

TOWER AUTOMOTIVE INC

Form 11-K

June 28, 2005

**Table of Contents**

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 11-K**

(Mark One)

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

For the year ended December 31, 2004

OR

**☐ TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-12733

**Tower Automotive Retirement Plan**

**Tower Automotive, Inc.**

27175 Haggerty Road  
Novi, Michigan 48377

---

**Table of Contents**

Tower Automotive  
Retirement Plan

**Financial Report**

**December 31, 2004**

---

**Tower Automotive Retirement Plan**

|   | <b>Contents</b> |
|---|-----------------|
| <b><u>Report Letter</u></b>   | 1               |
| <b><u>Statement of Net Assets Available for Benefits</u></b>            | 2               |
| <b><u>Statement of Changes in Net Assets Available for Benefits</u></b> | 3               |
| <b><u>Notes to Financial Statements</u></b>                             | 4-9             |
| <b><u>Schedule of Assets Held at End of Year</u></b>                    | Schedule 1      |

---

**Table of Contents**

Report of Independent Registered Public Accounting Firm

To the Administrative Committee  
Tower Automotive Retirement Plan  
Novi, Michigan

We have audited the accompanying statement of net assets available for benefits of the Tower Automotive Retirement Plan as of December 31, 2004 and 2003 and the related statement of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits 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 Tower Automotive Retirement Plan as of December 31, 2004 and 2003 and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the 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 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. 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.

/s/ Plante & Moran, PLLC

Grand Rapids, Michigan  
May 9, 2005

---

**Table of Contents****Tower Automotive Retirement Plan****Statement of Net Assets Available for Benefits**

|  | December 31           |                       |
|--|-----------------------|-----------------------|
|  | 2004                  | 2003                  |
| <b>Assets</b>                            |                       |                       |
| Participant-directed investments:        |                       |                       |
| Money market fund                        | \$ 336,927            | \$ 423,660            |
| Mutual funds                             | 94,327,625            | 84,330,991            |
| Tower Automotive, Inc. common stock      | 6,202,604             | 9,793,161             |
| Pooled separate account                  | 24,483,881            | 26,747,739            |
| Participant loans                        | 3,814,646             | 3,204,994             |
| <br>                                     |                       |                       |
| Total participant-directed investments   | 129,165,683           | 124,500,545           |
| <br>                                     |                       |                       |
| Receivables:                             |                       |                       |
| Employer contributions                   | 131,066               | 3,854,737             |
| Employee contributions                   | 238,184               | 300,594               |
| <br>                                     |                       |                       |
| Total receivables                        | 369,250               | 4,155,331             |
| <br>                                     |                       |                       |
| <b>Net Assets Available for Benefits</b> | <b>\$ 129,534,933</b> | <b>\$ 128,655,876</b> |

See Notes to Financial Statements.

**Table of Contents****Tower Automotive Retirement Plan****Statement of Changes in Net Assets Available for Benefits**

|  | Years Ended December 31 |                       |
|--|-------------------------|-----------------------|
|  | 2004                    | 2003                  |
| <b>Additions to Net Assets Available for Benefits</b>            |                         |                       |
| Investment income:   |                         |                       |
| Interest and dividends   | \$ 1,599,615            | \$ 1,044,586          |
| Net appreciation (depreciation) in fair value of investments in: |                         |                       |
| Mutual funds   | 7,732,854               | 16,845,198            |
| Pooled separate account  | 969,584                 | 1,153,501             |
| Tower Automotive, Inc. common stock                              | (7,644,763)             | 4,151,886             |
| <br>   |                         |                       |
| Total investment income  | 2,657,290               | 23,195,171            |
| <br>   |                         |                       |
| Contributions:   |                         |                       |
| Employer   | 3,738,605               | 7,472,841             |
| Employee   | 8,272,117               | 8,114,102             |
| Rollover   | 495,181                 | 354,151               |
| <br>   |                         |                       |
| Total contributions  | 12,505,903              | 15,941,094            |
| <br>   |                         |                       |
| Total additions  | 15,163,193              | 39,136,265            |
| <br>   |                         |                       |
| <b>Deductions from Net Assets Available for Benefits</b>         |                         |                       |
| Benefits paid directly to participants                           | 14,222,287              | 10,940,405            |
| Administrative expenses  | 139,760                 | 73,760                |
| <br>   |                         |                       |
| Total deductions   | 14,362,047              | 11,014,165            |
| <br>   |                         |                       |
| <b>Net Increase in Net Assets Prior to Transfers</b>             | 801,146                 | 28,122,100            |
| <br>   |                         |                       |
| <b>Transfers</b> (Note 1)  | 77,911                  | 60,882                |
| <br>   |                         |                       |
| <b>Net Increase in Net Assets</b>                                | 879,057                 | 28,182,982            |
| <br>   |                         |                       |
| <b>Net Assets Available for Benefits</b>                         |                         |                       |
| Beginning of year  | 128,655,876             | 100,472,894           |
| <br>   |                         |                       |
| End of year  | <b>\$ 129,534,933</b>   | <b>\$ 128,655,876</b> |

See Notes to Financial Statements.

**Table of Contents**

**Tower Automotive Retirement Plan**

**Notes to Financial Statements  
December 31, 2004 and 2003**

**Note 1 - Description of the Plan**

The following description of the Tower Automotive Retirement Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

**General** - The Plan is a defined contribution profit-sharing and 401(k) plan covering substantially all nonunion employees of R. J. Tower Corporation and its subsidiaries (the Company), the Plan's sponsor. Eligible employees can become participants in the 401(k) portion of the Plan on the first day of the month following the completion of 60 days of employment and attaining age 18. Upon participation in the 401(k) portion of the Plan, employees become eligible to receive discretionary matching contributions from the Company. Employees become eligible to receive discretionary annual profit-sharing contributions from the Company on the first day of the month following the completion of one year of service with at least 1,000 total hours. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

**Contributions** - Participants may elect to make contributions to the Plan through payroll deductions of 1 percent to 90 percent of the participant's compensation, as defined in the plan agreement. The Plan also allows participants to transfer funds from other qualified plans into the Plan. During the plan years ended December 31, 2004 and 2003, \$77,911 and \$60,882, respectively, was transferred from other Company qualified plans into the Plan.

The Company makes a discretionary matching contribution based on the participant's contribution. This matching contribution amount is determined annually. The Company elected to make safe harbor matching contributions of 100 percent of the first 3 percent of each employee's eligible wages deferred, plus 50 percent of the next 2 percent of each employee's eligible wages deferred. See Note 8.

The Company also may make an annual discretionary profit-sharing contribution in an amount determined by the Board of Directors of the Company.

**Plan Operations** - The Company appointed New York Life Trust Company to act as trustee of the Plan. The Company has also appointed a committee of employees of the Company to act as plan administrator. The trustee is responsible for holding the investment assets of the Plan, executing investment transactions and making distributions to participants. The plan administrator interprets and communicates the provisions of the Plan, ensures that all government and participant reporting requirements are fulfilled, and approves certain distributions from the Plan to participants.



**Table of Contents**

**Tower Automotive Retirement Plan**

**Notes to Financial Statements  
December 31, 2004 and 2003**

**Note 1 - Description of the Plan (Continued)**

**Participant Accounts** - Individual accounts are maintained for each participant, with benefits limited to the amount contributed to the participant's account plus or minus any allocation of income, expenses, gains, or losses. Participants direct the investment of their accounts among various investment options offered by the Plan. Allocations to participant accounts are based on compensation or account balances, as specified by the plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting** - Participants' contributions to the Plan and employer-matching contributions are always fully vested and nonforfeitable. Participants become fully vested in the Company's discretionary profit-sharing contributions after the completion of three years of service, as defined in the Plan.

**Loans to Participants** - Under certain conditions, a participant may obtain a loan from the Plan. A participant's loan cannot exceed the lesser of \$50,000 or one-half of the participant's nonforfeitable interest in the Plan. The loan will bear a reasonable interest rate, be adequately secured, and not exceed a period of five years (15 years for purchase of a primary residence). Principal and interest is paid ratably through payroll deductions.

**Payment of Benefits** - Upon termination of service, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. In-service withdrawals are also allowed under the terms of the Plan under certain circumstances.

**Forfeited Accounts** - Forfeited balances of terminated participants' nonvested accounts are used to pay the administrative expenses of the Plan for the plan year in which the forfeiture occurs or the following plan year.

**Note 2 - Summary of Accounting Policies**

**Basis of Accounting** - The accompanying financial statements of the Plan are prepared under the accrual basis of accounting.

**Assets and Liabilities** - Accounting policies relative to the basis of recording assets and liabilities conform to Department of Labor guidelines. The fair value of the pooled separate account is based on the quoted market prices of the underlying assets. Investments in money market and mutual funds and shares of common stock are valued at market value as determined by quoted market prices. Participant loans are valued at their outstanding value, which approximates fair value.

**Table of Contents****Tower Automotive Retirement Plan**

**Notes to Financial Statements  
December 31, 2004 and 2003**

**Note 2 - Summary of Accounting Policies (Continued)**

**Additions, Deductions and Changes in Net Assets** - Income and expenses are recorded as earned and incurred. Since assets of the Plan are recorded at fair value, unrealized appreciation or depreciation of plan assets for the year is recorded in the statement of changes in net assets available for benefits. Contributions are recorded on the accrual basis in the plan year to which the contribution applies. Distributions to beneficiaries are recorded when distributed by the Plan.

**Administrative Expenses** - Certain administrative expenses and withdrawal fees charged by the trustee are paid out of plan assets. All other expenses incurred in conjunction with the Plan are paid by the Company.

**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 additions and deductions during the reporting period. Actual results could differ from those estimates.

**Note 3 - Investments**

The fair value of significant individual investments at December 31, 2004 and 2003 is as follows:

|                                       | 2004          | 2003          |
|---------------------------------------|---------------|---------------|
| Pooled separate account - New York    |               |               |
| Life Anchor Account                   | \$ 24,483,881 | \$ 26,747,739 |
| Mutual funds:                         |               |               |
| PIMCO Total Return Fund               | 9,028,363     | 8,862,128     |
| AIM Basic Value Fund                  | 12,593,694    | 12,337,648    |
| MainStay S&P 500 Index Fund           | 13,347,863    | 12,593,653    |
| AIM Small Cap Growth Fund             | 8,994,769     | 10,568,273    |
| Federated Capital Appreciation Fund   | 8,866,367     | 9,228,230     |
| Artisan International Fund            | 7,460,347     | 5,806,036     |
| Common stock - Tower Automotive, Inc. | 6,202,604     | 9,793,161     |

**Table of Contents****Tower Automotive Retirement Plan****Notes to Financial Statements  
December 31, 2004 and 2003****Note 4 - Related Party Transactions**

Certain plan investments are shares of a pooled separate account, mutual funds, and a money market fund managed by New York Life Trust Company. New York Life Trust Company is the trustee, as defined by the Plan; therefore, these transactions qualify as party-in-interest transactions.

Participants may elect to invest in Tower Automotive, Inc. common stock. Tower Automotive, Inc. is the parent of the sponsor of the Plan. See Note 8.

**Note 5 - Plan Termination**

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 termination, participants will become 100 percent vested and amounts credited to participants' accounts will be distributed to participants in accordance with the Plan's provisions. See Note 8.

**Note 6 - Tax Status**

The Plan obtained its latest determination letter dated March 22, 2002, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended and restated since receiving the determination letter. However, after consultation with legal counsel, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

**Note 7 - Reconciliation with Form 5500**

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 at December 31, 2004 and 2003:

|  | 2004           | 2003           |
|--|----------------|----------------|
| Net assets available for benefits per financial statements | \$ 129,534,933 | \$ 128,655,876 |
| Less contributions receivable at December 31               | (369,250)      | (4,155,331)    |
| Net assets available for benefits per Form 5500            | \$ 129,165,683 | \$ 124,500,545 |

**Table of Contents****Tower Automotive Retirement Plan****Notes to Financial Statements  
December 31, 2004 and 2003****Note 7 - Reconciliation with Form 5500 (Continued)**

The following is a reconciliation of contributions per the financial statements to Form 5500 for the year ended December 31, 2004:

|  | Employee         | Employer         |
|--|------------------|------------------|
| Contributions per financial statements             | \$ 8,272,117     | \$ 3,738,605     |
| Less contributions receivable at December 31, 2004 | (238,184)        | (131,066)        |
| Plus contributions receivable at December 31, 2003 | 300,594          | 3,854,737        |
| <br>Contributions per Form 5500                    | <br>\$ 8,334,527 | <br>\$ 7,462,276 |

The following is a reconciliation of contributions per the financial statements to Form 5500 for the year ended December 31, 2003:

|  | Employee         | Employer         |
|--|------------------|------------------|
| Contributions per financial statements             | \$ 8,114,102     | \$ 7,472,841     |
| Less contributions receivable at December 31, 2003 | (300,594)        | (3,854,737)      |
| Plus contributions receivable at December 31, 2002 | 233,697          | 5,011,506        |
| <br>Employee contributions per Form 5500           | <br>\$ 8,047,205 | <br>\$ 8,629,610 |

Contributions made after year end were accrued as receivables on the financial statements as of December 31. Contributions are recognized when received on Form 5500.

**Table of Contents****Tower Automotive Retirement Plan****Notes to Financial Statements  
December 31, 2004 and 2003****Note 7 - Reconciliation with Form 5500 (Continued)**

The following is a reconciliation of benefits paid per the financial statements to Form 5500 for the years ended December 31, 2004 and 2003:

|  | 2004              | 2003              |
|--|-------------------|-------------------|
| Benefits paid per financial statements                                     | \$ 14,222,287     | \$ 10,940,405     |
| Less defaulted participant loans recognized in previous years on Form 5500 |                   | (16,668)          |
| <br>Benefits paid per Form 5500  | <br>\$ 14,222,287 | <br>\$ 10,923,737 |

**Note 8 - Subsequent Event**

On February 2, 2005, Tower Automotive, Inc. (the Parent of the Sponsor) and its US subsidiaries, including the Company and the Sponsor (collectively the Debtors ), filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code (the Bankruptcy Code ) in the United States Bankruptcy Court Southern District of New York (the Bankruptcy Court ). The Debtors are operating their businesses as debtors-in-possession pursuant to the Bankruptcy Code. An official committee of unsecured creditors has been appointed.

The Debtors have requested that the Bankruptcy Court approve payment of certain pre-petition liabilities including employee wages and benefits. Since the filing, all orders sufficient to enable the Debtors to conduct normal business activities, including the approval of the Debtors' financing have been entered by the Bankruptcy Court. While the Debtors are subject to Chapter 11, all transactions of the Debtors outside the ordinary course of business will require the prior approval of the Bankruptcy Court.

These financial statements do not include any adjustments or disclosure appropriate for a terminating plan as the Sponsor has no intention nor has taken any actions necessary to terminate the Plan.

Effective February 7, 2005, participants can no longer invest in Tower Automotive, Inc. common stock. Participants have been advised by Tower Automotive, Inc. to redirect all investment amounts in Tower Automotive, Inc. common stock to other investment options.

Effective June 30, 2005, the Company has suspended its discretionary matching contribution for certain participants in the Plan. See Note 1.

**Table of Contents****Tower Automotive Retirement Plan**

**Schedule of Assets Held at End of Year  
Form 5500, Schedule H, Item 4i  
EIN 38-1521832, Plan 002  
December 31, 2004**

| (a)(b)<br>Identity of Issuer,<br>Borrower,<br>Lessor, or Similar<br>Party | (c)<br>Description of Investment (Including Maturity Date,<br>Rate of Interest, Par, or Maturity Value) | (d)<br>Cost | (e)<br>Current<br>Value |
|---|---|-------------|-------------------------|
| New York Life<br>Trust Company  | Pooled separate account - New York Life Anchor Account  | *           | \$ 24,483,881           |
|   | Mutual funds:   |             |                         |
|   | PIMCO Total Return Fund   | *           | 9,028,363               |
|   | MainStay Asset Manager Fund   | *           | 5,664,357               |
|   | AIM Basic Value Fund  | *           | 12,593,694              |
|   | MainStay S&P 500 Index Fund   | *           | 13,347,863              |
|   | Franklin Balance Sheet Investment Fund  | *           | 5,932,828               |
|   | MainStay A MAP Fund   | *           | 2,654,589               |
|   | Artisan Mid Cap Fund  | *           | 5,176,701               |
|   | AIM Small Cap Growth Fund   | *           | 8,994,769               |
|   | Federated Capital Appreciation Fund   | *           | 8,866,367               |
|   | Fidelity Advisor Value Strategies Fund  | *           | 5,168,488               |
|   | Goldman Sachs Mid Cap Value Fund  | *           | 5,270,068               |
|   | Oppenheimer Capital Appreciation Fund   | *           | 4,169,192               |
|   | Artisan International Fund  | *           | 7,460,347               |
|   | Money market fund - MainStay Cash Reserves Fund   | *           | 336,927                 |
| Tower<br>Automotive, Inc.   | Common stock - Tower Automotive, Inc.   | *           | 6,202,604               |

Edgar Filing: TOWER AUTOMOTIVE INC - Form 11-K

|              |  |   |                       |
|--------------|--|---|-----------------------|
| Participants | Participant loans - Bearing interest at rates ranging from 5.00 percent to 11.84 percent | - | 3,814,645             |
|              | Total investments  |   | <b>\$ 129,165,683</b> |

---

\* Cost information not required

Schedule 1

Page 1

---

**Table of Contents**

**SIGNATURES**

*The Plan.* Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Tower Automotive Retirement Plan

/s/ Christopher T. Hatto

Christopher T. Hatto, Chief Accounting  
Officer of Tower Automotive, Inc.

DATE June 28, 2005



**Table of Contents**

EXHIBIT INDEX

| Exhibit No. | Description  |
|-------------|--|
| 23          | Consent of Independent Registered Public Accounting Firm |