 36
	=====	====	=====	=====

(1) Components of comprehensive income are reported net of related taxes of \$210.

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

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MONRO MUFFLER BRAKE, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF CASH FLOWS

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YEAR ENDED

2001

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(DOLLARS IN  
INCREASE (DECR

Cash flows from operating activities:		
Net income	\$9,696	\$8
-----		
Adjustments to reconcile net income to net cash provided		
by operating activities -		
Depreciation and amortization	12,963	13
Net change in deferred income taxes	2,725	1
(Gain) loss on disposal of property, plant and equipment	(154)	
(Increase) decrease in trade receivables	(181)	
Increase in inventories	(1,330)	(1
(Increase) decrease in other current assets	(393)	
Decrease (increase) in other noncurrent assets	947	
(Decrease) increase in trade payables	(460)	1
(Decrease) increase in accrued expenses	(1,205)	(1
Increase (decrease) in income taxes payable	(70)	1
Decrease in other long-term liabilities	(1,145)	(1
-----		
Total adjustments	11,697	14
-----		
Net cash provided by operating activities	21,393	22
-----		
Cash flows from investing activities:		
Capital expenditures	(11,045)	(14
Proceeds from the sale of property, plant and equipment	1,113	2
Payment for purchase of Speedy stores		
-----		
Net cash used for investing activities	(9,932)	(12
-----		
Cash flows from financing activities:		
Proceeds from borrowings	77,050	121
Principal payments on long-term debt and capital lease obligations	(87,502)	(135
Purchase of common stock	(1,028)	
Exercise of stock options	263	
Loan to shareholder		
-----		
Net cash (used for) provided by financing activities	(11,217)	(15
-----		
Increase (decrease) in cash	244	(5
Cash at beginning of year	507	5
-----		
Cash at end of year	\$ 751	\$
=====		

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

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

BACKGROUND

Monro Muffler Brake, Inc. and its wholly owned subsidiaries, Monro Service Corporation and Monro Leasing, LLC (the "Company"), had 511 Company-operated and 19 dealer-operated automotive repair centers located primarily in the northeast region of the United States as of March 31, 2001.

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles. The preparation of financial statements in conformity with such principles requires the use of estimates by management during the reporting period. Actual results could differ from those estimates.

A description of the Company's major accounting policies follows.

FISCAL YEAR

The Company's fiscal year ends on March 31.

CONSOLIDATION

The consolidated financial statements include the Company and its wholly owned subsidiaries, Monro Service Corporation and Monro Leasing, LLC, after the elimination of intercompany transactions and balances.

REVENUE RECOGNITION

Sales are recorded upon completion of automotive undercar repair services provided to customers or upon the sale of incidental products and services to customers.

COMPREHENSIVE INCOME

The Company adopted Statement of Financial Accounting Standards No. 130 ("SFAS 130"), "Reporting Comprehensive Income", at the beginning of fiscal 1999. As it relates to the Company, comprehensive income is defined as net earnings less minimum pension liability and is reported net of related taxes.

WARRANTY

The Company provides an accrual for estimated future warranty costs based upon the historical relationship of warranty costs to sales. Actual expenses have not materially differed from the accruals estimated in prior periods.

INVENTORIES

The Company's inventories consist of automotive parts and tires.

Substantially all merchandise inventories are valued under the last-in, first-out (LIFO) method. Under the first-in, first-out (FIFO) method, these inventories would have been \$47,000, \$124,000 and \$170,000 higher at March 31, 2001, 2000 and 1999, respectively. The FIFO value of inventory approximates the current replacement cost.

PROPERTY, PLANT AND EQUIPMENT

All property, plant and equipment are stated at cost. Depreciation of property, plant and equipment is provided on the straight-line basis. Buildings and

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improvements are depreciated over lives varying from 10 to 39 years; machinery, fixtures and equipment over lives varying from 5 to 15 years; and vehicles over lives varying from 5 to 8 years.

Certain leases have been capitalized and are classified on the balance sheet as fixed assets. These assets are being amortized on a straight-line basis over their estimated lives, which coincide with the terms of the leases (Note 3).

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### MONRO MUFFLER BRAKE, INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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In accordance with Statement of Financial Accounting Standards No. 121 ("SFAS 121"), Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of, the Company assesses all long-lived assets, including property, plant and equipment, for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

#### GOODWILL

Goodwill is amortized on a straight-line basis over periods ranging from 7 to 20 years. In accordance with SFAS 121, the Company evaluates goodwill for impairment at least annually or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

#### ADVERTISING

The Company expenses the production costs of advertising the first time the advertising takes place, except for direct response advertising which is capitalized and amortized over its expected period of future benefits.

Direct response advertising consists primarily of coupons for the Company's services. The capitalized costs of this advertising are amortized over the period of the coupon's validity, which ranges from six weeks to one year.

Prepaid advertising at March 31, 2001 and 2000 and advertising expense for the years ended March 31, 2001, 2000 and 1999 were not material to these financial statements.

#### STORE OPENING AND CLOSING COSTS

New store opening costs are charged to expense in the fiscal year when incurred. When the Company closes a store, the estimated unrecoverable costs, including the remaining lease obligation, are charged to expense.

#### INTEREST RATE HEDGE AGREEMENTS

The Company enters into interest rate hedge agreements which involve the exchange of fixed and floating rate interest payments periodically over the life of the agreements without the exchange of the underlying principal amounts. The differential to be paid or received is accrued as interest rates change and is recognized over the life of the agreements as an adjustment to interest expense. The Company does not utilize financial instruments for trading or other speculative purposes.

The Company adopted Statement of Financial Accounting Standards No. 133 effective April 1, 2001. Adoption of this standard did not have a material

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effect on the Company's financial position, results of operations or cash flows.

### TREASURY STOCK

In November 1999, the Board of Directors approved a share repurchase program initially authorizing the Company to purchase up to 300,000 shares of its common stock at market prices. In May 2000, the Board of Directors approved an increase of 120,000 shares, bringing the total authorization to 420,000 shares. The amount and timing of any purchase will depend upon a number of factors, including the price and availability of the Company's shares and general market conditions. The Company's purchases of common stock are recorded as "Treasury Stock" and result in a reduction of "Shareholders' equity".

### STOCK-BASED COMPENSATION

The Company measures stock-based compensation cost as the excess of the quoted market price of the Company's common stock at the grant date over the amount the employee must pay for the stock. The Company's policy generally is to grant stock options at fair market value at the date of grant.

### STATEMENT OF CASH FLOWS

For purposes of the Statement of Cash Flows, the Company considers all highly liquid instruments with original maturities of three months or less to be cash equivalents.

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### MONRO MUFFLER BRAKE, INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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#### RECLASSIFICATIONS

Certain amounts in the Consolidated Balance Sheet and the Consolidated Statement of Cash Flows have been reclassified to improve reporting and maintain comparability among the periods presented.

#### NOTE 2 - ACQUISITION OF SPEEDY U.S.A. STORES

In September 1998, the Company completed the acquisition of 189 company-operated and 14 dealer-operated Speedy stores, all located in the United States, from SMK Speedy International Inc. of Toronto Canada ("the Speedy acquisition"). Speedy stores provide automotive repair services, specializing in undercar care, in 11 states located primarily in the northeast. The acquisition was accounted for as a purchase, and accordingly, the operating results of Speedy have been included in the Company's consolidated financial statements since the date of the acquisition.

In connection with the acquisition, the Company recorded a reserve for accrued restructuring costs of approximately \$7.8 million. This reserve relates to costs associated with the closing of 41 duplicative or poorly performing Speedy stores, and includes charges for rent and real estate taxes (net of anticipated sublease income), the write down of assets to their fair market value, and net losses experienced by these stores through their closure date. The remaining balance in the accrued restructuring reserve was \$2.3 million at March 31, 2001.

The excess of the aggregate purchase price over the fair value of net assets acquired of approximately \$9.4 million is being amortized on a straight-line basis over 20 years.

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An investment banking firm associated with a principal shareholder/director of the Company served as consultant to the Company in connection with the acquisition and related financing (Note 12).

### NOTE 3 - PROPERTY, PLANT AND EQUIPMENT

The major classifications of property, plant and equipment are as follows:

	MARCH 31, 2001		TOTAL	OWNED
	OWNED	LEASED		
			(DOLLARS IN THOUSANDS)	
Land	\$27,143		\$27,143	\$26,267
Buildings and improvements	90,851	\$6,950	97,801	88,206
Equipment, signage and fixtures	71,573		71,573	67,674
Vehicles	10,076	1,226	11,302	10,313
Construction-in-progress	1,601		1,601	1,936
	201,244	8,176	209,420	194,396
Less - Accumulated depreciation and amortization	72,436	5,498	77,934	63,808
	\$128,808	\$2,678	\$131,486	\$130,588

Interest costs capitalized aggregated \$343,000 in 2001 and \$292,000 in 2000.

Amortization expense recorded under capital leases totaled \$534,000, \$552,000 and \$470,000 for the years ended March 31, 2001, 2000 and 1999, respectively.

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### MONRO MUFFLER BRAKE, INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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#### NOTE 4 - OTHER NONCURRENT ASSETS

Other noncurrent assets consist of the following:

MARCH 31,	
2001	2000
(DOLLARS IN THOUSANDS)	

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Goodwill	\$ 9,094	\$ 9,724
Deferred debt issuance costs	1,265	1,847
Barter trade credits	1,506	1,507
Non-compete agreements	172	283
Investment in limited partnership	292	310
Other	257	342
	-----	-----
	\$12,586	\$14,013
	=====	=====

Accumulated amortization associated with noncurrent assets at March 31, 2001 and 2000 amounted to \$3,542,000 and \$2,486,000, respectively. Amortization expense totaled \$692,000, \$795,000 and \$510,000 for the years ended March 31, 2001, 2000 and 1999, respectively.

NOTE 5 - LONG-TERM DEBT

Long-term debt consists of the following:

Revolving Credit Facility  
 Term loan financing, LIBOR-based,  
     due in installments through fiscal year 2004 (a)  
 Mortgage Notes Payable, LIBOR plus 1.0%, secured by store properties, due  
     in installments through 2003 (a)  
 Mortgage Note Payable, LIBOR plus .8%, secured by warehouse and  
     office building, due in installments through 2006 (a)  
 Term loan financing, LIBOR plus .8%, secured by warehouse and  
     office building, due in installments through 2004 (a)  
 Mortgage Note Payable, non-interest bearing, secured by warehouse and office  
     land, due in one installment in 2015  
 Other notes, 7.75% to 8.0%, partially secured by store equipment, due in  
     installments through 2008  
 Obligations under capital leases at various interest rates, secured by store  
     properties and certain equipment, due in installments through 2014

Less - Current portion

(a) The prime rate at March 31, 2001 was 8.0%. The London Interbank Offered Rate (LIBOR) at March 31, 2001 was 5.08%.

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### MONRO MUFFLER BRAKE, INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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Concurrent with the closing of the Speedy acquisition in September 1998, the Company obtained a new \$135 million secured credit facility from a syndication of lenders led by The Chase Manhattan Bank. Approximately \$55 million was borrowed under this facility to pay the all-cash purchase price, including transaction expenses of approximately \$4 million. In addition, the Company refinanced approximately \$35 million of indebtedness through the new credit facility, with the balance of the facility available for future working capital needs. More specifically, the new financing structure consists of a \$25 million term loan (of which approximately \$18 million was outstanding at March 31, 2001), a \$75 million Revolving Credit facility (of which approximately \$32 million was outstanding at March 31, 2001), and synthetic lease (off-balance sheet) financing for a significant portion of the Speedy real estate, totaling \$35 million (of which approximately \$32 million was outstanding at March 31, 2001). The loans bear interest at the prime rate or other LIBOR-based rate options tied to the Company's financial performance. The Company must also pay a facility fee on the unused portion of the commitment.

The credit facility has a five-year term. Interest only is payable monthly on the Revolving Credit and synthetic lease borrowings throughout the term. In addition to monthly interest payments, the \$25 million term loan requires quarterly principal payments which began September 30, 1999.

The term loan and Revolving Credit facility are secured by all accounts receivable, inventory and other personal property. The Company has also entered into a negative pledge agreement not to encumber any real property, with certain permissible exceptions. The synthetic lease is secured by the real property to which it relates.

Within the aforementioned \$75 million Revolving Credit facility, the Company has available a subfacility of \$7 million for the purpose of issuing standby letters of credit. The line requires fees aggregating 1.875% annually of the face amount of each standby letter of credit, payable quarterly in arrears. No letters of credit were outstanding under this line at March 31, 2001.

During fiscal 1995, the Company purchased 12.7 acres of land for \$.7 million from the City of Rochester, New York, on which its office/warehouse facility is located. The City has provided financing for 100 percent of the cost of the land via a 20-year non-interest bearing mortgage, all due and payable in 2015.

To finance its office/warehouse building, the Company obtained permanent mortgage financing consisting of a 10-year mortgage for \$2.9 million and an eight-year term loan in the amount of \$.7 million. Both obligations require monthly interest payments, and each may be converted from a floating rate to a fixed rate loan before the last two years of their respective terms. The mortgage requires equal monthly installments of principal based on a 20-year amortization period, and the term loan requires constant monthly payments of principal to fully amortize the debt over the eight-year term. The Company entered into an interest rate swap agreement with a major financial institution which effectively fixes the interest rate over the terms of the aforementioned agreements at 7.15%.

Interest is payable monthly on the Mortgage Notes Payable which have seven year terms. Equal monthly installments of principal are required based on 20-year amortization periods.

The Company is a party to three additional interest rate swap agreements,

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expiring in calendar years 2002 and 2003, with an aggregate notional amount of \$40.0 million. The purpose of these agreements is to limit the interest rate exposure on the Company's floating rate debt. Fixed rates under these agreements range from 5.21% to 6.25%.

Certain of the Company's long-term debt agreements require, among other things, the maintenance of specified interest and rent coverage ratios and amounts of tangible net worth. They also contain restrictions on dividend payments. The Company is in compliance with these requirements at March 31, 2001. These agreements permit mortgages and specific lease financing arrangements with other parties with certain limitations.

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MONRO MUFFLER BRAKE, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Aggregate debt maturities over the next five years and thereafter are as follows:

YEAR ENDED MARCH 31, -----	CAPITAL LEASES -----		ALL OTHER DEBT ----
	AGGREGATE AMOUNT -----	IMPUTED INTEREST -----	
	(DOLLARS IN THOUSANDS)		
2002	\$1,260	\$ (629)	\$10,015
2003	1,004	(555)	10,361
2004	914	(514)	34,235
2005	876	(466)	164
2006	754	(412)	164
Thereafter	3,282	(1,067)	2,117
Total			

The interest amounts and balloon payment due under the synthetic lease financing are treated as operating rent commitments, and are excluded from this table of aggregate debt maturities (Note 10).

NOTE 6 - FAIR VALUE OF FINANCIAL INSTRUMENTS

Financial instruments consist of the following:

NOTIONAL AMOUNT -----	MARCH 31, 2001 -----		FAIR VALUE -----	NOT AM ---
	CARRYING AMOUNT -----			
	(DOLLARS IN THOUSANDS)			

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LIABILITIES

Long-term debt, including current portion \$57,055 \$55,168

DERIVATIVE INSTRUMENTS

Interest rate swap agreements \$42,333

The fair value of cash and cash equivalents, accounts receivable and accounts payable, approximated book value at March 31, 2001 and 2000 because their maturity is generally less than one year in duration. The fair value of long-term debt was estimated based on discounted cash flow analyses using either quoted market prices for the same or similar issues, or the current interest rates offered to the Company for debt with similar maturities.

While it is not the Company's intention to terminate its derivative financial instruments, fair values were estimated, based on market rates or quotes from brokers, which represented the amounts that the Company would receive or pay if the instruments were terminated at the balance sheet dates. These fair values indicated that the termination of interest rate swaps would have resulted in a \$.6 million loss and a \$2.1 million gain, as of March 31, 2001 and 2000, respectively.

MONRO MUFFLER BRAKE, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 7 - INCOME TAXES

The components of the provision for income taxes are as follows:

	YEAR ENDED MARCH 31,		
	2001	2000	1999
	-----	-----	-----
	(DOLLARS IN THOUSANDS)		
Currently payable -			
Federal	\$3,092	\$2,920	\$2,075
State	594	762	630
	-----	-----	-----
	3,686	3,682	2,705
	-----	-----	-----
Deferred -			
Federal	2,322	1,392	423
State	403	344	75
	-----	-----	-----
	2,725	1,736	498
	-----	-----	-----
Total	\$6,411	\$5,418	\$3,203
	=====	=====	=====



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Federal income tax based on statutory tax rate applied to income before taxes	\$5,571	34.6	\$4,669	34.3
State income tax, net of Federal income tax benefit	759	4.7	671	4.9
Other	81	.5	78	.6
	-----	-----	-----	-----
	\$6,411	39.8	\$5,418	39.8
	=====	=====	=====	=====

NOTE 8 - CONVERTIBLE PREFERRED STOCK AND COMMON STOCK

A summary of the changes in the number of shares of Class C preferred stock and common stock is as follows:

	COMMON STOCK SHARES ISSUED -----	CLASS C CONVERTIBLE PREFERRED STOCK SHARES ISSUED -----
Balance at March 31, 1998	7,876,901	91,727
Stock options exercised	51,030	
Stock dividend	393,770	
	-----	-----
Balance at March 31, 1999	8,321,701	91,727
Purchase of treasury shares		
	-----	-----
Balance at March 31, 2000	8,321,701	91,727
Stock options exercised	51,977	
Purchase of treasury shares		
	-----	-----
Balance at March 31, 2001	8,373,678	91,727
	=====	=====

On May 13, 1998, the Board of Directors declared a five percent stock dividend on the Company's common stock, paid June 18, 1998, to shareholders of record as of June 8, 1998. All share and per share information included in the accompanying financial statements and notes have been adjusted to give retroactive effect to this dividend.

Additionally, in accordance with antidilution provisions of the Class C convertible preferred stock, the conversion value of the preferred stock was restated to \$.216 per share.

Holders of at least 60% of the Class C preferred stock must approve any action authorized by the holders of common stock. In addition, there are certain restrictions on the transferability of shares of Class C preferred stock.

Under the 1984 and 1987 Incentive Stock Option Plans, 727,672 shares (as retroactively adjusted for stock dividends) of the common stock were reserved for issuance to officers and key employees. The 1989 Incentive Stock Option Plan authorized an additional 173,255 shares (as retroactively adjusted for stock

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dividends) for issuance.

In January 1994, May 1995 and May 1997, the Board of Directors authorized an additional 257,809, 109,974 and 210,000 shares, respectively (as retroactively adjusted for stock dividends), for issuance under the 1989 Plan. These amounts were approved by shareholders in August 1994, August 1995 and August 1997, respectively.

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MONRO MUFFLER BRAKE, INC. AND SUBSIDIARIES  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In November 1998, the Board of Directors authorized the 1998 Incentive Stock Option Plan, reserving 750,000 shares of common stock for issuance to officers and key employees. The Plan was approved by shareholders in August 1999.

Generally, options vest within the first five years of their term, and have a duration of ten years. Outstanding options are exercisable for various periods through March 2011.

A summary of changes in outstanding stock options (as retroactively adjusted for stock dividends) is as follows:

	WEIGHTED AVERAGE EXERCISE PRICE -----	OUTSTANDING -----	EXERCISE -----
At March 31, 1998	\$ 11.81	418,873	20
Authorized			
Granted	\$ 9.01	547,888	
Became exercisable			6
Exercised	\$ 9.06	(51,030)	(5)
Canceled	\$ 12.38	(9,136)	(1)
Rounding for stock dividend		(18)	
At March 31, 1999	\$ 10.26	906,577	21
Granted	\$ 8.11	30,000	
Became exercisable			16
Canceled	\$ 13.79	(96,452)	(3)
At March 31, 2000	\$ 9.78	840,125	34
Granted	\$ 8.15	94,250	
Became exercisable			10
Exercised	\$ 5.05	(51,977)	(5)
Canceled	\$ 11.00	(22,594)	(1)
At March 31, 2001	\$ 10.03	859,804	38

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The following table summarizes information about fixed stock options outstanding at March 31, 2001:

RANGE OF EXERCISE PRICES	SHARES UNDER OPTION	OPTIONS OUTSTANDING		SHARES UNDER OPTION
		WEIGHTED AVERAGE REMAINING LIFE	WEIGHTED AVERAGE EXERCISE PRICE	
\$ 6.31 - \$10.00	570,675	6.94	\$ 7.91	139,000
\$10.01 - \$15.00	228,229	4.00	\$13.57	214,000
\$15.01 - \$17.58	60,900	4.23	\$16.63	32,000

In August 1994, the Board of Directors authorized a non-employee directors' stock option plan which was approved by shareholders in August 1995. The Plan initially reserved 66,852 shares of common stock (as retroactively adjusted for stock dividends), and provides for (i) the grant to each non-employee director as of August 1, 1994 of an option to purchase 3,039 shares of the Company's common stock (as retroactively adjusted for stock dividends) and (ii) the annual grant to each non-employee director of an option to purchase 3,039 shares (as retroactively adjusted for stock dividends) on the date of the annual meeting of shareholders beginning in 1995. The options expire ten years from the date of grant and have an exercise price equal to the fair market value of the Company's common stock on the date of grant. Options vest immediately upon issuance.

MONRO MUFFLER BRAKE, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In May 1997 and May 1999, the Board of Directors authorized an additional 68,250 and 65,000 shares, respectively (as retroactively adjusted for stock dividends) for issuance under the Plan. These amounts were approved by shareholders in August 1997 and August 1999, respectively.

A summary of changes in these stock options is as follows:

	OPTION PRICE PER SHARE	OUTSTANDING	EXERCISED
AT MARCH 31, 1998	\$12.74 - \$17.01	85,084	85,084
Granted	\$12.63	21,273	21,273

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AT MARCH 31, 1999	\$12.63 - \$17.01	106,357	106,357
Authorized Granted	\$7.50	21,273	21,273
AT MARCH 31, 2000	\$7.50 - \$17.01	127,630	127,630
Granted	\$9.38	21,273	21,273
AT MARCH 31, 2001	\$7.50 - \$17.01	148,903	148,903

As permitted under Statement of Financial Accounting Standards No. 123 ("SFAS 123"), "Accounting for Stock-Based Compensation", the Company measures stock-based compensation cost as the excess of the quoted market price of the Company's common stock at the grant date over the amount the employee must pay for the stock. However, SFAS 123 requires disclosure of pro forma net income and pro forma net income per share as if the fair value-based method had been applied in measuring compensation cost for the stock-based awards granted subsequent to fiscal year 1995. Management believes that 2000 and 1999 pro forma amounts are not representative of the effects of stock-based awards on future pro forma net income and pro forma earnings per share because those pro forma amounts exclude the pro forma compensation expense related to unvested stock options granted before fiscal 1996.

Reported and pro forma net income and earnings per share amounts are set forth below:

	YEAR ENDED MARCH 31,		
	2001	2000	1999
	----	----	----
	(DOLLARS IN THOUSANDS, EXCEPT PER SHARE DATA)		
Net income			
As reported	\$9,696	\$8,207	\$4,746
Pro forma	9,132	7,518	3,978
Earnings per share - diluted			
As reported	\$1.09	\$ .92	\$ .53
Pro forma	\$1.01	\$ .84	\$ .44

The weighted average fair value per option at the date of grant for options granted during fiscal 2001, 2000 and 1999 was \$4.36, \$4.30 and \$4.40, respectively.

The fair values of the options granted were estimated on the date of their grant using the Black-Scholes option-pricing model based on the following weighted average assumptions:

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	YEAR ENDED MARCH 31,		
	2001	2000	1999
	----	----	----
Risk free interest rate	6.02%	6.29%	4.83%
Expected life	9 years	9 years	9 years
Expected volatility	29.7%	30.0%	30.5%
Expected dividend yield	0%	0%	0%

Forfeitures are recognized as they occur.

NOTE 9 - EARNINGS PER COMMON SHARE

The following is a reconciliation of basic and diluted earnings per common share for the respective years:

	2001	YEAR END
	----	-----
NUMERATOR FOR EARNINGS PER COMMON SHARE CALCULATION:		
Net income	\$9,696	\$
	=====	=====
DENOMINATOR FOR EARNINGS PER COMMON SHARE CALCULATION:		
Weighted average common shares, basic	8,182	
Effect of dilutive securities:		
Preferred stock	636	
Stock options	73	
	-----	-----
Weighted average common shares, diluted	8,891	
	=====	=====
BASIC EARNINGS PER COMMON SHARE:	\$ 1.19	
	=====	=====
DILUTED EARNINGS PER COMMON SHARE:	\$ 1.09	
	=====	=====

NOTE 10 - OPERATING LEASES AND OTHER COMMITMENTS

The Company leases retail facilities and store equipment under noncancellable lease agreements which expire at various dates through fiscal year 2017. In addition to stated minimum payments, certain real estate leases have provisions for contingent rentals when retail sales exceed specified levels. Generally, the leases provide for renewal for various periods at stipulated rates. Most of the facilities' leases require payment of property taxes, insurance and maintenance costs in addition to rental payments, and several provide an option to purchase the property at the end of the lease term.

In recent years, the Company has entered into agreements for the sale/leaseback of certain stores, and into agreements for the sale/leaseback of store equipment. The Company has lease renewal options under the real estate

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agreements at projected future fair market values, and has both purchase and renewal options under the equipment lease agreements. Realized gains are deferred and are credited to income as rent expense adjustments over the lease terms.

MONRO MUFFLER BRAKE, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Future minimum payments required under noncancellable leases are as follows:

YEAR ENDED MARCH 31, -----	SYNTHETIC LEASE -----	OTHER -----	LESS- SUBLEASE INCOME -----	T
		(DOLLARS IN THOUSANDS)		
2002	\$2,214	\$14,520	\$ (559)	\$
2003	2,214	13,495	(464)	
2004	27,999	11,465	(372)	
2005		9,736	(310)	
2006		7,711	(201)	
Thereafter		24,759	(383)	
	-----	-----	-----	-----
Total	\$32,427	\$81,686	\$ (2,289)	\$1
	=====	=====	=====	=====

Rent expense under operating leases, net of sublease income, totaled \$16,444,000, \$16,406,000 and \$13,019,000 in 2001, 2000 and 1999, respectively, including contingent rentals of \$347,000, \$428,000 and \$508,000 in each respective year. Sublease income totaled \$657,000, \$704,000 and \$440,000, respectively, in 2001, 2000 and 1999.

Future minimum lease commitments include amounts payable under the synthetic lease agreement structured to finance most of the real estate in the Speedy acquisition (Notes 2 and 5). Should the Company or the lessor choose not to renew the lease at the end of its initial five year term, the Company may buy all of the properties (including closed stores) for their original acquisition cost of \$32.4 million. Alternatively, the properties will be sold, and the Company has guaranteed a residual value of 81.5% of the acquisition cost. Of the \$28.0 million commitment for fiscal year 2004, approximately \$26.4 million represents the minimum principal amount (i.e. the guaranteed residual) due on September 15, 2003, should the synthetic lease not be renewed. Renewal options provide for one five-year renewal term and 30 additional renewal terms of one year each.

The Company has entered into various contracts with parts suppliers which require it to buy up to 90% of its annual purchases of specific products including brakes, exhaust, oil and ride control at market prices. The agreements

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expire at various dates through December 2004. The Company believes these agreements provide it with high quality, branded merchandise at preferred pricing, along with strong marketing and training support.

NOTE 11 - EMPLOYEE RETIREMENT AND PROFIT SHARING PLANS

The Company has a noncontributory defined benefit plan that is available to certain full-time employees who were employed with the Company prior to April 2, 1998. The Company's Board of Directors approved a plan whereby the benefits of the defined benefit plan would be frozen and the plan would be closed to new participants as of that date. Prior to this amendment, coverage under the plan began after completing one year of service and attainment of age 21. Benefits were based primarily on years of service and employees' pay near retirement. The Company's funding policy is consistent with the funding requirements of Federal law and regulations. Plan assets are invested in fixed income funds.

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MONRO MUFFLER BRAKE, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The funded status of the plan at March 31 is set forth below:

	YEAR ENDED MARCH 31,	
	2001	2000
	----	----
	(DOLLARS IN THOUSANDS)	
CHANGE IN PLAN ASSETS:		
Fair value of plan assets at beginning of year	\$5,289	\$4,755
Actual return on plan assets	874	25
Employer contribution	631	785
Benefits paid	(593)	(276)
	-----	-----
Fair value of plan assets at end of year	6,201	5,289
	-----	-----
CHANGE IN BENEFIT OBLIGATION:		
Benefit obligation at beginning of year	5,139	5,936
Service cost		280
Interest cost	417	415
Impact of amendments		(560)
Actuarial loss (gain)	1,004	(656)
Benefits paid	(593)	(276)
	-----	-----
Benefit obligation at end of year	5,967	5,139
	-----	-----
Funded status of plan	234	150

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Unrecognized net loss	900	420
Unrecognized net transition asset	(29)	(58)
	-----	-----
Pension asset at March 31	\$1,105	\$ 512
	=====	=====

Pension cost included the following components:

	YEAR ENDED MARCH 31,		
	2001	2000	1999
	----	----	----
	(DOLLARS IN THOUSANDS)		
Interest cost on projected benefit obligation	\$ 417	\$ 415	\$ 379
Expected return on plan assets	(401)	(395)	(365)
Service cost - benefits earned during the period		280	474
Amortization of net transition asset	(29)	(29)	(29)
Amortization of prior service cost		3	3
Recognized actuarial loss	50	42	72
Curtailment		16	
	-----	-----	-----
Net pension cost	\$ 37	\$332	\$534
	=====	=====	=====

The projected benefit obligation at March 31, 2001 and 2000 assumed discount rates of 7.5% and 8.0%, respectively. Increase in future compensation levels was assumed to be 4.0% in 2000. The assumed long-term rate of return on plan assets at March 31, 2001 and 2000 was 8.0%.

The unrecognized transition asset is being amortized over 15 years beginning April 1, 1988. The unrecognized prior service cost is being amortized over 15 years beginning April 1, 1990.

MONRO MUFFLER BRAKE, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The Company has a 401(k)/profit sharing plan which covers full-time employees who meet the age and service requirements of the plan. The 401(k) salary deferral option was added to the plan during fiscal 2000. The first employee deferral occurred in March 2000. The Company makes matching contributions consistent with the provisions of the plan. The Company's matching contributions for fiscal 2001 and 2000 amounted to approximately \$467,000 and \$41,000, respectively. The Company may also make annual profit sharing contributions to the plan at the discretion of the Compensation and Benefits Committee of the Board of Directors. For years ended March 31, 2000 and 1999, the Company contributed \$80,000 and \$100,000, respectively, inclusive of forfeitures.

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The Company's management bonus plan provides for the payment of annual cash bonus awards to participating employees, as selected by the Board of Directors, based primarily on the Company's attaining pre-tax income targets established by the Board of Directors. Charges to expense applicable to the management bonus plan totaled \$642,000, \$207,000 and \$127,000 for the years ended March 31, 2001, 2000 and 1999, respectively. In addition, in August 1998, during the search for a permanent Chief Executive Officer, the Company's Board of Directors voted to award a \$100,000 retention bonus to its Executive Vice President of Store Operations. The bonus was paid in April 1999. The Company also paid a \$150,000 signing bonus to its new Chief Executive Officer in January 1999 upon his joining the Company. Because the Company did not attain a minimum required percentage of targeted profit performance in fiscal 1999 and 2000, expense for those years does not include any bonus amounts related to profit performance for executive officers.

### NOTE 12 - RELATED PARTY TRANSACTIONS

In December 1998, the Company loaned \$523,000 to its newly-appointed Chief Executive Officer to purchase 75,000 shares of the Company's common stock at the then fair market value. (This loan was made subsequent to the Executive's purchase of 25,000 shares using his own funds.) The loan, which bears an interest rate of 5.5% per annum, matures on December 1, 2003, and requires five equal annual installments of principal beginning on the first anniversary of the loan. If the Executive is employed with the Company when a principal payment is due, that installment will be forgiven by the Company. All interest is due on the fifth anniversary of the loan, and shall also be forgiven if the Executive is employed with the Company at that time. The loan is secured by the common stock.

Certain (a) principal shareholders/directors of the Company, (b) partnerships in which such persons have interests or (c) trusts of which members of their families are beneficiaries are lessors of certain facilities to the Company. Payments under such operating and capital leases amounted to \$1,694,000, \$1,713,000 and \$1,783,000 for the years ended March 31, 2001, 2000 and 1999, respectively. Amounts payable under these lease agreements totaled \$39,000 and \$53,000, respectively, at March 31, 2001 and 2000.

No related party leases, other than renewals or modifications of leases on existing stores, have been entered into since May 1989, and no new leases are contemplated.

The Company has a management agreement with an investment banking firm associated with a principal shareholder/director of the Company to provide financial advice. The agreement provides for an annual fee of \$160,000, plus reimbursement of out-of-pocket expenses. During fiscal 2001, 2000 and 1999, the Company incurred fees of \$160,000 annually under this agreement. In addition, this investment banking firm, from time to time, provides additional investment banking services to the Company for customary fees. This firm provided financial advisory services to the Company in connection with the acquisition of and financing for Speedy Muffler King Inc., for fees of approximately \$1 million in fiscal 1999 (Note 2).

Approximately half of all payments made to the investment banking firm are paid to another principal shareholder/director of the Company.

### NOTE 13 - SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

The following transactions represent noncash investing and financing activities during the periods indicated:

YEAR ENDED MARCH 31, 2001

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In connection with the termination of capital leases, the Company reduced debt and fixed assets by \$141,000 and \$75,000, respectively, and recorded a gain of \$67,000.

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MONRO MUFFLER BRAKE, INC. AND SUBSIDIARIES  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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In connection with the sale of assets, the Company reduced fixed assets, other current liabilities and accrued long-term restructuring costs by \$736,000, \$84,000 and \$440,000, respectively, and increased other current assets by \$212,000.

YEAR ENDED MARCH 31, 2000

Capital lease obligations of \$85,000 were incurred under various lease agreements.

In connection with the termination of a capital lease, the Company reduced debt and fixed assets by \$331,000 and \$196,000, respectively, and recorded a gain of \$135,000.

In connection with the sale of assets, the Company reduced fixed assets and accrued long-term restructuring costs by \$1,382,000 and \$329,000, respectively, and increased other current assets and other non-current assets by \$58,000 and \$995,000, respectively.

YEAR ENDED MARCH 31, 1999

In connection with the acquisition of Speedy stores (Note 2), liabilities were assumed as follows:

(DOLLARS IN THOUSANDS)	
Fair value of assets acquired	\$31,985
Cash paid	20,632
	-----
Liabilities assumed	\$11,353
	=====

These amounts do not include real property assets financed under the synthetic lease arrangement. These assets were purchased at their fair market value of \$34.8 million in September 1998 by a third party lessor on behalf of the Company (Note 5).

Capital lease obligations of \$1,179,000 were incurred under various lease agreements.

In connection with the declaration of a five percent stock dividend (Note 8), the Company increased accrued expenses, common stock and additional paid-in capital by \$1,000, \$4,000 and \$6,624,000, respectively, and decreased retained earnings by \$6,629,000.

YEAR ENDED MARCH 31,

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	2001	2000	1999
	-----	-----	-----
	(DOLLARS IN THOUSANDS)		
Cash paid during the year:			
Interest, net	\$5,519	\$6,728	\$5,602
Income taxes, net	\$3,755	\$2,084	\$3,589

NOTE 14 - LITIGATION

The Company and its subsidiaries are involved in legal proceedings, claims and litigation arising in the ordinary course of business. In management's opinion, the outcome of such current legal proceedings is not expected to have a material effect on future operating results or on the Company's consolidated financial position.

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MONRO MUFFLER BRAKE, INC. AND SUBSIDIARIES  
SELECTED QUARTERLY FINANCIAL INFORMATION (UNAUDITED)

The following table sets forth income statement data by quarter for the fiscal years ended March 31, 2001 and 2000.

	JUNE 30, 2000	SEPT. 30 2000
	-----	-----
	(DOLLARS IN THOUSANDS)	
Sales	\$60,693	\$60,398
Cost of sales	34,826	35,273
Gross profit	25,867	25,125
Operating, selling, general and administrative expenses	18,437	17,675
Operating income	7,430	7,450
Interest expense, net	1,600	1,525
Other expense, net	105	157
Income before provision for income taxes	5,725	5,768
Provision for income taxes	2,278	2,296
Net income	\$ 3,447	\$ 3,472
	=====	=====
Basic earnings per share	\$ .42	\$ .42
	=====	=====

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Diluted earnings per share (a)	\$ .39	\$ .39
	=====	=====
Weighted average number of shares of Common Stock and Common Stock equivalents used in computing earnings per share: Basic	8,203	8,197
Diluted	8,882	8,930
	-----	-----
	1999	1999
	-----	-----
Sales	\$60,979	\$60,513
Cost of sales	35,391	35,356
	-----	-----
Gross profit	25,588	25,157
Operating, selling, general and administrative expenses	19,082	17,727
	-----	-----
Operating income	6,506	7,430
Interest expense, net	1,717	1,689
Other expense, net	315	400
	-----	-----
Income before provision for income taxes	4,474	5,341
Provision for income taxes	1,781	2,128
	-----	-----
Net income	\$ 2,693	\$ 3,213
	=====	=====
Basic earnings per share	\$ .32	\$ .39
	=====	=====
Diluted earnings per share (a)	\$ .30	\$ .36
	=====	=====
Weighted average number of shares of Common Stock and Common Stock equivalents used in computing earnings per share: Basic	8,322	8,322
Diluted	8,977	8,975

(a) Earnings per share for each period was computed by dividing net income by the weighted average number of shares of Common Stock and Common Stock equivalents outstanding during the respective quarters.

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

None.

PART III

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

Information concerning the directors and executive officers of the Company is incorporated herein by reference to the section captioned "Election of Directors" and "Executive Officers", respectively, in the Proxy Statement.

Information concerning required Section 16(a) disclosure is incorporated herein by reference to the section captioned "Compliance with Section 16(a) of the Exchange Act" in the Proxy Statement.

### ITEM 11. EXECUTIVE COMPENSATION

Information concerning executive compensation is incorporated herein by reference to the section captioned "Executive Compensation" in the Proxy Statement.

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

Information concerning security ownership of certain beneficial owners and management is incorporated herein by reference to the sections captioned "Security Ownership of Principal Shareholders, Directors and Executive Officers" and "Election of Directors" in the Proxy Statement.

### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Information concerning certain relationships and related transactions is incorporated herein by reference to the sections captioned "Compensation Committee Interlocks and Insider Participation" and "Certain Transactions" in the Proxy Statement.

## PART IV

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

#### FINANCIAL STATEMENTS

Reference is made to Item 8 of Part II hereof.

#### FINANCIAL STATEMENT SCHEDULES

Schedules have been omitted because they are inapplicable, not required, or the information is included elsewhere in the Financial Statements or the notes thereto.

#### EXHIBITS

Reference is made to the Index to Exhibits accompanying this Form 10-K/A as filed with the Securities and Exchange Commission. The Company will furnish to any shareholder, upon written request, any exhibit listed in such Index to Exhibits upon payment by such shareholder of the Company's reasonable expenses in furnishing any such exhibit.

#### REPORTS ON FORM 8-K

A report on Form 8-K was filed on March 23, 2001 reporting the Board of Directors' resolution to change the Company's fiscal year end from March 31 to the last Saturday in March. The change is effective beginning with fiscal year 2002 which begins on April 1, 2001.

SIGNATURES

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

MONRO MUFFLER BRAKE, INC.  
(Registrant)

By /s/ Robert G. Gross  
-----  
Robert G. Gross  
President and Chief Executive Officer

Date: June 27, 2001

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated as of June 22, 2001.

Signature -----	Title -----
/s/ Catherine D'Amico ----- Catherine D'Amico	Senior Vice President-Finance, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)
Burton S. August*	Director
Charles J. August*	Director
Robert W. August*	Director
Frederick M. Danziger*	Director
Jack M. Gallagher*	Director
Donald Glickman*	Director
Peter J. Solomon*	Director
Lionel B. Spiro*	Director
W. Gary Wood*	Director

\*By /s/ Robert G. Gross  
-----  
Robert G. Gross  
Chief Executive Officer,  
Director and as Attorney-in-Fact

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The following is a list of all exhibits filed herewith or incorporated by reference herein:

Exhibit No.	Page	Document
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3.01*		Restated Certificate of Incorporation of the Company, dated July 23, 1991, with Certificate of Amendment, dated November 1, 1991. (1992 Form 10-K, Exhibit No. 3.01)
3.02*		Restated By-Laws of the Company, dated July 23, 1991. (Amendment No. 1, Exhibit No. 3.04)
10.02*		Non-Employee Directors' Stock Option Plan. (March 2001 Form S-8, Exhibit No. 4.1)**
10.02a*		Amendment, dated as of May 12, 1997, to the Non-Employee Directors' Stock Option Plan. (March 2001 Form S-8, Exhibit No. 4.2) **
10.02b*		Amendment, dated as of May 18, 1999, to the Non-Employee Directors' Stock Option Plan. (March 2001 Form S-8, Exhibit No. 4.3) **
10.03*		1989 Employees' Incentive Stock Option Plan, as amended through December 23, 1992. (December 1992 Form S-8, Exhibit No. 4.3)**
10.03a*		Amendment, dated as of January 25, 1994, to the 1989 Employees' Incentive Stock Option Plan. (1994 Form 10-K, Exhibit No. 10.03a and March 2001 Form S-8, Exhibit No. 4.2)**
10.03b*		Amendment, dated as of May 17, 1995, to the 1989 Employees' Incentive Stock Option Plan. (1995 Form 10-K, Exhibit No. 10.03b and March 2001 Form S-8, Exhibit No. 4.3) **
10.03c*		Amendment, dated as of May 12, 1997, to the 1989 Employees' Incentive Stock Option Plan. (1997 Form 10-K, Exhibit No. 10.03c and March 2001 Form S-8, Exhibit No. 4.4)**
10.03d*		Amendment, dated as of January 29, 1998, to the 1989 Employees' Incentive Stock Option Plan. (1998 Form 10-K, Exhibit No. 10.03d)**
10.04*		Retirement Plan of the Company, as amended and restated effective as of April 1, 1989. (September 1993 Form 10-Q, Exhibit No. 10)**
10.05*		Profit Sharing Plan, amended and restated as of April 1, 1993. (1995 Form 10-K, Exhibit No. 10.05) **
10.05a*		Amendment, dated as of March 1, 2000, to the Profit Sharing Plan. (June 2001 Form S-8, Exhibit No. 4)**

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- 10.06\* Amended and Restated Employment Agreement, dated February 16, 1999, by and between the Company and Robert G. Gross. (December 1998 Form 10-Q, Exhibit No. 10.1)\*\*
- 10.07\* Amended and Restated Secured Loan Agreement, dated February 16, 1999, by and between the Company and Robert G. Gross. (December 1998 Form 10-Q, Exhibit No. 10.2)\*\*
- 10.08\* 1998 Stock Option Plan, effective November 18, 1998. (December 1998 Form 10-Q, Exhibit No. 10.3 and March 2001 Form S-8, Exhibit No. 4)\*\*

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Exhibit No.	Page	Document
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10.09*		Credit Agreement, dated as of September 15, 1998, by and among the Company, The Chase Manhattan Bank, as agent, and certain lenders party thereto. (September 1998 Form 10-Q, Exhibit No. 10.1)
10.09a*		Amendment to "Credit Agreement" dated as of May 31, 1999, by and among the Company, The Chase Manhattan Bank, as agent, and certain lenders party thereto. (September 1999 Form 10-Q, Exhibit No. 10.01)
10.10*		Credit Agreement, dated as of September 15, 1998, executed by and among Brazos Automotive Properties, L.P., The Chase Manhattan Bank, and certain lenders party thereto. (September 1998 Form 10-Q, Exhibit No. 10.2)
10.11*		Residual Guaranty, dated as of September 15, 1998, between the Company and The Chase Manhattan Bank. (September 1998 Form 10-Q, Exhibit No. 10.3)
10.12*		Agreement for Facilities Lease, dated as of September 15, 1998, between Brazos Automotive Properties, L.P. and Monro Leasing LLC. (September 1998 Form 10-Q, Exhibit No. 10.4)
10.13*		Facilities Lease Agreement, dated as of September 15, 1998, between Brazos Automotive Properties, L.P. and Monro Leasing LLC. (September 1998 Form 10-Q, Exhibit No. 10.5)
10.14*		Agreement for Ground Lease, dated as of September 15, 1998, between Brazos Automotive Properties, L.P. and Monro Leasing LLC. (September 1998 Form 10-Q, Exhibit No. 10.6)
10.15*		Ground Lease Agreement, dated as of September 15, 1998, between Brazos Automotive Properties, L.P.

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- and Monroe Leasing LLC. (September 1998 Form 10-Q, Exhibit No. 10.7)
- 10.16\* Guaranty, dated as of September 15, 1998, between the Company and Brazos Automotive Properties, L.P. (September 1998 Form 10-Q, Exhibit No. 10.8)
- 10.17\* Agreement of Sublease, dated as of September 15, 1998, by and among Monroe Leasing LLC, the Company and Brazos Automotive Properties, L.P. (September 1998 Form 10-Q, Exhibit No. 10.9)
- 10.18\* Modification and Extension Agreement, dated August 12, 1991, between AA & L Associates, L.P. and the Company, with respect to Store No. 1. (1992 Form 10-K, Exhibit No. 10.18)
- 10.19\* Sublease, dated June 1, 1980, among August, August and Lane Co-venture and the Company, with Amendment of Lease, dated July 11, 1984, and assigned by August, August and Lane Co-venture to AA & L Associates, L.P., effective January 2, 1996, with respect to Store No. 3. (Form S-1, Exhibit No. 10.19)
- 10.19a\* Assignment of Lease, effective January 2, 1996, among August, August and Lane Co-venture and AA & L Associates, L.P. and August, August and Lane of Rochester LLC, with respect to Store Nos. 3, 12, 17, 44, 49, 51, 52, 54, 58, 31, 33 and 34. (1999 Form 10-K, Exhibit No. 10.19a)
- 10.20\* Lease, dated March 8, 1972, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company, with Amendment of Lease, dated July 11, 1984, with respect to Store No. 7. (Form S-1, Exhibit No. 10.20)
- 10.20a\* Confirmation of Assignment of Lease, dated December 31, 1991, among Charles J. August, Burton S. August and Sheldon A. Lane and Stoneridge 7 Realty Partnership, with respect to Store No. 7. (1992 Form 10-K, Exhibit No. 10.20a)
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 Exhibit No. Page  
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Document  
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- 10.21\* Lease, effective December 1, 1985, among Chase Lincoln First Bank, N.A. and Burton S. August, as Trustees and the Company, with Assignment of Lease, dated June 7, 1991, among Chase Lincoln First Bank, N.A. and Burton S. August, as Trustees, and August, Eastwood & August, with respect to Store No. 8. (Form S-1, Exhibit No. 10.21)

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- 10.22\* Lease, dated February 10, 1972, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company as amended July 11, 1984 and assigned to Lane, August, August Trust on June 7, 1991, and assigned to Lane, August, August LLC effective January 2, 1996, with respect to Store No. 9. (Form S-1, Exhibit No. 10.22)
- 10.22a\* Modification and Extension Agreement, dated November 19, 1998, between AA & L Associates, L.P., and the Company, with respect to Store No. 9. (1999 Form 10-K, Exhibit No. 10.22a)
- 10.23\* Lease, dated May 1, 1973, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company, with Amendment of Lease, dated July 11, 1984, and Assignment of Lease, dated June 7, 1991, among Charles J. August, Burton S. August and Sheldon A. Lane and 35 Howard Road Joint Venture, with respect to Store No. 10. (Form S-1, Exhibit No. 10.23)
- 10.24\* Lease, dated May 7, 1973, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company, with Amendment of Lease, dated July 11, 1984, and assigned by Mssrs. August, August and Lane to AA & L Associates, L.P., effective January 2, 1996, with respect to Store No. 12. (Form S-1, Exhibit No. 10.24)
- 10.25\* Lease, dated July 25, 1974, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company, with Amendment of Lease, dated July 11, 1984, and Assignment of Lease, dated June 7, 1991, among Charles J. August, Burton S. August and Sheldon A. Lane and AA & L Associates, L.P., with respect to Store No. 14. (Form S-1, Exhibit No. 10.25)
- 10.26\* Lease, effective April 1, 1975, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company, with Amendment of Lease, dated July 11, 1984, and Assignment of Lease, dated June 7, 1991, among Charles J. August, Burton S. August and Sheldon A. Lane and Lane, August, August Trust and assigned by Lane, August, August Trust to Lane, August, August LLC, effective January 2, 1996, with respect to Store No. 15. (Form S-1, Exhibit No. 10.26)
- 10.26a\* Modification and Extension Agreement, dated November 19, 1998, between AA & L Associates, L.P., and the Company, with respect to Store No. 15. (1999 Form 10-K, Exhibit No. 10.26a)
- 10.27\* Lease, dated as of September 25, 1991, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company, with respect to Store No. 17. (1992 Form 10-K, Exhibit No. 10.27)
- 10.28\* Lease, effective May 1, 1979, among Charles J.

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August, Burton S. August and Sheldon A. Lane and the Company, with Amendment of Lease, dated July 11, 1984, and Assignment of Lease, dated June 7, 1991, among Charles J. August, Burton S. August and Sheldon A. Lane and AA & L Associates, L.P., with respect to Store No. 23. (Form S-1, Exhibit No. 10.28)

10.29\* Lease, effective May 1, 1980, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company, with Amendment of Lease, dated July 11, 1984, and Assignment of Lease, dated June 7, 1991, among Charles J. August, Burton S. August and Sheldon A. Lane and AA & L Associates, L.P., with respect to Store No. 25. (Form S-1, Exhibit No. 10.29)

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Exhibit No.	Page	Document
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10.30*		Lease, effective March 1, 1980, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company, with Amendment of Lease, dated July 11, 1984, and Assignment of Lease, dated June 7, 1991, among Charles J. August, Burton S. August and Sheldon A. Lane and AA & L Associates, L.P., with respect to Store No. 27. (Form S-1, Exhibit No. 10.30)
10.30a	50	Lease termination, effective July 31, 2000, among Charles J. August, Burton S. August, Sheldon A. Lane and AA & L Associates, L.P. and the Company with respect to Store No. 27.
10.31*		Lease, effective July 1, 1980, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company, with Amendment of Lease, dated July 11, 1984, and Assignment of Lease, dated June 7, 1991, among Charles J. August, Burton S. August and Sheldon A. Lane and AA & L Associates, L.P., with respect to Store No. 28. (Form S-1, Exhibit No. 10.31)
10.32*		Lease, effective November 1, 1980, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company, with Amendment of Lease, dated July 11, 1984, and Assignment of Lease, dated June 7, 1991, among Charles J. August, Burton S. August and Sheldon A. Lane and AA & L Associates, L.P., with respect to Store No. 29. (Form S-1, Exhibit No. 10.32)
10.33*		Lease, effective August 1, 1983, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company, with Amendment of Lease, dated July 11, 1984, and Assignment of Lease, dated June 7, 1991, among Charles J. August, Burton S. August

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and Sheldon A. Lane and AA & L Associates, L.P., with respect to Store No. 30. (Form S-1, Exhibit No. 10.33)

- 10.33a\* Modification and Extension Agreement, dated February 25, 1998, between AA & L Associates, L.P., and the Company, with respect to Store Nos. 30, 36 and 43. (1999 Form 10-K, Exhibit No. 10.33a)
- 10.34\* Lease, effective March 1, 1997, between August, August and Lane of Rochester, LLC, and the Company, dated March 3, 1997, with respect to Store No. 31. (1999 Form 10-K, Exhibit No. 10.34)
- 10.35\* Modification and Extension Agreement, dated August 12, 1991, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company, and assigned by Mssrs. August, August and Lane to August, August and Lane of Rochester, LLC, effective January 2, 1996, with respect to Store No. 33. (1992 Form 10-K, Exhibit No. 10.35)
- 10.36\* Lease, effective December 1, 1981, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company, with Amendment of Lease, dated July 11, 1984, and assigned by Mssrs. August, August and Lane to August, August and Lane of Rochester, LLC, effective January 2, 1996, with respect to Store No. 34. (Form S-1, Exhibit No. 10.36)
- 10.37\* Lease, dated April 10, 1984, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company, with Amendment of Lease, dated July 11, 1984, and Assignment of Lease, dated June 7, 1991, among Charles J. August, Burton S. August and Sheldon A. Lane and AA & L Associates, L.P., with respect to Store No. 35. (Form S-1, Exhibit No. 10.37)
- 10.38\* Lease, effective October 1, 1983, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company, with Amendment of Lease, dated July 11, 1984, with respect to Store No. 36. (Form S-1, Exhibit No. 10.38)
- 10.38a\* Assignment of Lease, dated October 1, 1991, among Charles J. August, Burton S. August and Sheldon A. Lane and AA & L Associates, L.P., with respect to Store No. 36. (1992 Form 10-K, Exhibit No. 10.38a)

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Exhibit No.	Page	Document
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10.39*		Lease, effective July 1, 1983, among Charles J. August, Burton S. August and Sheldon A. Lane and

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- the Company, with Amendment of Lease, dated July 11, 1984, and Assignment of Lease, dated June 7, 1991, among Charles J. August, Burton S. August and Sheldon A. Lane and AA & L Associates, L.P., with respect to Store No. 43. (Form S-1, Exhibit No. 10.39)
- 10.40\* Lease, dated as of February 1, 1983, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company, with Amendment of Lease, dated July 11, 1984, and assigned by Mssrs. August, August and Lane to AA & L Associates, L.P., effective January 2, 1996, with respect to Store No. 44. (Form S-1, Exhibit No. 10.40)
- 10.41\* Sublease, dated as of May 1, 1979, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company, with Amendment of Lease, dated July 11, 1984, and Assignment of Lease, dated June 7, 1991, among Charles J. August, Burton S. August and Sheldon A. Lane and AA & L Associates, L.P., with respect to Store No. 45. (Form S-1, Exhibit No. 10.41)
- 10.42\* Lease, effective October 1, 1985, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company, with Amendment of Lease, dated as of July 11, 1984, and Assignment of Lease, dated June 7, 1991, among Burton S. August, as Trustee, and Lane, August, August Trust, and assigned by Lane, August, August Trust to Lane, August, August LLC, effective January 2, 1996, with respect to Store No. 48. (Form S-1, Exhibit No. 10.42)
- 10.42a 51 Extension Agreement, effective October 1, 2001, among the Company and Burton S. August, as Trustee, and Lane, August, August Trust, and assigned by Lane, August, August Trust to Lane, August, August LLC, with respect to Store No. 48.
- 10.43\* Lease, dated as of January 1, 1984, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company, with Amendment of Lease, dated July 11, 1984, and assigned by Mssrs. August, August and Lane to AA & L Associates, L.P., effective January 2, 1996, with respect to Store No. 49. (Form S-1, Exhibit No. 10.43)
- 10.44\* Lease, dated July 1, 1982, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company, with Amendment of Lease, dated July 11, 1984, and assigned by Mssrs. August, August and Lane to AA & L Associates, L.P., effective January 2, 1996, with respect to Store No. 51. (Form S-1, Exhibit No. 10.44)
- 10.45\* Lease, dated July 1, 1982, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company, with Amendment of Lease, dated July 11, 1984, with respect to Store No. 52. (Form S-1, Exhibit No. 10.45)

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- 10.46\* Lease, dated May 1, 1979, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company, with Amendment of Lease, dated July 11, 1984, and Assignment of Lease, dated June 7, 1991, among Charles J. August, Burton S. August and Sheldon A. Lane and AA & L Associates, L.P., with respect to Store No. 53. (Form S-1, Exhibit No. 10.46)
- 10.47\* Lease, dated July 1, 1982, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company, with Amendment of Lease, dated July 11, 1984, with respect to Store No. 54. (Form S-1, Exhibit No. 10.47)
- 10.47a\* Modification Agreement, effective January 1988, among Charles J. August, Burton S. August and Sheldon A. Lane, and the Company, with respect to Store No. 54. (1999 Form 10-K, Exhibit No. 10.47a)

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Exhibit No.	Page	Document
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10.48*		Lease, effective September 1, 1983, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company, with Amendment of Lease, dated July 11, 1984, and Assignment of Lease, dated June 7, 1991, among Charles J. August, Burton S. August and Sheldon A. Lane and AA & L Associates, L.P., with respect to Store No. 55. (Form S-1, Exhibit No. 10.48)
10.49*		Lease, dated as of July 1, 1984, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company, with Amendment of Lease, dated July 11, 1984, and Assignment of Lease, dated June 7, 1991, among Charles J. August, Burton S. August and Sheldon A. Lane and AA & L Associates, L.P., with respect to Store No. 57. (Form S-1, Exhibit No. 10.49)
10.49a*		Modification and Extension Agreement, dated September 15, 1999, between AA & L Associates, L.P. and the Company, with respect to Store No. 57. (2000 Form 10-K, Exhibit No. 10.49a)
10.50*		Lease, dated July 1, 1982, among Charles J. August, Burton S. August and Sheldon A. Lane and the Company, with Amendment of Lease, dated July 11, 1984, with respect to Store No. 58. (Form S-1, Exhibit No. 10.50)
10.50a*		Modification and Extension Agreement, dated August 12, 1991, between AA & L Associates, L.P. and the

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- Company, with respect to Store No. 60. (1992 Form 10-K, Exhibit No. 10.51)
- 10.52\* Lease, signed October 22, 1986, between the Company and Conifer Johnstown Associates, with respect to Store No. 63. (Form S-1, Exhibit No. 10.52)
- 10.52a\* Lease Addendum, effective February 18, 1996, between Conifer Johnstown Associates and the Company, with respect to Store No. 63. (1999 Form 10-K, Exhibit No. 10.52a)
- 10.54\* Lease, dated January 25, 1988, between the Company and Conifer Northeast Associates, with Letter Agreement, dated February 3, 1988, amending Lease; and Amendment Agreement, dated January 6, 1989, with respect to Store No. 107. (Form S-1, Exhibit No. 10.54)
- 10.54a\* Lease Addendum, effective February 18, 1996, between Conifer Northeast Associates and the Company, with respect to Store No. 107. (1999 Form 10-K, Exhibit No. 10.54a)
- 10.55\* Lease, dated March 16, 1988, between the Company and Conifer Northeast Associates, with Letter Agreement, dated February 3, 1988, amending Lease; and Amendment Agreement, dated January 6, 1989, with respect to Store No. 109. (Form S-1, Exhibit No. 10.55)
- 10.55a\* Lease Addendum, effective February 18, 1996, between Conifer Northeast Associates and the Company, with respect to Store No. 109. (1999 Form 10-K, Exhibit No. 10.55a)
- 10.56\* Lease, dated February 11, 1988, between the Company and Conifer Northeast Associates, with Letter Agreement, dated February 3, 1988, amending Lease; and Amendment Agreement, dated January 6, 1989, and Non-Disturbance and Attornment Agreement, dated February 11, 1988, between the Company and Central Trust Company, with respect to Store No. 114. (Form S-1, Exhibit No. 10.56)
- 10.56a\* Lease Addendum, effective February 18, 1996, between Conifer Northeast Associates and the Company, with respect to Store No. 114. (1999 Form 10-K, Exhibit No. 10.56a)
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10.57*		Purchase Agreement, dated December 1, 1987, between the Company and Conifer Northeast Associates, with Lease, dated February 25, 1988, between the Company and Conifer Northeast Associates, with Letter Agreement, dated February 3, 1988, amending Lease; and Amendment Agreement, dated January 6, 1989; and Non-Disturbance and Attornment Agreement, dated February 25, 1988, between the Company and Central Trust Company, with respect to Store No. 116. (Form S-1, Exhibit No. 10.57)
10.57a*		Lease Addendum, effective February 18, 1996, between Conifer Northeast Associates and the Company, with respect to Store No. 116. (1999 Form 10-K, Exhibit No. 10.57a)
10.58*		Lease, dated May 12, 1989, between the Company and Conifer Penfield Associates (as successor to Conifer Development, Inc.), with respect to Store No. 132. (Form S-1, Exhibit No. 10.58)
10.58a*		Amendment Agreement, dated June 30, 1993, between Conifer Penfield Associates, L.P. and the Company, with respect to Store No. 132. (1999 Form 10-K, Exhibit No. 10.58a)
10.59*		Modification and Extension Agreement, dated November 1, 1993, between AA & L Associates, L.P. and the Company, with respect to Store Nos. 1, 23, 25, 27, 28, 29, 35, 53, 57 and 60. (1994 Form 10-K, Exhibit No. 10.57)
10.61*		Form of Mortgage and Security Agreement, between the Company and The Chase Manhattan Bank, N.A., dated 1994, with Form of Mortgage Note and Form of Conditional Assignment of Leases and Rents, in connection with each of five mortgages on Store Nos. 160, 183, 190, 192 and 193. (1994 Form 10-K, Exhibit No. 10.59)
10.62*		Mortgage Agreement, dated September 28, 1994, between the Company and the City of Rochester, New York. (1995 Form 10-K, Exhibit No. 10.60)
10.63*		Lease Agreement, dated October 11, 1994, between the Company and the City of Rochester, New York. (1995 Form 10-K, Exhibit No. 10.61)
10.64*		Mortgage Notes, Collateral Security Mortgage and Security Agreement, Indemnification Agreement and Guarantee, dated September 22, 1995, between Monroe Service Corporation, County of Monroe Industrial Development Agency, the Company and The Chase Manhattan Bank, N.A. (September 1995 Form 10-Q, Exhibit No. 10.02)
10.65*		Form of Mortgage and Security Agreement, between the Company and The Chase Manhattan Bank, N.A.,



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the Company - seller, dated March 31, 1999. (1999 Form 10-K, Exhibit No. 10.73)

10.73a\* Amendment to "Purchase Agreement and Escrow Instructions" between Realty Income Corporation - buyer and the Company - seller, dated May 6, 1999, with respect to Store Nos. 372 and 368. (1999 Form 10-K, Exhibit No. 10.73a)

10.74\* "Minimum Purchase and Preferred Supplier Agreement" between Honeywell International Inc., on behalf of its Friction Materials business and Monro Service Corporation, dated January 13, 2000. (2000 Form 10-K, Exhibit No. 10.74)

21.01 59 Subsidiaries of the Company.

23.01 60 Consent of PricewaterhouseCoopers LLP.

24.01 61 Powers of Attorney.

\*\* Management contract or compensatory plan or arrangement required to be filed as an exhibit to this Form 10-K pursuant to Item 14(c) hereof.

\* An asterisk "\*" following an exhibit number indicates that the exhibit is incorporated herein by reference to an exhibit to one of the following documents: (1) the Company's Registration Statement on Form S-1 (Registration No. 33-41290), filed with the Securities and Exchange Commission on June 19, 1991 ("Form S-1"); (2) Amendment No. 1 thereto, filed July 22, 1991 ("Amendment No. 1"); (3) the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1992 ("1992 Form 10-K"); (4) the Company's Registration Statement on Form S-8, filed with the Securities and Exchange Commission on December 24, 1992 ("December 1992 Form S-8"); (5) the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 1993 ("September 1993 Form 10-Q"); (6) the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1994 ("1994 Form 10-K"); (7) the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1995 ("1995 Form 10-K"); (8) the Company's Quarterly Report on Form 10-Q for the fiscal

quarter ended September 30, 1995 ("September 1995 Form 10-Q"); (9) the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 1996 ("September 1996 Form 10-Q"); (10) the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1997 ("1997 Form 10-K"); (11) the Company's Current Report on Form

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8-K filed on April 28, 1998 ("April 1998 Form 8-K"); (12) the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 1998 ("December 1998 Form 10-Q"); (13) the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1998 ("1998 Form 10-K"); (14) the Company's Current Report on Form 8-K filed on September 23, 1998 ("September 1998 Form 8-K"); (15) the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 1998 ("September 1998 Form 10-Q"); (16) the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1999 ("1999 Form 10-K"); (17) the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 1999 ("September 1999 Form 10-Q"); (18) the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2000 ("2000 Form 10-K"); (19) the Company's Registration Statement on Form S-8, filed with the Securities and Exchange Commission on April 7, 2000 ("April 2000 Form S-8"); (20) the Company's Registration Statements on Forms S-8, filed with the Securities and Exchange Commission on March 22, 2001 (each a "March 2001 Form S-8"); or (21) the Company's Registration Statement on Form S-8, filed with the Securities and Exchange Commission on June 26, 2001 ("June 2001 Form S-8"). The appropriate document and exhibit number are indicated in parentheses.