

CASCADE CORP
Form 11-K
January 12, 2004

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

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

For the fiscal year ended December 31, 2002.

o TRANSITION REPORT PURSUANT TO 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 1-12557

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

Cascade Corporation Savings and Investment Plan

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

Cascade Corporation

2201 N.E. 201st Ave.

Fairview, Oregon 97024-9718

CASCADE CORPORATION SAVINGS AND INVESTMENT PLAN

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Exhibit 23 Consent of Independent Accountants

Report of Independent Auditors

To the Participants and Administrative Committee of the

Cascade Corporation Savings and Investment Plan

In our opinion, the accompanying statements of net assets available for benefits and the related statements of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of Cascade Corporation Savings and Investment Plan (the Plan) at December 31, 2002 and 2001, and the changes in net assets available for benefits for the year ended December 31, 2002 in conformity with accounting principles generally accepted in the United States of America. 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 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.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

PricewaterhouseCoopers LLP

Portland, Oregon

December 4, 2003

Cascade Corporation Savings and Investment Plan

Statements of Net Assets Available for Benefits

December 31, 2002 and 2001

| | 2002 | | 2001 | |
|------------------------------------|------|------------|------|------------|
| Assets | | | | |
| Investments | | | | |
| Investments at fair value (Note 3) | \$ | 35,994,821 | \$ | 38,799,556 |
| Participant loans | | 896,064 | | 802,788 |
| Total investments | | 36,890,885 | | 39,602,344 |
| Receivables | | | | |
| Employer contribution | | 238,074 | | 251,631 |
| Net assets available for benefits | \$ | 37,128,959 | \$ | 39,853,975 |

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

Cascade Corporation Savings and Investment Plan
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2002

| | |
|--|----------------|
| Additions to (reductions of) net assets attributed to | |
| Investment income (loss) | |
| Net depreciation in fair value of investments | \$ (4,816,840) |
| Interest and dividends | 618,806 |
| | (4,198,034) |
| Contributions | |
| Participant | 2,242,081 |
| Employer | 1,657,299 |
| Rollover | 659 |
| | 3,900,039 |
| Net reductions | (297,995) |
| Deductions to net assets attributed to | |
| Benefits paid to participants | (2,424,075) |
| Administrative expenses | (2,946) |
| Total deductions | (2,427,021) |
| Net decrease | (2,725,016) |
| Net assets available for benefits | |
| Beginning of year | 39,853,975 |
| End of year | \$ 37,128,959 |

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

Cascade Corporation Savings and Investment Plan

Notes to Financial Statements

December 31, 2002 and 2001

1. Description of the Plan

The following brief description of the Cascade Corporation Savings and Investment Plan (the **Plan**) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan that was established by Cascade Corporation (the **Company**) on January 1, 1987 to provide a means for savings and investment by employees for retirement purposes. The Plan was amended as of January 1, 1989 to include an employer contribution element and further amended January 1, 1994 to increase the Company's contribution. In addition, the Plan was amended January 1, 2001 to reflect certain provisions of the Economic Growth and Tax Relief Reconciliation Act of 2001. The Plan, as amended, exists for the exclusive benefit of eligible employees and is intended to comply with Sections 401 and 501 of the Internal Revenue Code (**IRC**), as amended, and related regulations. The Plan is administered by a committee (the **Committee**) composed of management and employees of the Company. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (**ERISA**).

Eligibility

Employees of the Company in the United States of America, who are not covered by a collective bargaining agreement, are eligible to participate in the Plan. For purposes of eligibility for employer defined and matching contributions, a year of service (defined as the twelve-month period ending on the day preceding the anniversary of an employee's date of hire or a calendar year starting after date of hire during which the employee has rendered at least 1,000 hours of service) is required.

Contributions

Participants may defer 1 percent to 100 percent of their pretax annual compensation up to the maximum allowable by the IRC. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants are allowed to change their contribution percentage at any time. Taxes on these contributions and the related earnings are deferred under Section 401(k) of the IRC.

As an incentive for participants to save, the Company contributes an amount equal to the lesser of 50 percent of the participant's contribution or 4 percent of the participant's compensation (employer matched contribution). Additionally, the Company contributes an amount equal to 4 percent of the participant's base compensation (employer defined contribution). Total contributions to a participant's account in any plan year may not exceed the lesser of \$40,000 or 100 percent of the participant's compensation. The Plan is subject to and has satisfied the minimum funding requirements of the Employee Retirement Income Security Act of 1974 (**ERISA**).

Participant Accounts

Each participant's account is credited with the participant's contribution, Company contributions and an allocation of investment income or loss. Allocations are based on participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Vesting

Participants are fully vested at all times in their own contributions, including earnings thereon. Once eligibility is satisfied, participants are fully vested at all times in the employer's matching contributions, including the earnings thereon. A participant is fully vested in the employer's defined contribution after five years of service. Defined contribution accounts shall be fully vested upon normal or disability retirement and upon death while an employee.

Forfeited Accounts

Forfeited balances of terminated participants' nonvested accounts are used to reduce future employer contributions. At December 31, 2002, forfeited nonvested accounts totaled \$209,600.

Payment of Benefits

Participant contributions and the vested portion of the Company contributions, including earnings thereon, may be withdrawn upon approval by the Committee for a financial hardship as stipulated in the Plan provisions. Upon termination or retirement, all participant contributions and vested Company contributions, including earnings thereon, are distributed in a lump sum payment upon request of the participant. Terminated participants may keep their vested benefits in the Plan subject to a \$5,000 threshold. Vested balances less than \$5,000 are distributed to the participant as a lump-sum distribution. At December 31, 2002, there were no benefits due to participants that had not yet been paid.

Participant Loans

The Plan allows for discretionary loans to participants. Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their account balance. Participant loans are secured by the balance remaining in the participant's account, and loan repayments are paid through payroll deductions. Loan terms range from one to five years. The interest rate for a participant loan is fixed as of the loan issue date, and is based on the US Prime Rate plus 1 percent. As of December 31, 2002, the participant loan interest rate was 5.25 percent.

2. Summary of Accounting Policies

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in conformity 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 and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Estimates are based on historical experience and on various assumptions that are believed to be reasonable under the circumstances at the time. Actual results could differ from those estimates under different assumptions or conditions.

Investment Valuation and Income Recognition

Investments in the Plan have been recorded at fair value at December 31, 2002 and 2001 as determined by quoted closing market prices reported on national securities exchanges or other markets, as applicable. Shares of mutual funds are valued at the net asset values of shares held by the Plan at year end. Participant loans are stated at cost, which approximates fair value based on prevailing interest rates.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded when earned. The plan presents in the Statement of Changes in Net Assets Available for Benefits, the net appreciation (depreciation) in the fair value of its investments, which consists of realized gains or losses and unrealized appreciation (depreciation) on those investments.

Concentrations of Credit Risk

Financial instruments, which potentially subject the Plan to concentrations of credit risk, consist of investments in mutual funds, common stock, common or commingled trust funds and receivables. The Plan has no formal policy requiring collateral to support the financial instruments subject to credit risk.

Risks and Uncertainties

The Plan provides for various investment options in any combination of mutual funds, common stock and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect participant account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

Payment of Benefits

Benefits are recorded when paid.

Plan Expenses

All administrative and investment management expenses of the Plan are paid by the Company, except for transactional charges such as loan and stock trading fees, which are paid by the particular participants involved. Loan and stock trading fees totaling \$2,946 for the Plan year ended December 31, 2002 were paid by participants.

3. Investments

The following presents investments that represent 5 percent or more of the Plan's net assets as of December 31:

| | 2002 | 2001 |
|--|--------------|--------------|
| Putnam Stable Value Fund, 7,490,703 and 6,619,411 shares, respectively | \$ 7,490,730 | \$ 6,619,411 |
| S&P 500, 341,720 and 332,765 shares, respectively | 7,394,821 | 9,267,515 |
| The George Putnam Fund of Boston, 385,553 shares | 5,706,178 | |
| Cascade Corporation common stock, 286,283 and 317,610 shares, respectively | 4,566,210 | 3,814,494 |
| Putnam New Opportunities Fund, 94,421 and 94,235 shares, respectively | 2,684,400 | 3,861,735 |
| Strong Growth & Income, 145,737 and 124,136 shares, respectively | 2,309,925 | 2,517,475 |
| Putnam International Growth Fund, 118,480 and 109,288 shares, respectively | 1,944,265 | 2,166,096 |
| Janus Mercury Fund, 125,042 and 118,443 shares, respectively | 1,845,621 | 2,462,440 |
| Putnam Balanced Fund, 656,168 shares | | 6,463,257 |

Investments at fair value are comprised of the following at December 31:

| | 2002 | 2001 |
|----------------------------------|---------------|---------------|
| Cascade Corporation common stock | \$ 4,566,210 | \$ 3,814,494 |
| Mutual funds | 16,403,662 | 19,065,192 |
| Common or commingled trust funds | 14,885,551 | 15,886,926 |
| Other common stock | 139,398 | 32,944 |
| | \$ 35,994,821 | \$ 38,799,556 |

During 2002 the Plan's investments (including gains and losses on investments bought and sold, as well as those held during the year) decreased in value by \$4,816,840 as follows:

| | |
|----------------------------------|----------------|
| Cascade Corporation common stock | \$ 1,250,466 |
| Mutual funds | (3,912,922) |
| Common or commingled trust funds | (2,099,998) |
| Other common stock | (54,386) |
| | \$ (4,816,840) |

4. Tax Status

Forfeited Accounts

The Internal Revenue Service has determined, and informed the Company by a letter dated June 19, 2002, that the Plan and related trust are designed in accordance with applicable sections of the IRC.

5. Related-Party Transactions

Certain Plan investments are shares of mutual funds managed by Putnam Fiduciary Trust Company, the Plan trustee, and therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid to Putnam Fiduciary Trust Company by the Company on behalf of the Plan for investment management services amounted to \$6,170 for the year ended December 31, 2002.

6. Plan Termination

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

7. Reconciliation of Financial Statements to Form 5500

There were no differences between the Form 5500 and the financial statements as of December 31, 2002 and 2001 and for the year ended December 31, 2002.

Cascade Corporation Savings and Investment Plan

Schedule of Assets (Held at End of Year)

December 31, 2002

Schedule I

(c)

| (b) | | Description of Investment, Including | | (e) |
|------------------------------|----------------------------------|--|--------|------------|
| Identity of Issue, Borrower, | | Maturity Date, Rate of Interest | (d) | Current |
| (a) | Lessor or Similar Party | Collateral, Par or Maturity Value | Cost * | Value |
| ** | Putnam Stable Value Fund | Common Collective Trust | \$ | 7,490,730 |
| ** | S&P 500 | Common Collective Trust | | 7,394,821 |
| ** | The George Putnam Fund of Boston | Mutual Fund | | 5,706,178 |
| ** | Cascade Corporation | Common Stock | | 4,566,210 |
| ** | Putnam New Opportunities Fund | Mutual Fund | | 2,684,400 |
| | Strong Growth & Income | Mutual Fund | | 2,309,925 |
| ** | Putnam International Growth Fund | Mutual Fund | | 1,944,265 |
| | Janus Mercury Fund | Mutual Fund | | 1,845,621 |
| | Vanguard Bond Index Fund | Mutual Fund | | 1,199,822 |
| | Franklin Small Mid-Cap Fund | Mutual Fund | | 393,301 |
| ** | Putnam Investors Fund | Mutual Fund | | 298,266 |
| | Brokerage Securities | Common Stock in Self-Directed Brokerage Account | | 139,398 |
| ** | Putnam Money Market - SDB | Mutual Fund | | 21,884 |
| ** | | Participant loans with interest rates from 5.25 to 10.5 percent and maturities from 2003 to 2007 | | 896,064 |
| | Loan Fund | | | |
| | Total investments | | \$ | 36,890,885 |

* Cost information has been omitted with respect to participant-directed investments under an individual account plan.

** Represents a party-in-interest to the Plan.

SIGNATURES

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

Cascade Corporation Savings and Investment Plan

Date: January 12, 2004

By: Cascade Corporation Savings and Investment Plan
Administrative Committee

By: /s/ Richard S. Anderson
Richard S. Anderson