LINCOLN NATIONAL CORP Form 11-K March 30, 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

For the fiscal year ended December 31, 2003

# THE LINCOLN NATIONAL LIFE INSURANCE COMPANY AGENTS SAVINGS AND PROFIT-SHARING PLAN

(Full title of the Plan)

[Current Registration Number 33-04711]

Lincoln National Corporation

1500 Market Street, Suite 3900 Centre Square West Tower Philadelphia, PA 19102

(Name of Issuer and principal executive office)

**Financial Statements** 

### The Lincoln National Life Insurance Company Agents Savings and Profit-Sharing Plan

Years ended December 31, 2003, 2002, and 2001 with Report of Independent Auditors

### **Financial Statements and Supplemental Schedule**

Years ended December 31, 2003, 2002, and 2001

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#### **Report of Independent Auditors**

Lincoln National Corporation Plan Administrator Lincoln National Corporation

We have audited the accompanying statements of net assets available for plan benefits of The Lincoln National Life Insurance Company Agents Savings and Profit-Sharing Plan as of December 31, 2003 and 2002, and the related statements of changes in net assets available for plan benefits for each of the three years in the period ended December 31, 2003. 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 auditing standards generally accepted in the 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 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 plan benefits of The Lincoln National Life Insurance Company Agents Savings and Profit-Sharing Plan at December 31, 2003 and 2002, and the changes in its net assets available for plan benefits for each of the three years in the period ended December 31, 2003, in conformity with accounting principles generally accepted in the United States.

Our audits were made 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, 2003 is presented for purpose 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

Philadelphia, Pennsylvania March 16, 2004

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#### Statements of Net Assets Available for Plan Benefits

	December 31		
	2003	2002	
Assets Investments: Common stock Lincoln National Corporation (cost: 2003 \$43,488,868; 2002 \$47,412,802) Wells Fargo Bank Short-Term Investment Fund Pooled separate accounts The Lincoln National Life	\$ 54,523,924 1,629,309	\$ 47,322,819 1,396,626	
Insurance Company Separate Accounts (cost: <b>2003 \$62,467,176</b> ; 2002 \$62,674,128) Investment contracts The Lincoln National Life	81,529,299	63,805,780	
Insurance Company Participant loans	15,955,401 4,218,026	15,383,328 4,149,421	
Total Investments Accrued interest receivable Due from broker	157,855,959 1,328 50,997	132,057,974 1,961	
Contributions receivable from participant deferrals Contributions receivable from Employer companies	3,946,241	234,230	
Total assets	162,087,043	132,479,930	
<b>Liabilities</b> Due to broker		215,477	
Total liabilities		215,477	
Net assets available for plan benefits	\$162,087,043	\$132,264,453	

See accompanying notes.

### Statements of Changes in Net Assets Available for Plan Benefits

		2003	Year ended Dece 2002	ember 31	2001
Investment income: Cash dividends Lincoln National Corporation Interest:	\$	1,924,171	\$ 1,954,33	37 \$	2,023,000
The Lincoln National Life Insurance Company Other	_	638,100 275,985	677,3° 371,22		871,198 432,431
	_	914,085	1,048,59	97 	1,303,629
Net realized gain (loss) on sale and distributions of investments:		2,838,256	3,002,93	34	3,326,629
Common stock Lincoln National Corporation Pooled separate accounts The Lincoln		1,563,498	4,050,73	30	4,871,991
National Life Insurance Company Separate Accounts	_	(1,040,533)	(2,592,75	52)	(626,764)
Net unrealized appreciation		522,965	1,457,9	78	4,245,227
(depreciation) of investments Contributions:		29,055,510	(41,836,0	79) (	(16,443,315)
Participants		6,280,189	6,068,58		6,244,407
Employer companies	_	6,056,534	2,258,50	54 — –	1,756,656
Transfers from (to) affiliated plans		12,336,723 285,051	8,327,1 <sup>4</sup> (42,25		8,001,063 (9,410,752)
Distributions to participants	(	(15,112,736)	(13,242,73		(15,811,537)
Administrative expenses	_	(103,179)	(106,83	37)	(123,858)
Net increase (decrease) in net assets					
available for plan benefits	_	29,822,590	(42,439,83		(26,216,543)
	1	32,264,453	174,704,30	)5 2	200,920,848

Net assets available for plan benefits at beginning of the year

Net assets available for plan benefits at end of the year

\$162,087,043 \$132,264,453 \$174,704,305

See accompanying notes.

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The Lincoln National Life Insurance Company Agents Savings and Profit-Sharing Plan

Notes to Financial Statements

December 31, 2003

#### 1. Significant Accounting Policies

#### **Investments**

The investment in Lincoln National Corporation ( LNC ) common stock is valued at the last reported sales price per the national securities exchange on the last business day of the year.

The Wells Fargo Bank Short-Term Investment Fund is valued at cost, which approximates fair value.

The fair value of participation units in pooled separate accounts is based on quoted redemption value on the last business day of the year.

The investment contracts are valued at contract value as estimated by The Lincoln National Life Insurance Company (Lincoln Life or Employer). Contract value represents net contributions plus interest at the contract rate. The contracts are fully benefit responsive.

Participant loans are valued at their outstanding balances, which approximate fair value.

The cost of investments sold or distributed is determined using the specific identification method.

#### **Use of Estimates**

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

#### 2. Description of the Plan

The Lincoln National Life Insurance Company Agents Savings and Profit-Sharing Plan (Plan) is a contributory, defined contribution plan which covers eligible agents of Lincoln Life and other participating agents who are employed by Lincoln Life. Any person who is a full-time agent of Lincoln Life is eligible to enroll in the Plan. A participant may make pre-tax contributions at a rate of at least 1%, but not more than 15% of eligible earnings, up to a maximum annual amount as determined and adjusted annually by the Internal Revenue Service (IRS).

During 2001, Plan assets relating to the former employees of Sagemark were transferred into another affiliated Plan of Lincoln Life, in the amount of \$9,410,752

Participants direct the Plan to invest their contributions and the guaranteed Employer contributions in any combination of the investment options as described in *Note 4*. Prior to April 1, 2002, discretionary Employer contributions were required to be invested in the LNC Common Stock Fund. Effective April 1, 2002, participants could immediately direct the investment of the discretionary Employer contributions to other funds.

Notes to Financial Statements (continued)

#### 2. Description of the Plan (continued)

Employer contributions to the Plan are based on an amount equal to a participant s contributions, not to exceed 6% of eligible earnings, multiplied by a percentage, ranging from 50% to 150%, which is based on LNC s increase in operating income

Participants contributions are fully vested. Employer contributions vest based upon years of service as defined in the Plan agreement as follows:

Years of Service	Percent Vested
1	0%
2	50%
3 or more	100%

The Employer has the right to discontinue contributions at any time and terminate the Plan. In the event of termination of the Plan, all amounts allocated to participants accounts shall become vested.

The Plan allows loans to participants in amounts up to 50% of the vested account value to a maximum of \$50,000 but not more than the total value of the participant s accounts excluding Employer contributions that haven t been in the Plan for two full years, less the highest outstanding loan balance in the previous twelve month period.

Upon termination of service due to disability or retirement, a participant or beneficiary, in case of the participant s death, may elect to receive either a lump-sum amount equal to the value of the participant s vested interest in his or her account, or annual installments over a five-year period. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. Vested account balances less than \$5,000 are immediately distributable under the terms of the Plan, without the Participant s consent, unless a timely election of rollover to an IRA or another qualified plan has been made.

Each participant s account is credited with the participant s contributions, matching contributions from the Employer and allocations of Plan earnings, and is charged with an allocation of administrative expenses. Allocations are based on participant account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant s vested account. Forfeited non-vested amounts are used to reduce future Employer contributions.

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

The Lincoln National Life Insurance Company Agents Savings and Profit-Sharing Plan

Notes to Financial Statements (continued)

#### 3. Investments

The following is a summary of assets held for investment:

	<b>December 31, 2003</b>			December	nber 31, 2002	
	Number of Shares, Units or Par Value	Fair Value	•	Number of Shares, Units or Par Value	Fair Value	
Quoted Market Values						
Common stock LNC	1,350,605	\$ 54,523,924	*	1,498,506	\$ 47,322,819	*
Pooled separate account	, ,	, ,				
investment contracts						
underwritten by Lincoln Life:						
Core Equity Fund	957,140.858	12,133,579	*	954,956.965	9,325,441	*
Medium Capitalization Equity						
Fund	864,898.815	9,452,047	*	818,731.445	6,729,972	*
Short Term Fund	1,539,780.100	5,616,810		2,388,799.176	8,643,870	*
Government/Corporate Bond						
Fund	281,100.440	2,311,461		336,368.921	2,542,747	
Large Capitalization Equity						
Fund	1,242,408.641	10,116,809	*	1,316,490.767	8,643,025	*
Balanced Fund	221,520.392	1,555,405		219,595.706	1,271,415	
High Yield Bond Fund	677,534.414	2,268,995		510,776.918	1,325,261	
Small Capitalization Equity						
Fund	1,410,390.044	9,851,575	*	1,486,056.176	7,656,013	*
Value Equity Fund	2,115,372.390	4,636,896		2,108,481.408	3,643,245	
International Equity Fund	932,529.673	6,704,888		856,385.074	4,326,372	
Conservative Balanced Fund	221,093.519	434,050		218,189.490	382,268	
Aggressive Balanced Fund	275,088.192	587,726		185,948.674	317,693	
Delaware Growth and Income						
Fund	649,762.829	993,292		410,902.398	493,329	
Scudder VIT Equity 500 Index						
Fund	3,871,959.676	3,529,291		2,612,449.526	1,861,370	
Fidelity VIP Contrafund	2,917,953.594	3,166,855		2,155,409.188	1,825,200	
Neuberger-Berman AMT						
Regency Fund	1,224,187.180	1,429,483		1,153,223.566	992,810	
Social Awareness Fund	1,152,697.791	1,090,452		459,948.576	330,565	
Janus Aspen Series Worldwide						
Growth Fund	1,520,723.497	1,315,274		2,198,999.953	1,536,221	
Neuberger Berman Mid-Cap						
Growth Fund	1,506,601.361	1,387,881		1,492,950.088	1,075,521	

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Scudder VIT Small Cap Index						
Fund	1,559,466.488	2,064,734		753,643.462	682,500	
Janus Aspen Growth Fund	38,684.997	351,608		13,467.484	93,370	
Fidelity VIP Overseas Fund	49,003.881	530,188		14,179.022	107,572	
Total pooled separate accounts		81,529,299			63,805,780	
Contract Values		, ,			, ,	
Investment contracts						
underwritten by Lincoln Life	15,955,401	15,955,401	*	15,383,328	15,383,328	*
<b>Estimated Values</b>						
Wells Fargo Bank short-term						
investment fund	1,629,309	1,629,309		1,396,626	1,396,626	
Participants loans	4,218,026	4,218,026		4,149,421	4,149,421	
m . 1.		<b>445</b> 055 050			<b>\$122.057.074</b>	
Total investments		\$157,855,959			\$132,057,974	

<sup>\*</sup> Investments that represent 5% or more of the fair value of net assets available for benefits as of the indicated date.

The Lincoln National Life Insurance Company Agents Savings and Profit-Sharing Plan

Notes to Financial Statements (continued)

#### 3. Investments (continued)

Net realized gain (loss) on sale and distributions of investments is summarized as follows:

	2003	Year ended December 3 2002	31 2001
Common stock Proceeds from disposition of stock Cost of stock disposed	\$ 6,636,009 5,072,511	\$ 9,787,848 5,737,118	\$10,870,074 5,998,083
Net realized gain on sale and distribution of common stock	\$ 1,563,498	\$ 4,050,730	\$ 4,871,991
Pooled separate accounts Proceeds from disposition of units Cost of units disposed	\$33,001,417 34,041,950	\$38,447,890 41,040,642	\$49,062,442 49,689,206
Net realized loss on sale and distribution of pooled separate accounts	\$ (1,040,533)	\$ (2,592,752)	\$ (626,764)

The net change in unrealized appreciation (depreciation) of investments in total and by investment classification as determined by quoted market price is summarized as follows:

	Year ended December 31					
	2003	2002	2001			
Fair value in excess of cost:	\$ 1.041.660	¢ 42 977 749	¢ 50 221 062			
At beginning of the year At end of the year	\$ 1,041,669 30,097,179	\$ 42,877,748 1,041,669	\$ 59,321,063 42,877,748			
Change in net unrealized appreciation						
(depreciation) of investments	\$29,055,510	\$(41,836,079)	\$(16,443,315)			

Common stock Pooled separate accounts	\$11,125,039	\$(30,005,422)	\$ (2,749,982)
	17,930,471	(11,830,657)	(13,693,333)
Change in net unrealized appreciation (depreciation) of investments	\$29,055,510	\$(41,836,079)	\$(16,443,315)

The investment contracts (Guaranteed Fund) earned an average interest rate of approximately 4.00%, 4.90% and 5.95% in 2003, 2002 and 2001 respectively. The credited interest rates for new contributions, which approximate the current market rate, were 5.00% and 4.50% at December 31, 2003 and 2002, respectively. The rate on new contributions is guaranteed through the three succeeding calendar year quarters. The credited interest rates for the remaining contract value balance were 4.00% and 4.50% at December 31, 2003 and 2002, respectively, and are determined based upon the performance of the Lincoln Life s general account. The credited interest rates change at least quarterly. The minimum guaranteed rate is 4.50% for the first 5 contract years, 4.00% for years 6-10 and 3.50% following year 10. The guarantee is based on Lincoln Life s ability to meet its financial obligations from the general assets of Lincoln Life. The fair value of the investment contracts approximates contract value.

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Notes to Financial Statements (continued)

#### 4. Investment Options

The detail of the net assets available for plan benefits by investment option is as follows:

#### **Investment Options December 31, 2003 Total** 1 2 3 4 5 6 **Assets** Investments: Common stock \$ 54,523,924 \$54,523,924 \$ \$ \$ \$ Short-term investment fund 1,629,309 1,629,309 Pooled separate accounts 81,529,299 12,133,579 9,452,047 5,616,810 Investment contracts 15,955,401 15,955,401 Participant loans 4,218,026 Total investments 56,153,233 15,955,401 157,855,959 12,133,579 9,452,047 5,616,810 Accrued interest receivable 1,328 1,328 Due (to) from broker 50,997 (7,346)(31,698)22,419 (15,628)Contributions receivable from participant deferrals 232,518 232,518 Contributions receivable from Employer companies 3,946,241 3,946,241 Net assets available for plan benefits \$162,087,043 \$60,333,320 \$15,948,055 \$12,101,881 \$9,474,466 \$5,601,182 **Investment Options** 7 9 **December 31, 2003** 8 10 11 12 13

#### **Assets**

Investments:

Common stock Short-term investment fund Pooled separate accounts Investment contracts Participant loans	\$ 2,311,461	\$ 10,116,809	\$ 1,555,405	\$ 2,268,995	\$ 9,851,575	\$ 4,636,896	\$ 6,704,888
Total investments Accrued interest receivable	2,311,461	10,116,809	1,555,405	2,268,995	9,851,575	4,636,896	6,704,888
Due (to) from broker Contributions receivable from participant deferrals Contributions receivable from Employer companies	(3,469)	(29,148)	(5,955)	(11,070)	56,547	35,557	1,638
Net assets available for plan benefits	\$2,307,992	\$10,087,661	\$1,549,450	\$2,257,925	\$9,908,122	\$4,672,453	\$6,706,526

Notes to Financial Statements (continued)

### **4. Investment Options (continued)**

The detail of the net assets available for plan benefits by investment option is as follows:

	<b>Investment Options</b>							
<b>December 31, 2003</b>	14	15	16	17	18	19	20	21
Assets Investments: Common stock Short-term investment fund	\$	\$	\$	\$	\$	\$	\$	\$
Pooled separate accounts Investment contracts Participant loans	434,050	587,726	993,292	3,529,291	3,166,855	_	1,429,483	1,090,452
Total investments Accrued interest receivable	434,050	587,726	993,292	3,529,291	3,166,855		1,429,483	1,090,452
Due (to) from broker Contributions receivable from participant deferrals Contributions receivable from Employer companies	(242)	(3,040)	(3,281)	(2,717)	(7,609)	_	280	(22,441)
Net assets available for plan benefits	\$433,808	\$584,686	\$990,011	\$3,526,574	\$3,159,246	\$	\$1,429,763	\$1,068,011
				Investmen	nt Options			
December 31, 2003	22	23	24 25	20	6 27	7	28	Loans

#### **Assets**

Investments:

Common stock Short-term investment fund	\$	\$	\$	\$	\$	\$	\$	\$
Pooled separate accounts Investment contracts		1,315,274		1,387,881	2,064,734	351,608	530,188	
Participant loans	-		_					4,218,026
Total investments Accrued interest receivable		1,315,274		1,387,881	2,064,734	351,608	530,188	4,218,026
Due (to) from broker Contributions receivable from participant deferrals Contributions receivable from Employer companies		27,695		54,112	(2,623)		(984)	
Net assets available for	\$	\$1,342,969	\$	\$1.441.002	\$2,062,111	\$251.608	\$ 520 204	\$4.218.026
plan benefits	<b>D</b>	<b>Φ1,342,909</b>	<b>)</b>	\$1,441,993	\$2,062,111	\$351,608	\$529,204	\$4,218,026

Notes to Financial Statements (continued)

### **4. Investment Options (continued)**

The detail of the net assets available for plan benefits by investment option is as follows:

<b>December 31, 2002</b>	Total	1	2	3	4	5	6
Assets							
Investments: Common stock	\$ 47,322,819	\$47,322,819	\$	\$	\$	\$	\$
Short-term investment				·	•		·
fund Pooled separate	1,396,626	1,396,626					
accounts	63,805,780				9,325,441	6,729,972	8,643,870
Investment contracts	15,383,328			15,383,328	, ,	, ,	• •
Participant loans	4,149,421		_				
Total investments Accrued interest	132,057,974	48,719,445		15,383,328	9,325,441	6,729,972	8,643,870
receivable	1,961	1,961					
Contributions receivable from							
participant deferrals	185,765	185,765					
Contributions receivable from							
Employer companies	234,230	234,230	_				
m . 1	122 450 020	40 141 401		15 202 220	0.225.441	6.720.072	0.642.070
Total assets	132,479,930	49,141,401	_	15,383,328	9,325,441	6,729,972	8,643,870
Liabilities							
Due to (from) broker -							
Pooled separate	210.622					20.664	0.00#
accounts Due to broker -	210,632				17,175	29,661	8,895
Investment contracts	4,845			4,845			
			-				
Total liabilities	215,477			4,845	17,175	29,661	8,895

Net assets available for plan benefits	\$ 132,264,4	\$49,141	\$ \$	15,378,483	\$9,308,266	\$6,700,311	\$8,634,975				
	<b>Investment Options</b>										
<b>December 31, 2002</b>	7	8	9	10	11	12	13				
Assets Investments: Common stock Short-term investment fund Pooled separate	\$	\$	\$	\$	\$	\$	\$				
accounts Investment contracts Participant loans	2,542,747	8,643,025	1,271,415	1,325,261	7,656,013	3,643,245	4,326,372				
Total investments Accrued interest receivable Contributions receivable from participant deferrals Contributions receivable from Employer companies	2,542,747	8,643,025	1,271,415	1,325,261	7,656,013	3,643,245	4,326,372				
Total assets <b>Liabilities</b> Due to (from) broker -	2,542,747	8,643,025	1,271,415	1,325,261	7,656,013	3,643,245	4,326,372				
Pooled separate accounts Due to broker - Investment contracts	3,331	35,678	8,122	8,843	29,180	21,876	23,148				
Total liabilities	3,331	35,678	8,122	8,843	29,180	21,876	23,148				
Net assets available for plan benefits	\$2,539,416	\$8,607,347	\$1,263,293	\$1,316,418	\$7,626,833	\$3,621,369	\$4,303,224				

Notes to Financial Statements (continued)

### **4. Investment Options (continued)**

The detail of the net assets available for plan benefits by investment option is as follows:

<b>December 31, 2002</b>	14	15	16	17	18	19	20	21
Assets Investments: Common stock Short-term investment fund Pooled separate accounts Investment contracts Participant loans	\$ 382,268	\$ 317,693	\$ 493,329	\$ 1,861,370	\$ 1,825,200	\$	\$ 992,810	\$ 330,565
Total investments Accrued interest receivable Contributions receivable from participant deferrals Contributions receivable from Employer companies	382,268	317,693	493,329	1,861,370	1,825,200	_	992,810	330,565
Total assets Liabilities Due to (from) broker - Pooled separate	382,268	317,693	493,329	1,861,370	1,825,200		992,810	330,565
accounts Due to broker - Investment contracts	424	1,167	1,152	639	4,742	_	3,414	(1,244)
Total liabilities	424	1,167	1,152	639	4,742	_	3,414	(1,244)
	\$381,844	\$316,526	\$492,177	\$1,860,731	\$1,820,458	\$	\$989,396	\$331,809

Net assets available for plan benefits

		<b>Investment Options</b>									
December 31, 2002	22	23	24	25	26	26	28	Loans			
Assets Investments: Common stock Short-term investment fund Pooled separate accounts	\$	\$ 1,536,221	\$	\$ 1,075,521	\$ 682,500	\$ 93,370	\$ 107,572	\$			
Investment contracts Participant loans	_		_				107,372	4,149,421			
Total investments Accrued interest receivable Contributions receivable from participant deferrals Contributions receivable from Employer companies		1,536,221		1,075,521	682,500	93,370	107,572	4,149,421			
Total assets	_	1,536,221	-	1,075,521	682,500	93,370	107,572	4,149,421			
Liabilities Due to (from) broker - Pooled separate accounts Due to broker - Investment contracts		5,209		5,563	3,583		74	, -,			
confides	-		-								
Total liabilities	-	5,209	_	5,563	3,583		74				
Net assets available for plan benefits	\$_	\$1,531,012	\$	\$1,069,958	\$678,917	\$93,370	\$107,498	\$4,149,421			

Notes to Financial Statements (continued)

### **4. Investment Options (continued)**

The detail of the changes in net assets available for plan benefits by investment option is as follows:

December 31, 2003	Total	1	1 2		3	4	5	6
Investment income: Cash dividends Interest	\$ 1,924,171 914,085		\$	\$	622,789	\$	\$	\$
Total investment income Net realized gain (loss) on sale and distributions of investments:	2,838,256	1,939,482			622,789			
Common stock	1,563,498	1,563,498						
Pooled separate accounts	(1,040,533	3)	_	_		(86,860)	(324,703)	99,353
Total net realized gains (losses) Net unrealized appreciation	522,965	1,563,498				(86,860)	(324,703)	99,353
(depreciation) of investments	29,055,510	11,125,039				2,867,561	2,607,152	(38,827)
Contributions: Participant Employer companies	6,280,189 6,056,534	· · · · · · · · · · · · · · · · · · ·	_		229,346 81,192	618,903 210,048	547,801 190,321	202,458 62,817
Total contributions	12,336,723	5,254,735			310,538	828,951	738,122	265,275
Transfers from (to) affiliated plans Distributions to	285,051	72,815			(225,925)	(27,431)	72,098	(85,843)
participants Administrative	(15,112,736	(3,938,718)		(	1,674,653)	(690,935)	(672,902)	(1,906,570)
expenses Net transfers	(103,179	(37,385) (4,787,547)			(11,496) 1,548,319	(7,744) (89,927)	(5,938) 360,326	(6,154) (1,361,027)

29,822,590	11,191,919		569,572	2,793,615	2,774,155	(3,033,793)
132,264,453	49,141,401		15,378,483	9,308,266	6,700,311	8,634,975
		-				
\$162,087,043	\$60,333,320	\$	\$15,948,055	\$12,101,881	\$9,474,466	\$ 5,601,182
	132,264,453	132,264,453 49,141,401	132,264,453 49,141,401	<u>132,264,453</u> <u>49,141,401</u> <u>15,378,483</u>	<u>132,264,453</u> <u>49,141,401</u> <u>15,378,483</u> <u>9,308,266</u>	<u>132,264,453</u> <u>49,141,401</u> <u>15,378,483</u> <u>9,308,266</u> <u>6,700,311</u>

Notes to Financial Statements (continued)

### **4. Investment Options (continued)**

The detail of the changes in net assets available for plan benefits by investment option is as follows:

December 31, 2003	7	8	9	10	11	12	13
Investment income: Cash dividends Interest	\$	\$	\$	\$	\$	\$	\$
Total investment income Net realized gain (loss) on sale and distributions of investments: Common stock Pooled separate accounts	186,429	(505,088)	12,908	212,775	(144,779)	(102,761)	22,254
Total net realized gains (losses) Net unrealized appreciation	186,429	(505,088)	12,908	212,775	(144,779)	(102,761)	22,254
(depreciation) of investments Contributions:	27,141	2,489,266	251,242	291,368	2,699,755	1,078,364	1,851,824
Participant Employer	181,394	726,921	145,412	133,667	619,840	429,409	396,354
companies	44,803	247,494	49,839	44,696	203,487	140,182	139,205
Total contributions Transfers from	226,197	974,415	195,251	178,363	823,327	569,591	535,559
(to) affiliated plans Distributions to	16,781	49,433	54,428	86,123	141,515	(1,140)	55,930
participants Administrative	(1,060,535)	(1,053,523)	(264,923)	(394,941)	(904,542)	(410,144)	(570,470)
expenses	(2,038)	(7,124)	(1,140)	(1,480)	(6,280)	(3,027)	(3,912)

Net transfers	374,601	(467,065)	38,391	569,299	(327,707)	(79,799)	512,117
Net increase (decrease) in net assets available for plan benefits Net assets available	(231,424)	1,480,314	286,157	941,507	2,281,289	1,051,084	2,403,302
for plan benefits at beginning of the year	2,539,416	8,607,347	1,263,293	1,316,418	7,626,833	3,621,369	4,303,224
Net assets available for plan benefits at end of the year	\$ 2,307,992	\$10,087,661	\$1,549,450	\$2,257,925	\$9,908,122	\$4,672,453	\$6,706,526

Notes to Financial Statements (continued)

### **4. Investment Options (continued)**

The detail of the changes in net assets available for plan benefits by investment option is as follows:

Traves advances and	0-4:0-0
Investment	Obtions

<b>December 31, 2003</b>	14	15	16	17	18	19	20	21
Investment income: Cash dividends Interest	\$	\$	\$	\$	\$	\$	\$	\$
Total investment income Net realized gain (loss) on sale and distributions of investments: Common stock Pooled separate accounts	17,868	7,119	(6,874)	(54,667)	6,812	_	(171)	(6,860)
Total net realized gains (losses) Net unrealized appreciation (depreciation) of	17,868	7,119	(6,874)	(54,667)	6,812		(171)	(6,860)
investments Contributions:	30,107	94,774	187,710	735,010	618,239		351,190	169,673
Participant Employer companies	36,302 13,290	68,137 16,468	75,269 24,366	138,688 45,675	196,536 65,512	_	102,623 34,251	33,513 10,930
Total contributions Transfers from	49,592	84,605	99,635	184,363	262,048		136,874	44,443
(to) affiliated plans Distributions to	(2,816)	28,712	(1,152)	44,307			11,882	5,252
participants Administrative	(126,688)	(52,635)	(29,174)	(265,152)	(206,183)		(116,579)	(31,733)
expenses Net transfers	(360) 84,261	(376) 105,961	(536) 248,225	(1,818) 1,023,800	(1,716) 659,588		(853) 58,024	(411) 555,838

Net increase (decrease) in net assets available for								
plan benefits	51,964	268,160	497,834	1,665,843	1,338,788		440,367	736,202
Net assets available for plan benefits at								
beginning of the year	381,844	316,526	492,177	1,860,731	1,820,458		989,396	331,809
						-		
Net assets available for plan benefits at								
end of the year	\$ 433,808	\$584,686	\$990,011	\$3,526,574	\$3,159,246	\$	\$1,429,763	\$1,068,011
						-		

Notes to Financial Statements (continued)

### **4. Investment Options (continued)**

The detail of the changes in net assets available for plan benefits by investment option is as follows:

<b>December 31, 2003</b>	22	23	24	25	26	27	28	Loans
Investment income: Cash dividends Interest	\$	\$	\$	\$	\$	\$	\$	\$ 275,985
Total investment income Net realized gain (loss) on sale and distributions of investments: Common stock Pooled separate accounts	_	(340,337)	_	(91,840)	35,349	5,706	17,834	275,985
Total net realized gains (losses) Net unrealized appreciation (depreciation) of		(340,337)		(91,840)	35,349	5,706	17,834	
investments Contributions:		648,753		386,369	422,749	62,822	98,229	
Participant Employer companies	_	137,349 40,651	_	157,349 50,064	112,935 29,995	15,485 4,594	20,445 5,972	
Total contributions Transfers from		178,000		207,413	142,930	20,079	26,417	
(to) affiliated plans Distributions to		(4,398)		(262)	3,783		(9,041)	
participants Administrative		(236,552)		(140,046)	(136,746)	(19,714)	(1,298)	(207,380)
expenses Net transfers		(1,295) (432,214)		(930) 11,331	(846) 915,975	(145) 189,490	(175) 289,740	

Net increase (decrease) in net assets available for plan								
benefits		(188,043)		372,035	1,393,194	258,238	421,706	68,605
Net assets available for plan benefits at								
beginning of the year		1,531,012		1,069,958	678,917	93,370	107,498	4,149,421
	_		_					
Net assets available for plan benefits at end of								
the year	\$_	\$1,342,969	\$	\$1,441,993	\$2,062,111	\$351,608	\$529,204	\$4,218,026

Notes to Financial Statements (continued)

### **4. Investment Options (continued)**

The detail of the changes in net assets available for plan benefits by investment option is as follows:

December 31, 2002	Total	1	2	3	4	5	6
Investment income: Cash dividends Interest	\$ 1,954,337 1,048,597	\$ 1,954,337 32,665	\$ \$	644,711	\$	\$	\$
Total investment income Net realized gain (loss) on sale and distributions of investments:	3,002,934	1,987,002		644,711			
Common stock Pooled separate	4,050,730	4,050,730					
accounts	(2,592,752)		100,813		(253,270)	(472,407)	197,620
Total net realized gains (losses) Net unrealized appreciation	1,457,978	4,050,730	100,813		(253,270)	(472,407)	197,620
(depreciation) of investments	(41,836,079)	(30,005,422)	(100,813)		(2,472,769)	(2,515,825)	(65,128)
Contributions: Participant Employer	6,068,580	1,164,032		139,184	590,732	572,190	259,361
companies	2,258,564	621,512		50,303	202,712	194,473	87,963
Total contributions Transfers from	8,327,144	1,785,544		189,487	793,444	766,663	347,324
(to) affiliated plans	(42,253)	(174,166)		(8,922)	46,286	4,439	12,428
Distributions to participants Administrative	(13,242,739)	(5,986,944)		(947,254)	(660,430)	(502,205)	(1,737,364)
expenses	(106,837)	(46,821)		(9,052)	(8,097)	(6,212)	(6,356)

Net transfers		(5,043,615)	2,622,171	(1,073,916)	(536,973)	757,960
Net increase (decrease) in net assets available for plan benefits	(42,439,852)	(33,433,692)	2,491,141	(3,628,752)	(3,262,520)	(493,516)
Net assets available for plan benefits at beginning of the year	174,704,305	82,575,093	12,887,342	12,937,018	9,962,831	9,128,491
Net assets available for plan benefits at end of the year	\$132,264,453	\$ 49,141,401 \$	\$15,378,483	\$ 9,308,266	\$ 6,700,311	\$ 8,634,975

Notes to Financial Statements (continued)

### **4. Investment Options (continued)**

The detail of the changes in net assets available for plan benefits by investment option is as follows:

<b>December 31, 2002</b>		7		8		9		10	11			12		13
Investment income: Cash dividends Interest	\$		\$		\$		\$		\$		\$		\$	
Total investment income Net realized gain (loss) on sale and distributions of investments: Common stock Pooled separate accounts		8,462	(6	47,710)	_	(12,538)	_	(12,251)	(400	,749)	(2	238,697)	_	(28,967)
Total net realized gains (losses) Net unrealized appreciation (depreciation) of	12	8,462	(6	47,710)		(12,538)		(12,251)	(400	,749)	(2	238,697)		(28,967)
investments Contributions:	6	1,596	(2,9	80,705)		(168,217)		36,874	(1,343	,817)	(:	548,135)		(419,400)
Participant Employer	8	3,869	7	86,073		111,369		108,073	633	,221	3	397,522		379,964
companies	2	7,224	2	52,249		39,860		40,432	197	,214		132,360	_	130,153
Total contributions	11	1,093	1,0	38,322		151,229		148,505	830	,435	4	529,882		510,117
Transfers from (to) affiliated plans Distributions to	5	2,250	(	18,100)				(24,805)	(4	,158)		(4,536)		1,818
participants Administrative	(17	6,883)	(7	00,483)		(94,582)	(	(167,138)	(579	,365)	(	173,951)		(219,333)
expenses	(	1,551)		(7,859)		(1,077)		(922)	(6	,127)		(2,866)		(3,233)

Net transfers	697,096	(233,414)	(80,954)	95,953	(23,549)	128,204	52,932
Net increase (decrease) in net assets available for plan benefits	872,063	(3,549,949)	(206,139)	76,216	(1,527,330)	(310,099)	(106,066)
Net assets available for plan benefits at beginning of the year	1,667,353	12,157,296	1,469,432	1,240,202	9,154,163	3,931,468	4,409,290
Net assets available for plan benefits at end of the year	\$2,539,416	\$ 8,607,347	\$1,263,293	\$1,316,418	\$ 7,626,833	\$3,621,369	\$4,303,224

Notes to Financial Statements (continued)

### **4. Investment Options (continued)**

expenses

Net transfers

The detail of the changes in net assets available for plan benefits by investment option is as follows:

	<b>Investment Options</b>													
<b>December 31, 2002</b>	14	15	16	17	18	19	20	21						
Investment income: Cash dividends Interest	\$	\$	\$	\$	\$	\$	\$	\$						
Total investment income Net realized gain (loss) on sale and distributions of investments: Common stock Pooled separate accounts	(1,205)	(16,947)	(46,485)	(82,669)	(42,364)	_	(57,377)	(22,034)						
Total net realized gains (losses) Net unrealized appreciation	(1,205)	(16,947)	(46,485)	(82,669)	(42,364)		(57,377)	(22,034)						
(depreciation) of investments Contributions:	189	(15,289)	(74,029)	(452,930)	(113,994)		(75,724)	(65,549)						
Participant Employer companies	23,988 8,248	40,194 12,974	64,486 22,387	109,092 35,487	125,242 42,174	_	88,624 32,030	24,539 8,403						
Total contributions Transfers from (to) affiliated plans	32,236	53,168	86,873	144,579 9,512	167,416 3,823		120,654	32,942						
Distributions to participants Administrative	(364)	(15,507)	(26,195)	(18,360)	(47,672)		(34,315)	5,902						
	(17.4)	(22.4)	(222)	(1.000)	(1.000)		(7.6.1)	(10.4)						

(234)

(54,252)

(174)

205,824

(332)

108,748

(1,296)

547,174

(1,088)

617,524

(194)

168,042

(764)

100,712

Net increase (decrease) in net assets available for plan								
benefits	236,506	(49,061)	48,580	146,010	583,645		53,186	119,109
Net assets available for plan benefits at								
beginning of the year	145,338	365,587	443,597	1,714,721	1,236,813		936,210	212,700
						-	-	
Net assets available for plan benefits at end of								
the year	\$381,844	\$316,526	\$492,177	\$1,860,731	\$1,820,458	\$	\$989,396	\$331,809
						_		

Notes to Financial Statements (continued)

### **4. Investment Options (continued)**

The detail of the changes in net assets available for plan benefits by investment option is as follows:

<b>December 31, 2002</b>	22	23	24	25	26	27	28	Loans
Investment income: Cash dividends Interest	\$	\$	\$	\$	\$	\$	\$	\$ 371,221
Total investment income Net realized gain (loss) on sale and distributions of investments: Common stock Pooled separate accounts		(215,497)		(421,707)	(27,372)	(12,174)	(7,227)	371,221
accounts	-		-			(12,171)		
Total net realized gains (losses) Net unrealized appreciation		(215,497)		(421,707)	(27,372)	(12,174)	(7,227)	
(depreciation) of investments		(278,665)		(66,601)	(157,741)	(5,914)	(8,071)	
Contributions: Participant Employer companies	_	160,898 52,320	-	135,227 46,589	58,510 18,013	5,619 1,677	6,571 1,807	
Total contributions		213,218		181,816	76,523	7,296	8,378	
Transfers from (to) affiliated plans Distributions to		20,255		20,416	21,207			
participants		(17,714)		(38,899)	(14,053)	247	1,010	(1,090,887)
Administrative expenses Net transfers		(1,208) 98,548		(873) 306,592	(441) 321,810	(26) 103,941	(34) 113,442	

Net increase (decrease) in net assets available for plan								
benefits		(181,063)		(19,256)	219,933	93,370	107,498	(719,666)
Net assets available for plan benefits at								
beginning of the year		1,712,075		1,089,214	458,984			4,869,087
	-		-					
Net assets available for plan benefits at end of								
the year	\$	\$1,531,012	\$	\$1,069,958	\$ 678,917	\$ 93,370	\$107,498	\$ 4,149,421
	_		_					

Notes to Financial Statements (continued)

### **4. Investment Options (continued)**

The detail of the changes in net assets available for plan benefits by investment option is as follows:

<b>December 31, 2001</b>		Total	1			2		3		4		5		6
Investment income: Cash dividends Interest	\$	2,023,000 1,303,629	\$ 2,023	,000 ,904	\$		\$	787,654	\$		\$		\$	
Total investment income Net realized gain (loss) on sale and distributions of investments:		3,326,629	2,112	,904				787,654						
Common stock		4,871,991	4,871	,991										
Pooled separate accounts	_	(626,764)				61,275				354,102		224,511	_	304,907
Total net realized gains (losses) Net unrealized appreciation		4,245,227	4,871	,991		61,275				354,102	·	224,511		304,907
(depreciation) of investments	(	(16,443,315)	(2,749	,982)		(21,748)			(2	,117,826)	(5,	306,791)		516
Contributions: Participant Employer		6,244,407	1,055	,952		12,393		95,881		770,119	,	752,272		206,641
companies		1,756,656	27	,185		4,067		43,402		240,235		252,222		62,199
Total contributions Transfers from		8,001,063	1,083	,137	_	16,460		139,283	1	,010,354	1,	004,494		268,840
(to) affiliated plans		(9,410,752)	(3,675	,051)		(40,612)		(497,724)		(727,398)	(	670,943)		(223,492)
Distributions to participants Administrative	(	(15,811,537)	(5,845	,392)		(88,418)	(2	2,923,298)		(981,409)	(.	518,143)	(	1,469,290)
expenses		(123,858)	(70	,863)		(397)		(6,371)		(7,074)		(5,854)		(3,826)

Net transfers		(4,369,422)	(422,458)	2,372,546	(815,227)	(615,437)	3,672,577
Net increase (decrease) in net assets available for plan benefits Net assets available for plan benefits at	(26,216,543)	(8,642,678)	(495,898)	(127,910)	(3,284,478)	(5,888,163)	2,550,232
beginning of the year	200,920,848	91,217,771	495,898	13,015,252	16,221,496	15,850,994	6,578,259
Net assets available for plan benefits at end of the year	\$174,704,305	\$82,575,093	\$	\$12,887,342	\$12,937,018	\$ 9,962,831	\$ 9,128,491

Notes to Financial Statements (continued)

### **4. Investment Options (continued)**

The detail of the changes in net assets available for plan benefits by investment option is as follows:

December 31, 2001		7	8		9		10		11		12		13
Investment income: Cash dividends Interest	\$		\$	\$		\$		\$		\$		\$	
Total investment income Net realized gain (loss) on sale and distributions of investments: Common stock Pooled separate accounts		116,662	250,685		46,477	_	42,824		(2,923)	_	(65,907)	_	40,057
Total net realized gains (losses) Net unrealized appreciation (depreciation) of		116,662	250,685		46,477		42,824		(2,923)		(65,907)		40,057
investments Contributions:		(16,207)	(3,665,314)	(	(123,273)		(69,808)	(1	1,848,079)		(150,404)		(574,247)
Participant Employer		38,913	908,465		117,925		109,375		702,292		402,758		405,485
companies	_	16,363	290,363	_	42,068	_	36,629	_	230,822	_	134,079		148,130
Total contributions Transfers from		55,276	1,198,828		159,993		146,004		933,114		536,837		553,615
(to) affiliated plans Distributions to	(	(208,189)	(929,925)	(	(232,278)		(172,201)		(789,746)		(434,893)		(406,531)
participants Administrative		(68,786)	(802,781)	(	(192,777)		(88,585)		(754,491)		(211,619)		(455,896)
expenses		(816)	(6,958)		(1,099)		(1,151)		(5,192)		(2,752)		(2,566)

Net transfers	740,619	(643,259)	67,585	(71,394)	(548,013)	77,540	(393,652)
Net increase (decrease) in net assets available for plan benefits Net assets available	618,559	(4,598,724)	(275,372)	(214,311)	(3,015,330)	(251,198)	(1,239,220)
for plan benefits at beginning of the year	1,048,794	16,756,020	1,744,804	1,454,513	12,169,493	4,182,666	5,648,510
Net assets available for plan benefits at end of the year	\$1,667,353	\$12,157,296	\$1,469,432	\$1,240,202	\$ 9,154,163	\$3,931,468	\$ 4,409,290

Notes to Financial Statements (continued)

### **4. Investment Options (continued)**

The detail of the changes in net assets available for plan benefits by investment option is as follows:

Investment	<b>Options</b>
------------	----------------

<b>December 31, 2001</b>	14	15	16	17	18	19	20
Investment income: Cash dividends Interest	\$	\$	\$	\$	\$	\$	\$
Total investment income Net realized gain (loss) on sale and distributions of investments: Common stock Pooled separate accounts	720	(3,140)	(4,009)	(109,182)	(42,165)	(1,011,529)	(139,152)
Total net realized gains (losses) Net unrealized appreciation (depreciation) of	720	(3,140)	(4,009)	(109,182)	(42,165)	(1,011,529)	(139,152)
investments Contributions:	2,544	(4,792)	(10,947)	34,842	(59,897)	503,683	(47,917)
Participant Employer companies	1,100 681	19,331 5,682	33,873 12,820	59,804 20,840	62,774 22,644	134,421 41,892	56,738 21,007
Total contributions Transfers from	1,781	25,013	46,693	80,644	85,418	176,313	77,745
(to) affiliated plans Distributions to	(25)	(1,426)	(25,301)	(41,834)	(17,327)	(139,891)	(11,507)
participants Administrative	(39,749)	1,742	2,731	(15,547)	(3,498)	(32,330)	(16,536)
expenses Net transfers	(298) 90,291	(406) 285,700	(386) 256,123	(856) 1,136,725	(906) 433,837	(1,357) (2,208,996)	(947) 636,062

Net increase (decrease) in net assets available for plan benefits Net assets available for plan benefits at beginning of the year	55,264 90,074	302,691 62,896	264,904 178,693	1,084,792	395,462 841,351	(2,714,107) 2,714,107	497,748 438,462
Net assets available for plan benefits at end of the year	\$145,338	\$365,587	\$443,597	\$1,714,721	\$1,236,813	\$	\$