

BUNGE LTD
Form 11-K
June 28, 2004

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

FORM 11-K

☒ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]
for the fiscal year ended December 31, 2003

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]
for the transition period from to

Commission File Number: 1-16625

- A. Full title of the plan and the address of the plan, if different from that
of the issuer named below:

Bunge Management Services Inc. Savings Plan
c/o Bunge Management Services Inc.
50 Main Street
White Plains, New York 10606

- B. Name of issuer of the securities held pursuant to the plan and the address
of its principal executive office:

Bunge Limited
50 Main Street
White Plains, NY 10606

BUNGE MANAGEMENT SERVICES INC. SAVINGS PLAN

TABLE OF CONTENTS

Page

Edgar Filing: BUNGE LTD - Form 11-K

Report of Independent Registered Public Accounting Firm	2
Financial Statements:	
Statements of Net Assets Available for Benefits as of December 31, 2003 and 2002	3
Statements of Changes in Net Assets Available for Benefits for the Years Ended December 31, 2003 and 2002	4
Notes to Financial Statements	5
Supplemental Schedule (*):	
Form 5500, Schedule H, Part IV, Line 4i--Schedule of Assets (Held at End of Year), December 31, 2003	9
Signature Page	10
Exhibit Index	11

(*) All other schedules are omitted due to absence of conditions which require their inclusion.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Bunge Management Services Inc. Savings Plan

We have audited the accompanying statement of net assets available for benefits of the Bunge Management Services Inc. Savings Plan (the "Plan") as of December 31, 2003, and the related statement of changes in net assets available for benefits for the year then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an

Edgar Filing: BUNGE LTD - Form 11-K

opinion on these financial statements based on our audit.

We conducted our audit in accordance with standards of the Public 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. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2003, and the changes in net assets available for benefits for the year then ended in conformity with accounting principles generally accepted in the United States of America.

The 2002 statement of net assets available for benefits was compiled by us and our report dated May 20, 2004 stated we did not audit or review this financial statement and, accordingly, we express no opinion or other form of assurance on it.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule listed in the Table of Contents is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. Such supplemental schedule has been subjected to the auditing procedures applied in our audit of the basic financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

/s/ Deloitte & Touche LLP
St. Louis, Missouri

May 20, 2004

2

BUNGE MANAGEMENT SERVICES INC. SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2003 AND 2002

2003

2002

(Unaudited)

Edgar Filing: BUNGE LTD - Form 11-K

INTESTMENTS-At fair value:		
Mutual funds	\$7,354,106	\$1,242,025
Interest in Bunge Limited common shares	232,112	68,736
	-----	-----
Total investments	7,586,218	1,310,761
CONTRIBUTIONS RECEIVABLE-Employer group		
	148,774	146,509
	-----	-----
NET ASSETS AVAILABLE FOR BENEFITS	\$7,734,992	\$1,457,270
	=====	=====

See notes to the financial statements.

3

BUNGE MANAGEMENT SERVICES INC. SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS YEARS ENDED DECEMBER 31, 2003 AND 2002

	2003	2002
	----	----
		(Unaudited)
ADDITIONS TO NET ASSETS:		
Investment income-interest and dividends	\$ 72,010	\$ 17,532
Contributions:		
Employer group	295,736	326,328
Participant	730,664	605,215
Rollovers	9,686	4,296
Plan transfers in (Note 9)	4,410,049	-
Net appreciation in value of investments	835,559	-
	-----	-----
Total	6,353,704	953,371
	-----	-----
DEDUCTIONS FROM NET ASSETS:		
Net depreciation in value of investments	-	216,351
Participants' withdrawals	56,986	17,589
Plan transfers out (Note 9)	18,936	-
Expenses	60	62
	-----	-----
Total	75,982	234,002
	-----	-----
CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS	6,277,722	719,369

Edgar Filing: BUNGE LTD - Form 11-K

NET ASSETS AVAILABLE FOR BENEFITS--Beginning of year	1,457,270	737,901
	-----	-----
NET ASSETS AVAILABLE FOR BENEFITS--End of year	\$7,734,992	\$1,457,270
	=====	=====

See notes to the financial statements.

4

BUNGE MANAGEMENT SERVICES INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS YEAR ENDED DECEMBER 31, 2003

1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

The Bunge Management Services Inc. Savings Plan (the "Plan"), was established as of January 1, 1999; the Plan has subsequently been amended. Significant accounting policies followed by the Plan are as follows.

Basis of Accounting--The financial statements of the Plan have been prepared in conformity with the accrual basis of accounting.

Investments--Investments in Bunge Limited common shares and mutual funds are stated at fair value which is based on quoted market prices. Investment transactions are accounted for on the trade date. Investment income includes interest and dividends. Interest and dividend income is recorded when earned. Investment income is allocated to participants based on account balances.

Use of Estimates--The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements and during the reported period. Actual results could differ from those estimates.

The Plan invests in various securities including common stock and mutual funds. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for plan benefits.

2. PLAN DESCRIPTION

The Plan is a defined contribution plan and is administered by the Savings Plan Committee (the "Committee") appointed by the Board of Directors of Bunge Management Services Inc. (the "Company"). Certain employees (the "Committee") have been appointed by the Company's Board of Directors to serve as trustees of the Plan. The descriptions of Plan terms in the following notes to financial statements provide only general information. Participants should refer to the Plan agreement for more complete

Edgar Filing: BUNGE LTD - Form 11-K

descriptions of the Plan's provisions. All regular full-time, salaried employees (except non-clerical and non-administrative employees) are immediately eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

3. CONTRIBUTIONS AND WITHDRAWALS

Effective January 1, 2002, participants may contribute up to 50% of their base salary on a pre-tax basis. Participants also have the option to contribute on a post-tax basis up to 4% of their base salary. The total amount which a participant could elect to contribute to the Plan on a pre-tax basis in 2003 could not exceed \$12,000 (\$11,000 in 2002). However in 2003, if a participant reached age 50 by December 31, 2003 they were able to contribute an additional \$2,000 "catch up" contribution to the Plan on a pre-tax basis.

5

The contribution amounts and allocation between pre-tax and post-tax basis of participants are subject to Internal Revenue Service discrimination tests. The participants' contributions, plus any earnings thereon, vest immediately.

Monthly matching contributions are made by the Company and a participating employer (the "Employer Group") at the rate of 25% of employee pre-tax contributions up to a maximum of six percent of eligible salary. In addition, the Employer Group may make an additional annual contribution to the Plan, as determined solely by the Board of Directors of the Company under the terms of the Plan. The Employer Group is not under any obligation to make this additional annual contribution to the Plan.

Although such matching contributions are credited to individual participants' accounts, they will not be fully vested until a participant is credited with five or more years of continuous service and will be forfeited if participants leave the Employer Group (with less than five years of continuous service) for any reason other than normal or deferred retirement, permanent disability, or death. Any such forfeited amounts are redistributed to continuing participants in the manner specified in the Plan.

Upon entry into the Plan, participants have investment alternatives for investing their contributions. Employer Group matching contributions are initially allocated to participants based upon the current contribution allocation among investment alternatives elected by the participants. Thereafter, Employer Group contributions may be allocated by the participant among all investment alternatives.

Participants may withdraw their post-tax contributions plus earnings and vested Employer Group contributions plus earnings. Vested Employer Group contributions plus earnings may only be withdrawn after all participant post-tax contributions plus earnings have been withdrawn.

Following normal retirement, participants must withdraw their entire account balances by lump sum or any other form of payment which is allowed by the Plan.

Effective April 1, 2001, the Plan was amended to allow participants the option of making qualified, as defined by the Plan document and the

Edgar Filing: BUNGE LTD - Form 11-K

Internal Revenue Code ("IRC"), rollover contributions into the Plan.

4. PLAN TERMINATION

The Company expects and intends to continue the Plan indefinitely but reserves the right to discontinue its contributions at any time and to terminate the Plan at any time subject to the provisions of ERISA. Should the Plan be terminated, participants will become 100 percent vested in their employer contributions. See Note 10 regarding the merger of this Plan into another plan in 2004.

5. TAX STATUS

The Internal Revenue Service has determined and informed the Plan administrator by a letter, dated February 18, 2003, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan has been amended subsequent to the applicable date of that letter (see Note 10). The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Accordingly, no provision for income taxes has been recorded in the financial statements.

6. RELATED PARTY TRANSACTIONS

Personnel and facilities of the Company have been used by the Plan for its accounting and other activities at no charge to the Plan. Expenses incurred in connection with administrative fees are paid by the Company.

6

7. INVESTMENTS

The following investments represent five percent or more of net assets available for benefits at December 31, 2003 and 2002:

	2003 ----	2002 ---- (Unaudited)
Vanguard Institutional Index Fund	\$2,583,159	\$ 396,006
Putnam New Opportunities Fund	1,725,675	288,453
PIMCO Total Return Fund	1,224,054	179,248
Putnam Money Market Fund	685,256	138,328
Legg Mason Value Institutional Portfolio Fund	689,596	138,446
Putnam Investors Fund	-	94,335
	-----	-----
	\$6,907,740	\$1,234,816
	=====	=====

Edgar Filing: BUNGE LTD - Form 11-K

The net appreciation (depreciation) in fair value, including realized gains and losses, for each class of investments as presented on the statements of net assets available for benefits for the years ended December 31, 2003 and 2002 is as follows:

	2003 ----	2002 ---- (Unaudited)
Mutual funds	\$790,813	\$(221,735)
Bunge Limited common shares (1)	44,746	5,384
	-----	-----
Net appreciation (depreciation) in value of investments	\$835,559 =====	\$(216,351) =====

- (1) The Plan allows for participants to invest in Bunge Limited common shares. Bunge Limited is the parent company of the sponsoring employer group. At December 31, 2003 and 2002, the Plan held 7,051 and 2,857, respectively, common shares of Bunge Limited. During 2003 and 2002, the Plan recorded dividend income of \$2,088 and \$487, respectively, and net appreciation in fair value of \$44,746 and \$5,384, respectively, from Bunge Limited common shares.

8. DISCRETIONARY CONTRIBUTION

As discussed in Note 3, the Company has the option to make an additional contribution to the Plan. In February 2004, the Company approved an additional discretionary contribution for the 2003 Plan year of 25% of the contributions of each participant up to 6% of their pre-tax salary. This additional contribution results in the Company matching 50% of the participant's contributions, up to 6% of the participant's pre-tax salary, made in 2003. The Plan recorded a discretionary contribution of \$148,774 as an employer group contribution receivable as of December 31, 2003. A discretionary contribution of \$146,509 was made for the 2002 plan year.

9. PLAN TRANSFERS

Certain Plan participants also had accounts in another defined contribution plan sponsored by the Company or a company within the same control group. Plan transfers included in the statements of

7

changes in net assets available for benefits reflect transfers made to combine multiple participant accounts into each participant's active account.

10. SUBSEQUENT EVENT

Effective January 1, 2004, the Plan was merged into the Bunge Retirement Savings Plan (the "Savings Plan") (formerly, the Bunge North America, Inc. Profit Sharing Plan). This merger resulted in the following changes to the Plan: changing the recordkeeper, investment options available to participants, contribution limits and employer contribution match;

Edgar Filing: BUNGE LTD - Form 11-K

providing for participant loans; and, providing for 100% vesting of employer contributions at the time of such contributions. Participants should refer to the Savings Plan document for complete details. The Plan administrator believes that the Savings Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

8

BUNGE MANAGEMENT SERVICES INC. SAVINGS PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i--
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2003

Description -----	Number of Shares -----	Market Value -----
INTEREST IN MUTUAL FUNDS:		
Equity Growth Funds:		
Putnam New Opportunities Fund	45,750	\$ 1,725,675
Putnam Investors Fund	20,237	226,248
Legg Mason Value Institutional Portfolio Fund	11,064	689,596
American Funds New Perspective Fund	3,930	96,249
Oppenheimer Capital Appreciation Fund	2,569	99,487
Wellington Trust Co. CIF US Core Equity	3,229	24,382
S&P 500 Equity Fund:		
Vanguard Institutional Index Fund	25,380	2,583,159
Bond Fund:		
PIMCO Total Return Fund	114,291	1,224,054
Money Market Fund:		
Putnam Money Market Fund	685,256	685,256

Total interest in mutual funds		7,354,106
*INTEREST IN COMMON SHARES-Bunge Limited	7,051	232,112

Total investments		\$7,586,218
		=====

*Party-in-Interest

9

Edgar Filing: BUNGE LTD - Form 11-K

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees of the Bunge Management Services Inc. Savings Plan have duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Bunge Management Services Inc. Savings Plan

Date: June 28, 2004

By: /s/ T.K. Chopra

Name: T.K. Chopra

Title: Plan Trustee

10

EXHIBIT INDEX

Exhibit Number -----	Description of Document -----
23.1	Consent of Independent Registered Public Accounting Firm

11