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MAIL WELL INC  
Form 11-K  
June 30, 2003

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 11-K

/X/ Annual report pursuant to section 15(d) of the Securities Exchange Act of 1934 [no fee required, effective October 7, 1996] for the fiscal year ending December 30, 2002.

OR

/\_/ Transition report pursuant to section 15(d) of the Securities Exchange Act of 1934 [no fee required]

Commission file number 1-12551

A. Full title of the Plan:

Mail-Well Corporation 401(k) Savings and Retirement Plan

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

Mail-Well, Inc.  
8310 South Valley Highway  
Suite 400  
Englewood, Colorado 80112

Mail-Well Corporation 401(k) Savings and Retirement Plan

Financial Statements  
and Supplemental Schedule

Year ended December 30, 2002

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Report of Independent Auditors

The Trustees and Participants of  
Mail-Well Corporation 401(k)  
Savings and Retirement Plan

We have audited the accompanying statements of net assets available for benefits of the Mail-Well Corporation 401(k) Savings and Retirement Plan as of December 30, 2002 and 2001, and the related statement of changes in net assets available for benefits for the year ended December 30, 2002. 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 benefits of the Plan at December 30, 2002 and 2001, and the changes in its net assets available for benefits for the year ended December 30, 2002, in conformity with accounting principles generally accepted in the United States.

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) at December 30, 2002 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

Denver, Colorado

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June 20, 2003

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Mail-Well Corporation 401(k) Savings and Retirement Plan  
 Statements of Net Assets Available for Benefits

	DECEMBER 30,	
	2002	
	-----	
Investments, at fair value:		
Mutual funds	\$110,811,715	\$146
Common collective trusts	61,550,779	66
Mail-Well common stock	7,462,118	7
Participant loans	6,587,780	7
	-----	
Total investments	186,412,392	227
Receivables:		
Employee contributions	520,145	1
Employer contributions	294,999	
	-----	
Total receivables	815,144	1
	-----	
Net assets available for benefits	\$187,227,536	\$229
	=====	

See accompanying notes.

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Mail-Well Corporation 401(k) Savings and Retirement Plan  
 Statement of Changes in Net Assets Available for Benefits

Year ended December 30, 2002

Investment income (loss):		
Net depreciation in fair value of investments		\$ (31
Investment income		5
Interest on loans to participants		

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Net investment loss	(25)
Contributions:	
Employee contributions	18
Employer contributions	10
Adjustments and forfeitures	
Total contributions	29
Asset transfers to other plans	(13)
Payment of benefits to participants	(32)
Decrease in net assets available for benefits	(42)
Net assets available for benefits, beginning of year	229
Net assets available for benefits, end of year	\$187

See accompanying notes.

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Mail-Well Corporation 401(k) Savings and Retirement Plan

Notes to Financial Statements

December 30, 2002

1. DESCRIPTION OF THE PLAN

The following description of the Mail-Well Corporation 401(k) Savings and Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a complete description of the Plan's provisions.

GENERAL

The Plan was adopted effective February 24, 1994. The Plan is a salary deferral plan of Mail-Well Corporation (the "Company"). Effective December 1, 1999, the Plan was amended and restated to only include full-time salaried and nonunion hourly employees. The union employees began a new plan effective December 1, 1999.

The full-time salaried and nonunion hourly employees become eligible the first day of the month following 30 days of service with the Company.

CONTRIBUTIONS

Each year, participants may contribute up to 50% of pretax annual compensation, as defined in the Plan document and as limited by the Internal Revenue Service. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution

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plans. The Company contributes 50% of the first 6% of base compensation that a participant contributes to the Plan. In 2002, the Company made a discretionary contribution of \$3,657,173 to the Plan. No discretionary contributions were made to the Plan in 2001.

### ASSET TRANSFERS TO OTHER PLANS

During 2002, selected employee assets were transferred out of the Plan as a result of the Company selling certain operating locations.

### PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contributions and withdrawals, as applicable, and allocations of Company contributions and Plan earnings, and is charged with an allocation of administrative expenses.

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## Mail-Well Corporation 401(k) Savings and Retirement Plan

### Notes to Financial Statements (continued)

#### 1. DESCRIPTION OF THE PLAN (CONTINUED)

##### VESTING

A participant is 100% vested in their contributions at all times. Vesting in employer contributions occurs 20% for each year of service. Upon reaching five years of service, all employer contributions are fully vested. Years of service attributable to predecessor companies prior to such individual being employed by the Company are recognized in full for vesting purposes. All employer contributions become fully vested upon retirement, disability, or death of the participant.

##### INVESTMENT OPTIONS

Upon enrollment in the Plan, participants may elect to invest their contributions in a variety of investment options offered by the Plan.

##### LOANS TO PARTICIPANTS

Participants may borrow from the Plan a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested interest in the Plan. Such loans bear interest at the prime rate (as published in The Wall Street Journal) plus 1% and are collateralized by the participants' nonforfeitable interest in the Plan. Loans must be repaid within five years unless they are for the purchase of a principal residence, in which event they may be repaid over a period up to a maximum of 10 years.

##### PAYMENT OF BENEFITS

Upon retirement or termination of service, participants may roll their account balance into another qualified retirement savings account, withdraw their vested account balance less applicable taxes in a lump-sum payment, or leave their account balance with the Company until normal retirement age if their account balance is greater than \$5,000. The Plan provides for advance

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distribution for hardship if certain conditions are met.

### EXPENSES

Certain of the Plan's administrative expenses are paid by the Company. All other administrative expenses are paid by the Plan and allocated to participant accounts. Participants pay fees for loans and withdrawals.

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## Mail-Well Corporation 401(k) Savings and Retirement Plan

### Notes to Financial Statements (continued)

#### 1. DESCRIPTION OF THE PLAN (CONTINUED)

##### FORFEITURES

Upon termination by a participant, employer matching contributions that have not vested are used to offset administrative expenses. Any forfeitures remaining shall then be used to reduce employer contributions for the Plan year immediately following the Plan year in which the forfeiture occurs. In 2002, of the \$291,239 in forfeitures, \$27,914 was used to fund administrative expenses.

##### PLAN TERMINATION

Although it has not expressed an 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 the Employee Retirement Income Security Act of 1974. In the event of Plan termination, participants will become 100% vested in their accounts.

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Plan recognizes income, expenses, and other changes in net assets available for benefits using the accrual method of accounting.

The Plan's investments are recorded in the financial statements at fair value based on published market value except for participant loans, which are stated at face value, which approximates fair value. Unrealized and realized appreciation (depreciation) of investments during the year is included in net depreciation in the fair value of investments. Realized gains and losses on sales of investments are determined on the average-cost basis.

##### USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States 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.

#### 3. FEDERAL INCOME TAX STATUS

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The Plan has received a determination letter from the Internal Revenue Service dated October 15, 1996, 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. Subsequent to this issuance of the determination letter, the Plan was amended. Once

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### Mail-Well Corporation 401(k) Savings and Retirement Plan

#### Notes to Financial Statements (continued)

#### 3. FEDERAL INCOME TAX STATUS (CONTINUED)

qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan administrator believe that the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believe that the Plan is qualified and the related trust is tax-exempt.

#### 4. INVESTMENTS

The Plan's investments (including investments purchased, sold, and held during the year) depreciated in fair value during the year ended December 30, 2002 as determined by quoted market prices as follows:

Mutual funds		\$ (23,
Common collective trusts		(7,
Common stock		(1,
		-----
		\$ (31,
		=====

The fair values of individual investments that represent 5% or more of the Plan's net assets at December 30, 2002 and 2001 are as follows:

	2002	2001
	-----	-----
Mutual funds:		
PIMCO Total Return	\$ 26,404,631	\$ 25,
Putnam International Growth Fund	10,060,325	13,
Putnam Investors Fund	26,735,130	45,
The George Putnam Fund of Boston	19,096,481	23,
The Putnam Fund for Growth & Income	10,471,862	14,
Putnam S&P 500 Index Fund	20,405,141	28,
Putnam Stable Value Fund	41,145,638	37,

#### 5. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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The financial statements are prepared on the accrual basis of accounting and the Form 5500 is prepared on the cash basis of accounting by the Plan trustee.

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Mail-Well Corporation 401(k) Savings and Retirement Plan

Notes to Financial Statements (continued)

5. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 30, 2002 and 2001:

	2002	2001
Net assets available for benefits per the financial statements	\$187,227,536	\$229,536,000
Employer's contribution receivable	(294,999)	(1,000,000)
Participants' contributions receivable	(520,145)	(1,000,000)
Net assets available for benefits per the Form 5500	\$186,412,392	\$227,536,000

The following is a reconciliation of contributions to participant accounts per the financial statements to the Form 5500 for the years ended December 30, 2002 and 2001:

	EMPLOYER CONTRIBUTIONS	EMPLOYEE CONTRIBUTIONS
Contributions made to participant accounts per the financial statements	\$10,988,684	\$18,000,000
Contribution receivable not recorded on the Form 5500 at December 30, 2001	368,362	1,000,000
Contribution receivable not recorded on the Form 5500 at December 30, 2002	(294,999)	(1,000,000)
Contributions made to participant accounts per the Form 5500	\$11,062,047	\$18,000,000

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Mail-Well Corporation 401(k) Savings and Retirement Plan

EIN: 84-1250534--Plan: No. 001

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

December 30, 2002

IDENTITY OF ISSUE/DESCRIPTION	NUMBER OF SHARES	C
-----		
Mutual Funds:		
PIMCO Total Return	2,474,661	\$ 26
Putnam International Growth Fund*	614,183	10
Putnam Investors Fund*	3,003,947	26
The George Putnam Fund of Boston*	1,289,432	19
The Putnam Fund for Growth & Income*	741,108	10
Algers Fund	595,863	6
Growth Fund Putnam Asset Allocation*	501,855	3
Balanced Fund Putnam Asset Allocation*	763,414	6
Conservative Fund Putnam Asset Allocation*	149,205	1
Putnam S&P 500 Index Fund*	943,809	20
Putnam Stable Value Fund*	41,145,637	41
Mail-Well Common Stock*	2,870,045	7
Participant loans, 7.0%-10.5%*		6
		-----
		\$186
		=====