

MCCORMICK & CO INC  
Form 10-K/A  
May 27, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10-K/A**

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

For the fiscal year ended November 30, 2004

Commission file number 001-14920

# **McCORMICK & COMPANY, INCORPORATED**

Maryland

52-0408290

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(State of incorporation)

(IRS Employer Identification No.)

**18 Loveton Circle**  
**Sparks, Maryland**  
(Address of principal executive offices)

**21152**  
(Zip Code)

Registrant's telephone number, including area code: **(410) 771-7301**

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

Title of Each Class	Name of each exchange on which registered
Common Stock, No Par Value	New York Stock Exchange
Common Stock Non-Voting, No Par Value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **Not applicable.**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of 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.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).

Yes  No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter.

The aggregate market value of the voting common equity held by non-affiliates at May 31, 2004: \$358,238,728

The aggregate market value of the non-voting common equity held by non-affiliates at May 31, 2004: \$4,297,375,756

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

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Class

Number of Shares Outstanding

Date

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Common Stock	14,985,822	December 31, 2004
Common Stock Non-Voting	120,800,750	December 31, 2004

**DOCUMENTS INCORPORATED BY REFERENCE**

**Document**

**Part of 10-K into which incorporated**

**Annual Report to Stockholders**







**Registrant's Proxy Statement**





**Explanatory Note**



## Edgar Filing: MCCORMICK & CO INC - Form 10-K/A

McCormick & Company, Inc. is filing this amendment to Item 15 of its Annual Report on Form 10-K for the fiscal year ended November 30, 2004, to include the financial statements required by Form 11-K with respect to the McCormick 401(K) Retirement Plan for the years ended November 30, 2004 and 2003, the Zatarain's Partnership LP 401(K) Retirement Plan for the years ended December 31, 2004 and 2003, and the Mojave Foods Corporation 401(K) Retirement Plan for the period April 1, 2004 (inception) through November 30, 2004. This amendment does not affect the Company's historical results of operations, financial condition or cash flows for any periods presented.

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

**FORM 11-K**

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

**For the fiscal year ended November 30, 2004**

**Commission File Number 001-14920**

**THE McCORMICK 401(K) RETIREMENT PLAN**  
**THE ZATARAIN S PARTNERSHIP LP 401(K) RETIREMENT PLAN**  
**THE MOJAVE FOODS CORPORATION 401(K) RETIREMENT**  
**PLAN**

Full title of plans

**McCORMICK & COMPANY, INCORPORATED**

**18 Loveton Circle**

**Sparks, Maryland 21152**

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Name of issuer of the securities held pursuant to the plan

and address of its principal office

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**Required Information**

Items 1 through 3: Not required; see Item 4 below.

Item 4. Plan Financial Statements and Schedules Prepared in accordance with the financial reporting requirements of ERISA.

- a) i) Report of Independent Registered Public Accounting Firm
- ii) Statements of Net Assets Available For Benefits
- iii) Statements of Changes in Net Assets Available For Benefits
- iv) Notes to Financial Statements
- b) Exhibits: Consent of Independent Registered Public Accounting Firm.

**SIGNATURES**

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

THE MCCORMICK 401(K) RETIREMENT PLAN

DATE: May 27, 2005

By: /s/ Karen D. Weatherholtz  
Karen D. Weatherholtz  
Senior Vice President - Human Relations  
and Plan Administrator

THE MCCORMICK 401(K) RETIREMENT PLAN

Audited Financial Statements and Supplemental Schedule

Years ended November 30, 2004 and 2003 with Report of Independent Registered Public Accounting Firm

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The McCormick 401(k) Retirement Plan

Audited Financial Statements and Supplemental Schedule

Years ended November 30, 2004 and 2003

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Audited Financial Statements

Statements of Net Assets Available for Benefits

Statements of Changes in Net Assets Available for Benefits

Notes to Financial Statements

Supplemental Schedule

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

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Ernst & Young LLP  
621 East Pratt Street  
Baltimore, Maryland 21202

Phone: 410-539-79 40  
Fax: 410-783-37 87  
www.ey.com

Report of Independent Registered Public Accounting Firm

Investment Committee

McCormick & Company, Incorporated

We have audited the accompanying statements of net assets available for benefits of The McCormick 401(k) Retirement Plan as of November 30, 2004 and 2003, and the related statements of changes in net assets available for benefits for each of the three years in the period ended November 30, 2004. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also 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.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at November 30, 2004 and 2003, and the changes in its net assets available for benefits for each of the three years in the period ended November 30, 2004, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of November 30, 2004 is presented for purposes of additional analysis, and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

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May 20, 2005

Baltimore, Maryland

## The McCormick 401(k) Retirement Plan

## Statements of Net Assets Available for Benefits

	November 30	
	2004	2003
<b>Assets</b>		
Investments:		
Securities at fair value:		
McCormick & Company, Incorporated common stock fund	\$ 145,045,917	\$ 119,148,609
Unaffiliated issuer Pooled, common and collective funds	28,303,299	25,682,609
Unaffiliated issuer Mutual funds	160,066,728	143,297,427
Participant loans	4,143,682	3,947,663
Total investments	337,559,626	292,076,308
Receivables:		
Employer's contribution	141,906	140,123
Employees' contributions	385,666	359,981
Accrued interest and dividends	1,918	1,861
Due from funds for securities sold, net	338,981	
Total receivables	868,471	501,965
Total assets	338,428,097	292,578,273
<b>Liabilities</b>		
Due to funds for securities purchased		13,192
Net assets available for benefits	\$ 338,428,097	\$ 292,565,081

See accompanying notes.

## The McCormick 401(k) Retirement Plan

## Statements of Changes in Net Assets Available for Benefits

	Year ended November 30		
	2004	2003	2002
<b>Additions</b>			
Employer contributions:			
Employer match	\$ 5,684,049	\$ 6,630,495	\$ 7,168,838
Employee contributions	13,265,739	14,628,684	15,705,242
Earnings from investments:			
Dividends:			
McCormick & Company, Incorporated	2,382,701	1,908,973	1,902,617
Mutual funds	1,733,516	1,732,392	1,613,852
Interest income			
Other, net	490,437	530,705	59,906
	<b>23,556,442</b>	<b>25,431,249</b>	<b>26,450,455</b>
<b>Deductions</b>			
Participant withdrawals	24,194,944	37,121,818	17,820,767
Administrative expenses	15,100	19,100	69,567
	<b>24,210,044</b>	<b>37,140,918</b>	<b>17,890,334</b>
Net realized gain/(loss) on investments	5,282,926	(1,245,746)	(3,885,530)
Net unrealized appreciation (depreciation) of investments	41,233,692	37,413,888	(6,983,975)
Net increase/(decrease)	<b>45,863,016</b>	<b>24,458,473</b>	<b>(2,309,384)</b>
Net assets available for benefits at beginning of year	<b>292,565,081</b>	268,106,608	270,415,992
Net assets available for benefits at end of year	\$ <b>338,428,097</b>	\$ 292,565,081	\$ 268,106,608

See accompanying notes.

The McCormick 401(k) Retirement Plan

Notes to Financial Statements

November 30, 2004

**1. Description of the Plan**

The McCormick 401(k) Retirement Plan (the Plan) is a defined contribution plan sponsored by McCormick & Company, Incorporated (the Company), which incorporates a 401(k) savings and investment option.

Effective March 22, 2002, the Plan was amended to provide that the McCormick & Company, Incorporated common stock fund investment option is designated as an employee stock ownership plan (ESOP). This designation allows participants investing in the McCormick & Company, Incorporated common stock fund to elect to receive, in cash, dividends that are paid on McCormick stock held in their 401(k) Retirement Plan accounts. Dividends may also continue to be reinvested. The McCormick & Company, Incorporated common stock fund invests principally in common stock of the Plan Sponsor.

The following description of the Plan provides only general information. Further information about the Plan agreement, eligible employees, the vesting provisions, and investment alternatives are contained in the Plan Document.

Participating employees contribute to the Plan through payroll deductions in amounts ranging from 1% to 60% of their earnings, subject to certain limitations.

Effective December 1, 2000, the Company and participating subsidiaries provide a matching contribution of 100% of the first 3% of an employee's contribution, and 50% on the next 2% of the employee's contribution. An employee is required to have one year of service with the Company to be eligible for the matching contribution.

Participants are immediately vested in their contributions, the Company's contributions including matching contributions, and all related earnings.



Participants' elective contributions, as well as Company matching contributions, are invested in the Plan's investment funds as directed by the participant.

Participants are permitted to take loans against their contributions to the Plan, subject to a \$500 minimum. The maximum of any loan cannot exceed one-half of the participant's contributed account balance or \$50,000, less the highest outstanding unpaid loan balance during the prior 12 months, whichever is less. The Company's Investment Committee determines the interest rate for loans based on current market rates. Loan repayments, including interest, are made by participants through payroll deductions over loan terms of up to five years. Longer loan terms are available for loans taken to purchase, construct, reconstruct, or substantially rehabilitate a primary home for the participant or the participant's immediate family.

Upon termination of service, a participant with an account balance greater than \$5,000 may elect to leave their account balance invested in the Plan, elect to rollover their entire balance to an Individual Retirement Account (IRA) or another qualified plan, elect to receive a lump-sum payment equal to their entire balance, or elect annual installments to extend from two to eight years. Upon termination of service, a participant with an account balance less than \$5,000 may elect to rollover their entire balance to an IRA or another qualified plan or elect to receive a lump-sum payment equal to their entire balance.

On August 12, 2003, the Company completed the sale of substantially all of the operating assets of its packaging segment (Packaging) to the Kerr Group, Inc. As a result of the sale transaction a substantial number of Packaging employees were terminated from employment with the Company and hired by the Kerr Group, Inc. Distributions from the Plan relating to the sale of Packaging have been included within participant withdrawals on the statement of changes in net assets in the year ended November 30, 2003.

The Company intends to continue the Plan indefinitely. The Company reserves the right to terminate the Plan, or to reduce or cease contributions at any time, if its Board of Directors determines that business, financial, or other good causes make it necessary to do so, or to amend the Plan at any time and in any respect, provided, however, that any such action will not deprive any participant or beneficiary under the Plan of any vested right.

## 2. Significant Accounting Policies

The financial statements of the Plan are prepared on the accrual basis of accounting.

### Valuation of Securities and Income Recognition

Investments are stated at aggregate fair value. Securities traded on a national securities exchange or included on the NASDAQ National Market List are valued at the last reported sales price on the last business day of the plan year. Investments for which no sale was reported on that date are valued at the last reported bid price. Pooled, common and collective funds are valued by the issuer of the funds based on the fund managers estimate of the individual closing price of the funds on the last day of the plan year as quoted by the applicable fund issuer.

The change in the difference between fair value and the cost of investments is reflected in the statement of changes in net asset available for benefits as net unrealized appreciation or depreciation of investments.

The net realized gain or loss on disposal of investments is the difference between the proceeds received and the average cost of investments sold. Expenses relating to the purchase or sale of investments are added to the cost or deducted from the proceeds.

The McCormick Stock Fund (the Fund) is tracked on a unitized basis. The Fund consists of McCormick common stock and funds held in the Wells Fargo Short-term Investment Money Market Fund sufficient to meet the Fund's daily cash needs. Unitizing the Fund allows for daily trades. The value of a unit reflects the combined market value of McCormick common stock and the cash investments held by the Fund. At November 30, 2004, 5,336,037 units were outstanding with a value of approximately \$27.18 per unit (6,866,121 units were outstanding with a value of approximately \$17.35 per unit at November 30, 2003).

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

### Administrative Expenses

Administrative services are provided by the Company which serves as the Plan Sponsor, without cost to the Plan; however, custodial trustee and investment advisors' fees and other direct expenses are paid by the Plan.

**Use of Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual amounts could differ from those estimates.

**3. Income Tax Status**

The Plan has received a determination letter from the Internal Revenue Service (the IRS) dated February 25, 2004, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. This determination letter covers all amendments to the Plan since its inception and original qualification. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and therefore, the Plan is qualified and the related trust is tax-exempt.

**4. Investments**

The Plan's investments are held in bank-administered trust funds. The custodial trustee of the Plan is Wells Fargo Bank Minnesota N.A. (Wells Fargo). During 2004, 2003 and 2002, the Plan's investments (including investments bought, sold, or held throughout the year) appreciated/(depreciated) in fair value by \$46,516,618, \$36,168,142 and \$(10,869,505), respectively, as follows:

	<b>2004</b>	<b>Year ended November 30</b>		<b>2002</b>
	<b>Net</b>	<b>2003</b>	<b>Net</b>	<b>Net</b>
	<b>Appreciation</b>	<b>Net</b>	<b>Appreciation</b>	<b>Appreciation</b>
	<b>(Depreciation)</b>	<b>(Depreciation)</b>	<b>(Depreciation)</b>	<b>(Depreciation)</b>
	<b>in Fair Value</b>	<b>in Fair Value</b>	<b>in Fair Value</b>	<b>in Fair Value</b>
	<b>During Year</b>	<b>During Year</b>	<b>During Year</b>	<b>During Year</b>
McCormick & Company, Incorporated common stock	\$ 31,507,826	\$ 21,208,553	\$ 10,624,712	
Mutual, Pooled, common and collective funds	15,008,792	14,959,589	(21,494,217)	
<b>Total</b>	<b>\$ 46,516,618</b>	<b>\$ 36,168,142</b>	<b>\$ (10,869,505)</b>	

The Plan's interest and dividend income for the years ended November 30, 2004, 2003, and 2002 was \$4,116,217, \$3,641,365 and \$3,516,469, respectively.

The fair value of individual investments that represent 5% or more of the Plan's net assets are as follows:

	2004	November 30	2003
McCormick & Company, Incorporated common stock fund	\$ 145,045,917		\$ 119,148,609
Pooled, Common and Collective Funds:			
Wells Fargo Stable Return Fund	28,303,299		25,682,609
Mutual Funds:			
Fidelity Magellan Fund	41,513,791		41,360,116
Fidelity Growth & Income Portfolio Fund	40,233,185		38,015,194
Fidelity US Bond Index Fund	15,290,106		16,240,275

#### 5. Transactions with Parties-in-Interest

Fees paid during the year for legal, accounting and other services rendered by parties-in-interest were based on customary and reasonable rates for such services. The Plan holds investments in common stock of McCormick & Company, Incorporated, the Parent of the Plan Sponsor, and in funds managed by affiliates of Wells Fargo, the custodial trustee of the Plan. Dividends on McCormick & Company, Incorporated common stock and income on investments in Wells Fargo funds are at the same rates as non-affiliated holders of these securities.

#### 6. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

**7. Subsequent Events**

During the Plan Year the Investment Committee determined that the Fremont U. S. Small-Cap Fund ( Fremont Fund) should replace the TCW Galileo Small-Cap Growth Fund (TCW Fund). Effective October 4, 2004 the Fremont Fund was added and no future contributions were permitted to the TCW Fund. Between October 4, 2004 and December 8, 2004 participants could transfer assets out of the TCW Fund to any other Plan investment. On December 8, 2004, the TCW Fund was closed and all remaining assets were transferred to the Fremont Fund.

**Supplemental Schedule**

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The McCormick 401(k) Retirement Plan

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

EIN 52-0408290, PN 004

November 30, 2004

Description of Investments	Shares Held	Cost **	Current Value
<b>McCormick &amp; Company, Incorporated:</b>			
Common Stock Fund*	3,955,899	\$	143,665,779
<b>Money Market Fund:</b>			
Wells Fargo Short-term Investment Money Market Fund*	1,380,138		1,380,138
<b>Pooled, Common and Collective Funds:</b>			
Wells Fargo Stable Return Fund*	777,508		28,303,299
<b>Mutual Funds Investments:</b>			
Fidelity Magellan Fund	408,511		41,513,791
Fidelity Growth & Income Portfolio Fund	1,072,786		40,233,185
Fidelity US Bond Index Fund	1,375,088		15,290,106
American EuroPacific Growth Fund	359,248		12,489,950
UAM ICM Small Company Value	275,187		10,341,527
Vanguard S&P 500 Index Fund	85,347		9,281,535
Wells Fargo Growth Balanced Fund*	290,416		8,671,352
Vanguard Windsor II Fund	263,504		7,918,303
TCW Galileo Small Cap Growth Fund	382,833		5,887,498
Harbor Capital Appreciation Fund	88,272		2,452,207
Wells Fargo Moderate Balanced Fund*	95,730		2,150,100
Wells Fargo Strategic Income Fund*	99,153		1,962,221
Wells Fargo Strategic Growth Allocation Fund*	83,929		1,165,772
Fremont U.S. Small-Cap Fund	60,049		709,181
Participant loans (5.25% - 9.75% annual interest rates)*			4,143,682
		\$	337,559,626

\* Indicates parties-in-interest to the Plan

\*\* Historical cost has been omitted, as all investments are participant directed





**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements of McCormick & Company, Incorporated and subsidiaries and in the related Prospectuses (if applicable) of our report dated May 20, 2005 with respect to the financial statements and supplemental schedule of the McCormick 401(k) Retirement Plan for the year ended November 30, 2004, our report dated May 25, 2005 with respect to the financial statements and supplemental schedule of the Mojave Foods Corporation 401(k) Retirement Plan for the year ended November 30, 2004 and our report dated May 25, 2005 with respect to the financial statements and supplemental schedule of the Zatarain's Partnership, LP 401(k) Retirement Plan for the year ended December 31, 2004, all included under Item 4 Financial Statements and Exhibits on this Form 10-K/A, No. 1.

<b>Form</b>	<b>Registration Number</b>	<b>Date Filed</b>
S-8	333-123808	04/04/2005
S-8	333-104084	03/23/2005
S-3	333-122366	01/28/2005
S-8	333-114094	03/31/2004
S-8	333-104084	03/28/2003
S-8	333-57590	03/26/2001
S-3/A	333-46490	01/23/2001
S-8	333-93231	12/21/1999
S-8	333-74963	03/24/1999
S-3	333-47611	03/09/1998
S-8	33-23727	03/21/1997
S-3	33-66614	07/27/1993
S-3	33-40920	*05/29/1991
S-8	33-33724	03/02/1990
S-3	33-32712	12/21/1989
S-3	33-24660	03/16/1989
S-8	33-24658	09/15/1988
S-3	33-24659	09/15/1988

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\* Includes amendment filed 6/18/91

/s/ Ernst & Young LLP

May 26, 2005

Baltimore, Maryland

**Required Information**

Items 1 through 3: Not required; see Item 4 below.

Item 4. Plan Financial Statements and Schedules Prepared in accordance with the financial reporting requirements of ERISA.

- a) i) Report of Independent Registered Public Accounting Firm
- v) Statements of Net Assets Available For Benefits
- vi) Statements of Changes in Net Assets Available For Benefits
- vii) Notes to Financial Statements
- b) Exhibits: Consent of Independent Registered Public Accounting Firm.

**SIGNATURES**



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

THE ZATARAIN S PARTNERSHIP LP 401(K) RETIREMENT PLAN

DATE: May 27, 2005

By: /s/ Regina Templet  
Regina Templet  
Director of Finance Zatarain s Brands  
and Plan Administrator

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THE ZATARAIN S PARTNERSHIP, LP 401(K) RETIREMENT PLAN

Audited Financial Statements and Supplemental Schedule

Years ended December 31, 2004 and 2003 with Report of Independent Registered Public Accounting Firm

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The Zatarain's Partnership, LP 401(k) Retirement Plan

Audited Financial Statements and Supplemental Schedule

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Ernst & Young LLP  
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Baltimore, Maryland 21202

Phone: 410-539-7940  
Fax: 410-783-3787  
www.ey.com

### Report of Independent Registered Public Accounting Firm

Investment Committee

McCormick & Company, Incorporated (on behalf of the Zatarain's Partnership, LP 401(k) Retirement Plan)

We have audited the accompanying statements of net assets available for benefits of Zatarain's Partnership, LP 401(k) Retirement Plan as of December 31, 2004 and 2003, and the related statements of changes in net assets available for benefits for each of the two years in the period ended December 31, 2004. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also 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.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2004 and 2003, and the changes in its net assets available for benefits for each of the two years in the period ended December 31, 2004, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2004 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

May 25, 2005

Baltimore, Maryland



## The Zatarain's Partnership, LP 401(k) Retirement Plan

## Statements of Net Assets Available for Benefits

	December 31	
	2004	2003
<b>Assets</b>		
Investments:		
Securities at fair value:		
McCormick & Company, Incorporated common stock fund	\$ 41,532	\$ 681,946
Unaffiliated issuer Pooled, common and collective funds	727,279	3,715,609
Unaffiliated issuer Mutual funds	4,804,063	8,943
Participant loans	13,054	5,585,928
Total investments	5,585,928	4,406,498
Receivables:		
Employer's contribution	346,564	329,413
Employees' contributions	26,001	16,822
Accrued interest and dividends	164	
Total receivables	372,729	346,235
Net assets available for benefits	\$ 5,958,657	\$ 4,752,733

*See accompanying notes.*

The Zatarain's Partnership, LP 401(k) Retirement Plan

Statements of Changes in Net Assets Available for Benefits

	Year ended December 31	
	2004	2003
<b>Additions</b>		
Contributions:		
Employer contributions	\$ 435,442	\$ 427,071
Employee contributions	404,604	396,448
Earnings from investments:		
Dividends:		
McCormick & Company, Incorporated common stock fund	460	
Mutual funds	34,842	77,591
Other, net	19,353	
	<b>894,701</b>	<b>901,110</b>
<b>Deductions</b>		
Participant withdrawals	144,756	435,475
Administrative expenses	12,643	1,360
	<b>157,399</b>	<b>436,835</b>
Net realized gain on investments	50,537	
Net unrealized appreciation of investments	418,085	631,784
Net increase	<b>1,205,924</b>	<b>1,096,059</b>
Net assets available for benefits at beginning of year	4,752,733	3,656,674
Net assets available for benefits at end of year	\$ 5,958,657	\$ 4,752,733

See accompanying notes.

The Zatarain's Partnership, LP 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2004

**1. Description of the Plan**

The Zatarain's Partnership, L.P. 401(k) Retirement Plan (the Plan) is a defined contribution plan sponsored by Zatarain's Partnership, L.P. (the Company), which incorporates a 401(k) savings and investment option. The Plan has been in existence since 1990, and the investment option in Common Stock of McCormick & Company, Incorporated was added April 1, 2004. The Company is wholly owned by McCormick & Company, Incorporated. The Plan covers all full time employees of Zatarain's Partnership, L.P. who have completed one year of service.

The following description of the Plan provides only general information. Further information about the Plan agreement, eligible employees, vesting provisions, and investment alternatives are contained in the Plan Document.

Participating employees contribute to the Plan through payroll deductions in amounts ranging from 1% to 100% of their earnings, subject to certain limitations. The Company provides a matching contribution of 35% of an employee's contribution on the first 6% of the employee's eligible compensation. The Company may also contribute annually 3% of an employee's eligible compensation as a profit sharing contribution. An employee is required to have at least one year of service to be eligible for matching or profit sharing contributions.

Participants are immediately vested in their contributions and the profit sharing contribution and all earnings on their vested balances. The Company's matching contributions vest as follows: after 2 years of service 20%; after 3 years of service 40%; after 4 years of service 60%; after 5 years of service 100%.

Participant's contributions are invested in the Plan's investment funds as directed by the participant. At each plan year end, the employer contribution was unallocated. Forfeitures of Company contributions are used to offset future Company contributions.

Participants are permitted to take loans against their contributions to the Plan, subject to a \$1,000 minimum. The maximum of any loan cannot exceed one-half of the participant's contributed account balance or \$50,000, less the highest outstanding unpaid loan balance during the prior 12 months, whichever is less. The Plan Sponsor determines the interest rate for loans based on current market rates.

Loan repayments, including interest, are made by participants through payroll deductions over loan terms of up to five years. Longer terms are available for loans taken to purchase, construct or substantially rehabilitate a primary home for the participant or the participant's immediate family.

Upon termination of service, a participant with an account balance greater than \$5,000 may elect to leave the account balance invested in the Plan, elect to rollover the balance to an Individual Retirement Account or another qualified plan or elect to receive a lump sum payment equal to their account balance. Upon termination of service, a participant with an account balance less than \$5,000 may elect to rollover the balance to an Individual Retirement Account or another qualified plan or elect to receive a lump sum payment equal to their account balance.

The Company intends to continue the Plan indefinitely. The Company reserves the right to terminate the Plan, or to reduce or cease contributions at any time, if its Board of Directors determines that business, financial or other good causes make it necessary to do so, or to amend the Plan at any time and in any respect, provided, however, that any such action will not deprive any participant or beneficiary under the Plan of any vested right.

## **2. Significant Accounting Policies**

The financial statements of the Plan are prepared on the accrual basis of accounting.

### **Valuation of Securities and Income Recognition**

Investments are stated at aggregate fair value. Securities traded on a national securities exchange or included on the NASDAQ National Market List are valued at the last reported sales price on the last business day of the plan year. Investments for which no sale was reported on that date are valued at the last reported bid price. Pooled, common and collective funds are valued by the issuer of the funds based on the fund managers estimate of the individual investments held by the fund. Mutual funds are valued at the closing price of the funds on the last day of the plan year as quoted by the applicable fund issuer.

The change in the difference between fair value and the cost of investments is reflected in the statement of changes in net asset available for benefits as net unrealized appreciation or depreciation of investments.

The net realized gain or loss on disposal of investments is the difference between the proceeds received and the average cost of investments sold. Expenses relating to the purchase or sale of investments are added to the cost or deducted from the proceeds.

The McCormick Stock Fund (the Fund) became an investment option for participants in 2004. The Fund is tracked on a unitized basis. The Fund consists of McCormick common stock and funds held in the Wells Fargo Short-term Investment Money Market Fund sufficient to meet the Fund's daily cash needs. Unitizing the Fund allows for daily trades. The value of a unit reflects the combined market value of McCormick common stock and the cash investments held by the Fund. At December 31, 2004, 4,496 units were outstanding with a value of approximately \$9.24 per unit.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

#### **Administrative Expenses**

Administrative services are provided by the Company which serves as the Plan Sponsor, and McCormick & Company, Incorporated without cost to the Plan; however, custodial trustee and investment advisors' fees and other direct expenses are paid by the Plan.

#### **Use of Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual amounts could differ from those estimates.

### 3. Income Tax Status

The Plan is a prototype plan. The underlying standardized prototype plan has received an opinion letter from the Internal Revenue Service dated August 30, 2001, stating that the written form of the underlying prototype document is qualified under Section 401(a) of the Internal Revenue Code (the Code), and that any employer adopting this form of the plan will be considered to have a plan qualified under Section 401(a) of the Code. Therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

### 4. Investments

The Plan's investments are held in bank-administered trust funds. The custodial trustee of the Plan is Wells Fargo Bank Minnesota N.A. (Wells Fargo). During 2004 and 2003, the Plan's investments (including investments bought, sold, or held throughout the year) appreciated/(depreciated) in fair value by \$468,622 and \$631,784 as follows:

	Net Appreciation (Depreciation) in Fair Value During Year ended December 31	
	2004	2003
McCormick & Company, Incorporated common stock	\$ 4,664	\$
Pooled, common and collective funds	25,792	
Mutual funds	438,166	631,784
Total	\$ 468,622	\$ 631,784

The Plan's interest and dividend income for the years ended December 31, 2004 and 2003 was \$35,302 and \$77,591, respectively.

The fair value of individual investments that represent 5% or more of the Plan's net assets are as follows:

	December 31	
	2004	2003
<b>Mutual Funds:</b>		
Harbor Capital Appreciation Fund	\$ 1,437,128	\$ 1,199,660
American Funds EuriPacific Growth Fund	1,154,085	870,004
Wells Fargo Growth Balanced Fund	956,248	904,510
Vanguard S&P 500 Index Fund	735,313	618,431
Wells Fargo Stable Return Fund	727,279	681,946

#### 5. Transactions with Parties-in-Interest

Fees paid during the year for legal, accounting and other services rendered by parties-in-interest were based on customary and reasonable rates for such services. The Plan holds investments in common stock of McCormick & Company, Incorporated, the Parent of the Plan Sponsor, and in funds managed by affiliates of Wells Fargo, the custodial trustee of the Plan. Dividends on McCormick & Company, Incorporated common stock and income on investments in Wells Fargo funds are at the same rates as non-affiliated holders of these securities.

#### 6. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

**Supplemental Schedule**



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The Zatarain's Partnership, LP 401(k) Retirement Plan

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

EIN 52-0408290, PN 004

December 31, 2004

Description of Investments	Shares Held	Cost**	Current Value
<b>McCormick &amp; Company, Incorporated:</b>			
Common stock*	985	\$	38,021
<b>Money Market Fund:</b>			
Wells Fargo Short-term Investment Money Market Fund*	3,511		3,511
<b>Pooled, Common and Collective Funds:</b>			
Wells Fargo Stable Return Fund*	19,654		727,279
<b>Mutual Funds Investments:</b>			
Harbor Capital Appreciation Fund	50,127		1,437,128
American Funds EuroPacific Growth	32,391		1,154,085
Wells Fargo Growth Balanced Fund*	31,960		956,248
Vanguard S&P 500 Index Fund	6,586		735,313
ICM Small Company Portfolio Fund	4,210		154,504
Vanguard Windsor II Fund	4,917		151,095
Wells Fargo Moderate Balanced Fund*	6,352		138,548
Fremont U.S. Small-Cap Fund	2,753		33,917
Fidelity U.S. Bond Index	1,701		18,953
Wells Fargo Strategic Growth Allocation*	897		12,671
Fidelity Growth & Income Portfolio Fund	189		7,221
Wells Fargo Strategic Income Fund*	226		4,380
Participant loans (5.00% - 8.00% annual interest rates) *			13,054
	166,459	\$	5,585,928

\* Indicates parties-in-interest to the Plan

\*\* Historical cost has been omitted, as all investments are participant directed

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements of McCormick & Company, Incorporated and subsidiaries and in the related Prospectuses (if applicable) of our report dated May 20, 2005 with respect to the financial statements and supplemental schedule of the McCormick 401(k) Retirement Plan for the year ended November 30, 2004, our report dated May 25, 2005 with respect to the financial statements and supplemental schedule of the Mojave Foods Corporation 401(k) Retirement Plan for the year ended November 30, 2004 and our report dated May 25, 2005 with respect to the financial statements and supplemental schedule of the Zatarain's Partnership, LP 401(k) Retirement Plan for the year ended December 31, 2004, all included under Item 4 Financial Statements and Exhibits on this Form 10-K/A, No. 1.

<b>Form</b>	<b>Registration Number</b>	<b>Date Filed</b>
S-8	333-123808	04/04/2005
S-8	333-104084	03/23/2005
S-3	333-122366	01/28/2005
S-8	333-114094	03/31/2004
S-8	333-104084	03/28/2003
S-8	333-57590	03/26/2001
S-3/A	333-46490	01/23/2001
S-8	333-93231	12/21/1999
S-8	333-74963	03/24/1999
S-3	333-47611	03/09/1998
S-8	33-23727	03/21/1997
S-3	33-66614	07/27/1993
S-3	33-40920	*05/29/1991
S-8	33-33724	03/02/1990
S-3	33-32712	12/21/1989
S-3	33-24660	03/16/1989
S-8	33-24658	09/15/1988
S-3	33-24659	09/15/1988

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\* Includes amendment filed 6/18/91

/s/ Ernst & Young LLP

May 26, 2005  
Baltimore, Maryland

**Required Information**

Items 1 through 3: Not required; see Item 4 below.

Item 4. Plan Financial Statements and Schedules Prepared in accordance with the financial reporting requirements of ERISA.

- a) i) Report of Independent Registered Public Accounting Firm
- viii) Statements of Net Assets Available For Benefits
- ix) Statements of Changes in Net Assets Available For Benefits
- x) Notes to Financial Statements
- b) Exhibits:Consent of Independent Registered Public Accounting Firm.

**SIGNATURES**



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

THE MOJAVE FOODS CORPORATION 401(K) RETIREMENT PLAN

DATE: May 27, 2005

By: /s/ Craig Berger  
Craig Berger  
Director of Finance Mojave Foods Corporation  
and Plan Administrator

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THE MOJAVE FOODS CORPORATION 401( K ) RETIREMENT PLAN

Audited Financial Statements and Supplemental Schedule

Period April 1, 2004 (inception) through November 30, 2004 with Report of Independent Registered Public Accounting Firm

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The Mojave Foods Corporation 401(k) Retirement Plan

Audited Financial Statements and Supplemental Schedule

Period April 1, 2004 (inception) through November 30, 2004

**Contents**

Report of Independent Registered Public Accounting Firm

Audited Financial Statements

Statement of Net Assets Available for Benefits

Statement of Changes in Net Assets Available for Benefits

Notes to Financial Statements

Supplemental Schedule

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

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Ernst & Young LLP  
621 East Pratt Street  
Baltimore, Maryland 21202

Phone: 410-539-7940  
Fax: 410-783-3787  
www.ey.com

### Report of Independent Registered Public Accounting Firm

Investment Committee

McCormick & Company, Incorporated (on behalf of the Mojave Foods Corporation 401(k) Retirement Plan)

We have audited the accompanying statement of net assets available for benefits of The Mojave Foods Corporation 401(k) Retirement Plan as of November 30, 2004, and the related statement of changes in net assets available for benefits for the period April 1, 2004 (inception) through November 30, 2004. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also 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 audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at November 30, 2004, and the changes in its net assets available for benefits for the period April 1, 2004 (inception) through November 30, 2004, in conformity with U.S. generally accepted accounting principles.

Our audit was performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of November 30, 2004 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audit of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

May 25, 2005  
Baltimore, Maryland





The Mojave Foods Corporation 401(k) Retirement Plan

Statement of Net Assets Available for Benefits

November 30, 2004

<b>Assets</b>		
Investments:		
Securities at fair value:		
McCormick & Company, Incorporated common stock fund	\$	7,947
Unaffiliated issuer Pooled, common and collective funds		15,823
Unaffiliated issuer Mutual funds		110,997
Total investments		134,767
Receivables:		
Employer's contribution		7,955
Employees' contributions		2,040
Accrued interest and dividends		1
Total receivables		9,996
Net assets available for benefits	\$	144,763

*See accompanying notes.*

The Mojave Foods Corporation 401(k) Retirement Plan

Statements of Changes in Net Assets Available for Benefits

Period April 1, 2004 (inception) through November 30, 2004

<b>Additions</b>	
Contributions:	
Employer matching contributions	\$ 7,955
Employee pre-tax contributions	90,108
Employee rollover contributions	40,682
Earnings from investments:	
Dividends:	
McCormick & Company, Incorporated	35
Mutual funds	278
	<b>139,058</b>
<b>Deductions</b>	
Participant withdrawals	615
	<b>615</b>
Net realized gain on investments	47
Net unrealized appreciation of investments	6,273
Net increase	<b>144,763</b>
Net assets available for benefits at beginning of period	
Net assets available for benefits at end of period	\$ <b>144,763</b>

*See accompanying notes.*

The Mojave Foods Corporation 401(k) Retirement Plan

Notes to Financial Statements

November 30, 2004

**1. Description of the Plan**

The Mojave Foods Corporation 401(k) Retirement Plan (the Plan) is a defined contribution plan sponsored by Mojave Foods Corporation (the Company), which incorporates a 401(k) savings and investment option. The Company is a wholly owned subsidiary of McCormick & Company, Incorporated. The Plan covers substantially all full time employees of Mojave Foods Corporation who have completed six months of service. Employees classified as leased employees of the Company are not eligible for participation.

The Plan began April 1, 2004. The following description of the Plan provides only general information. Further information about the Plan agreement, eligible employees, vesting provisions, and investment alternatives are contained in the Plan Document.

Participating employees contribute to the Plan through payroll deductions in amounts ranging from 1% to 60% of their earnings, subject to certain limitations. Employees may participate after six months of service. The Plan allows but does not require the Company to make matching contributions or other contributions at its discretion. Only participants employed by the Company on the last day of a plan year are eligible to receive any Company contributions made during the plan year. Participants are immediately vested in Company contributions for which they are eligible on the last day of the plan year. During the period April 1, 2004 (inception) through November 30, 2004, the Company made a discretionary matching contribution of 10% of eligible employee pre-tax contributions. At November 30, 2004, employer contributions receivable are unallocated. Forfeitures of the Company contributions, if any, are used to reduce future Company contributions. Participants are immediately vested in their contributions, in earnings on their contributions and in earnings on vested Company contributions.

Participant contributions are invested in the Plan's investment funds as directed by the participant.

Participants are permitted to take loans against their contributions to the Plan, subject to a \$500 minimum. The maximum of any loan cannot exceed one-half of the participant's contributed account balance or \$50,000, less the highest outstanding unpaid loan balance during the prior 12 months, whichever is less. The Plan Sponsor determines the interest rate for loans based on current market rates. Loan repayments, including interest, are made by participants through payroll deductions over loan terms of up to five years. Longer terms are available for loans taken to purchase, construct or substantially rehabilitate a primary home for the participant or the participant's immediate family. At November 30, 2004, there were no participant loans outstanding.

Upon termination of service, a participant with an account balance greater than \$5,000 may elect to leave the account balance invested in the Plan, elect to rollover the balance to an Individual Retirement Account or another qualified plan or elect to receive a lump sum payment equal to their account balance. Upon termination of service, a participant with an account balance less than \$5,000 may elect to rollover the balance to an Individual Retirement Account or another qualified plan or elect to receive a lump sum payment equal to their account balance.

The Company intends to continue the Plan indefinitely. The Company reserves the right to terminate the Plan, or to reduce or cease contributions at any time, if its Board of Directors determines that business, financial or other good causes make it necessary to do so, or to amend the Plan at any time and in any respect, provided, however, that any such action will not deprive any participant or beneficiary under the Plan of any vested right.

## **2. Significant Accounting Policies**

The financial statements of the Plan are prepared on the accrual basis of accounting.

### **Valuation of Securities and Income Recognition**

Investments are stated at aggregate fair value. Securities traded on a national securities exchange or included on the NASDAQ National Market List are valued at the last reported sales price on the last business day of the plan year. Investments for which no sale was reported on that date are valued at the last reported bid price. Pooled, common and collective funds are valued by the issuer of the funds based on the fund managers estimate of the individual investments held by the fund. Mutual funds are valued at the

closing price of the funds on the last day of the plan year as quoted by the applicable fund issuer.

The change in the difference between fair value and the cost of investments is reflected in the statement of changes in net asset available for benefits as net unrealized appreciation or depreciation of investments.

The net realized gain or loss on disposal of investments is the difference between the proceeds received and the average cost of investments sold. Expenses relating to the purchase or sale of investments are added to the cost or deducted from the proceeds.

The McCormick Stock Fund (the Fund) is tracked on a unitized basis. The Fund consists of McCormick common stock and funds held in the Wells Fargo Short-term Investment Money Market Fund sufficient to meet the Fund's daily cash needs. Unitizing the Fund allows for daily trades. The value of a unit reflects the combined market value of McCormick common stock and the cash investments held by the Fund. At November 30, 2004, 822 units were outstanding with a value of approximately \$9.67 per unit.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

#### **Administrative Expenses**

Administrative services are provided by the Company which serves as the Plan Sponsor, and McCormick & Company, Incorporated, without cost to the Plan; however, custodial trustee and investment advisors' fees and other direct expenses, if incurred, will be paid by the Plan.

#### **Use of Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual amounts could differ from those estimates.

### 3. Income Tax Status

The Plan is a prototype plan. The underlying standardized prototype plan has received an opinion letter from the Internal Revenue Service dated August 30, 2001, stating that the written form of the underlying prototype document is qualified under Section 401(a) of the Internal Revenue Code (the Code), and that any employer adopting this form of the plan will be considered to have a plan qualified under Section 401(a) of the Code. Therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

### 4. Investments

The Plan's investments are held in bank-administered trust funds. The custodial trustee of the Plan is Wells Fargo Bank Minnesota N.A. (Wells Fargo). During the period from April 1, 2004 (inception) through November 30, 2004, the Plan's investments (including investments bought, sold, or held throughout the period) appreciated/(depreciated) in fair value by \$6,320 as follows:

	<b>Net Appreciation (Depreciation) in Fair Value During Period</b>
McCormick & Company, Incorporated common stock	\$ 339
Pooled, Common and Collective Funds	188
Mutual funds	5,783
Total	\$ 6,320

The Plan's interest and dividend income for the period April 1, 2004 (inception) through November 30, 2004 was \$313.

The fair value of individual investments that represent 5% or more of the Plan's net assets are as follows:

	November 30 2004
McCormick & Company, Incorporated common stock fund	\$ 7,947
Pooled, Common and Collective Funds:	
Wells Fargo Stable Return Fund	15,823
Mutual Funds:	
ICM Small Company Portfolio Fund	21,924
Wells Fargo Strategic Growth Allocation Fund	16,376
Fidelity Growth & Income Portfolio Fund	16,025
Vanguard S&P 500 Index Fund	15,830
Fidelity US Bond Index Fund	12,853
Vanguard Windsor II Fund Inc.	8,040

## 5. Transactions with Parties-in-Interest

Fees paid during the period for legal, accounting and other services rendered by parties-in-interest were based on customary and reasonable rates for such services. The Plan holds investments in common stock of McCormick & Company, Incorporated, the Parent of the Plan Sponsor, and in funds managed by affiliates of Wells Fargo, the custodial trustee of the Plan. Dividends on McCormick & Company, Incorporated common stock and income on investments in Wells Fargo funds are at the same rates as non-affiliated holders of these securities.

## 6. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.



Supplemental Schedule

## The Mojave 401(k) Retirement Plan

## Schedule H, Line 4i Schedule of Assets (Held at End of Year)

EIN 52-0408290, PN 004

November 30, 2004

Description of Investments	Shares Held	Cost **	Current Value
<b>McCormick &amp; Company, Incorporated:</b>			
Common stock*	201	\$	7,326
<b>Money Market Fund:</b>			
Wells Fargo Short-term Investment Money Market Fund*	621		621
<b>Pooled, Common and Collective Funds:</b>			
Wells Fargo Stable Return Fund*	429		15,823
<b>Mutual Fund Investments:</b>			
ICM Small Company Portfolio Fund	583		21,924
Wells Fargo Strategic Growth Allocation Fund	1,179		16,376
Fidelity Growth & Income Portfolio Fund	427		16,025
Vanguard S&P 500 Index Fund	146		15,830
Fidelity US Bond Index Fund	1,156		12,853
Vanguard Windsor II Fund Inc.	268		8,040
Wells Fargo Growth Balanced Fund*	171		5,109
Wells Fargo Strategic Income Fund*	211		4,179
American Funds EuroPacific Growth Fund	99		3,447
Harbor Capital Appreciation Fund	90		2,487
Fidelity Magellan Fund #21	24		2,413
Wells Fargo Moderate Balanced Fund*	103		2,314
		\$	134,767

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\* Indicates parties-in-interest to the Plan

\*\* Historical cost has been omitted, as all investments are participant directed

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements of McCormick & Company, Incorporated and subsidiaries and in the related Prospectuses (if applicable) of our report dated May 20, 2005 with respect to the financial statements and supplemental schedule of the McCormick 401(k) Retirement Plan for the year ended November 30, 2004, our report dated May 25, 2005 with respect to the financial statements and supplemental schedule of the Mojave Foods Corporation 401(k) Retirement Plan for the year ended November 30, 2004 and our report dated May 25, 2005 with respect to the financial statements and supplemental schedule of the Zatarain's Partnership, LP 401(k) Retirement Plan for the year ended December 31, 2004, all included under Item 4 Financial Statements and Exhibits on this Form 10-K/A, No. 1.

<b>Form</b>	<b>Registration Number</b>	<b>Date Filed</b>
S-8	333-123808	04/04/2005
S-8	333-104084	03/23/2005
S-3	333-122366	01/28/2005
S-8	333-114094	03/31/2004
S-8	333-104084	03/28/2003
S-8	333-57590	03/26/2001
S-3/A	333-46490	01/23/2001
S-8	333-93231	12/21/1999
S-8	333-74963	03/24/1999
S-3	333-47611	03/09/1998
S-8	33-23727	03/21/1997
S-3	33-66614	07/27/1993
S-3	33-40920	*05/29/1991
S-8	33-33724	03/02/1990
S-3	33-32712	12/21/1989
S-3	33-24660	03/16/1989
S-8	33-24658	09/15/1988
S-3	33-24659	09/15/1988

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\* Includes amendment filed 6/18/91

/s/ Ernst & Young LLP

May 26, 2005  
Baltimore, Maryland