

LITHIA MOTORS INC
Form 11-K
June 10, 2004

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 30, 2003

SEC Registration No. 333-43593

LITHIA MOTORS, INC. SALARY REDUCTION PROFIT SHARING PLAN

LITHIA MOTORS, INC.
360 East Jackson Street
Medford, OR 97501

**LITHIA MOTORS, INC.
SALARY REDUCTION
PROFIT SHARING PLAN**

**INDEPENDENT AUDITOR'S REPORT
AND
FINANCIAL STATEMENTS**

DECEMBER 30, 2003 AND 2002

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INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees
 Lithia Motors, Inc.
 Salary Reduction Profit Sharing Plan

We have audited the accompanying statements of net assets available for benefits of the Lithia Motors, Inc. Salary Reduction Profit Sharing Plan as of December 30, 2003 and 2002 and the related statement of changes in net assets available for benefits for the year ended December 30, 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 of America. 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 Lithia Motors, Inc. Salary Reduction Profit Sharing Plan as of December 30, 2003 and 2002, and the changes in the net assets available for benefits for the year ended December 30, 2003 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 basic financial statements taken as a whole. The supplemental schedule on page 8 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplemental 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 audit 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.

Medford, Oregon
 April 30, 2004

LITHIA MOTORS, INC.
SALARY REDUCTION PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 30,	
	2003	2002
ASSETS		
Investments, at fair value		
Registered investment companies	\$ 23,828,024	\$ 15,566,877
Interest-bearing cash	4,291,295	2,951,223
Lithia Motors, Inc. Class A Common Stock	4,219,225	2,733,436
Participant loans	1,566,218	1,203,093
	33,904,762	22,454,629
Employer's contribution receivable	497,711	894,113
	34,402,473	23,348,742
LIABILITIES		
Excess participant contributions payable	82,943	-
	\$ 34,319,530	\$ 23,348,742
NET ASSETS AVAILABLE FOR BENEFITS	\$ 34,319,530	\$ 23,348,742

See accompanying notes.

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LITHIA MOTORS, INC.
SALARY REDUCTION PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 30, 2003

ADDITIONS TO NET ASSETS ATTRIBUTED TO
Investment income

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Net appreciation in fair value of investments	\$ 7,568,993
Interest and dividends	81,011
	<hr/>
	7,650,004
	<hr/>
Contributions	
Employer's	497,711
Participant's	5,534,693
	<hr/>
	6,032,404
	<hr/>
	13,682,408
	<hr/>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO	
Benefits paid to participants	2,653,073
Administrative expenses	58,547
	<hr/>
	2,711,620
	<hr/>
NET INCREASE	10,970,788
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	23,348,742
	<hr/>
End of year	\$ 34,319,530
	<hr/>

See accompanying notes.

NOTE 1 - DESCRIPTION OF PLAN

The following description of Lithia Motors, Inc. Salary Reduction Profit Sharing 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 plan covering all full-time employees of Lithia Motors, Inc. and its subsidiaries (the Company) who have one year of service with at least 1,000 hours of service, are age 21 or older and who are not members of a union. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Company, and as a result, the Plan, have grown primarily due to the Company's acquisition and integration of automobile dealerships and by obtaining new dealer franchises. As the Company continues to grow and to

acquire dealerships, the existing retirement plans at the acquired dealerships, if any, are terminated. Employees of the acquired dealerships are given the option of participating in the Plan and are given credit for years of service prior to the acquisitions.

Contributions - Each year, the Company contributes to the Plan an amount determined annually by the Company's senior management. Participants may contribute, under a salary reduction agreement, the maximum allowed by the Internal Revenue Service under Code Section 402(g). Participants direct the investment of contributions into various investment options offered by the Plan. The Plan currently offers various registered investment companies managed by Morgan Stanley as well as shares of Class A Common Stock of the Plan sponsor, Lithia Motors, Inc.

Participant Accounts - Each participant's account is credited with the participant's contribution and an allocation of the Company's contribution and Plan earnings, and is charged with an allocation of administrative expenses. Allocations are based on 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.

Vesting - Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the remainder of their accounts is based on years of continuous service. A participant is 100% vested after six years of credited service. **Participant Loans** - Participants may borrow from their fund accounts a minimum of \$500 and a maximum equal to the lesser of \$50,000 or 50% of their account balance. Loan transactions are treated as a transfer from the investment fund to the participant loan fund. Loan terms range up to five years or up to thirty years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate of 5.0% to 10.5% . Principal and interest are paid ratably through semimonthly payroll deductions.

Payment of Benefits - Participant balances attributable to participants who had withdrawn from the Plan but whose balances had not been paid approximated \$108,500 at December 30, 2003. On termination of service or upon reaching retirement age, a participant receives a lump-sum amount equal to the value of his or her account.

NOTE 1 - DESCRIPTION OF PLAN (Continued)

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LITHIA MOTORS, INC.
SALARY REDUCTION PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS

Forfeited Accounts - In 2003, forfeited non-vested accounts amounted to \$65,084 and were used to reduce employer contributions. Forfeited balances of terminated participants' non-vested accounts are used to reduce future

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Company contributions.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting - The financial statements of the Plan are prepared under the accrual method of accounting.

Use of Estimates - The preparation of the 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.

Investment Valuation and Income Recognition - The Plan's investments are stated at fair value. Shares of registered investment companies and shares of Lithia Motors, Inc. are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Participant loans are valued at cost, which approximates fair value. Purchases and sales of securities are recorded on the trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Payment of Benefits - Benefits are recorded when paid.

Administrative Expenses - The Plan sponsor has voluntarily paid for certain administrative expenses of the Plan, and these expenses are not reflected in these financial statements.

Reclassifications - Certain accounts in the prior-year financial statements have been reclassified for comparative purposes to conform to the presentation in the current-year financial statements. These reclassifications have no effect on the previously reported net increase in net assets available for benefits.

NOTE 3 - 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 would become 100% vested in their accounts.

NOTE 4 - INCOME TAX STATUS

The Plan obtained its latest determination letter on May 3, 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 since receiving the determination letter. However, 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.

LITHIA MOTORS, INC.
SALARY REDUCTION PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 5 - INVESTMENTS

The following presents investments that represent 5% or more of Plan net assets.

	December 30,	
	2003	2002
Registered investment companies		
Morgan Stanley Liquid Asset	\$ 4,291,295	\$ 2,951,223
Calvert Income A	\$ 2,638,300	\$ 2,101,074
Morgan Stanley S&P 500 Index A	\$ 3,974,517	\$ 3,065,138
Van Kampen Comstock A	\$ 2,259,440	\$ 1,437,511
Oppenheimer Intl Growth A	\$ 1,787,236	\$ 776,686
Davis New York Venture A	\$ 2,518,710	\$ 1,821,373
Lithia Motors, Inc. Class A Common Stock	\$ 4,219,225	\$ 2,733,436

During 2003, the Plan's investments, including gains and losses on investments bought and sold, as well as held during the period, appreciated in value as follows:

Registered investment companies	\$ 4,951,893
Lithia Motors, Inc. Class A Common Stock	2,617,100
	\$ 7,568,993

NOTE 6 - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500:

	December 30,	
	2003	2002
Net assets available for benefits per the financial statements	\$ 34,319,530	\$ 23,348,742
Plus employer contributions received by the Plan during 2003 not accrued on Schedule H of Form 5500	(497,711)	(894,113)
Excess participant contributions payable not accrued on Schedule H of Form 5500	82,943	-
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 33,904,762</u>	<u>\$ 22,454,629</u>

The following is a reconciliation of employer contributions per the financial statements for the year ended December 30, 2003 to Schedule H of Form 5500 as the Form 5500 is prepared on a cash basis while the financial statements are prepared on the accrual basis of accounting:

Employer contributions per the financial statements	\$ 497,711
Plus employer contributions received by the Plan during 2003 not accrued on Schedule H of Form 5500	894,113
Less accrued employer contributions for 2003 not received by the Plan and not accrued on Schedule H of Form 5500	<u>(497,711)</u>

Employer contributions per Schedule H
of Form 5500

\$ 894,113

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LITHIA MOTORS, INC.
SALARY REDUCTION PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 6 - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500 (continued)

The following is a reconciliation of participant contributions per the financial statements for the year ended December 30, 2003 to Schedule H of Form 5500:

Participant contributions per the financial statements	\$ 5,534,693
Plus excess participant contributions payable not accrued on Schedule H of Form 5500	82,943
	<hr/>
Participant contributions per Schedule H of Form 5500	\$ 5,617,636

NOTE 7 - FISCAL YEAR CHANGE

Effective December 2003, the Plan changed from a fiscal year end of December 30 to December 31.

NOTE 8 - EXCESS PARTICIPANT CONTRIBUTIONS

Contributions received from participants for 2003 are net of payments of \$82,943 made in March 2004 to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan.

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SUPPLEMENTAL SCHEDULE

LITHIA MOTORS, INC.
SALARY REDUCTION PROFIT SHARING PLAN

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SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN 93-0572810 PN 003

(a)	(b) Identify of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
		28,473.9898		
*	AIM Balanced A	Registered Investment Company shares	N/A	\$ 680,528
		39,052.7398		
*	Morgan Stanley American Opp. A	Registered Investment Company shares	N/A	880,249
		108,646.5842		
*	Oppenheimer Intl. Growth A	Registered Investment Company shares	N/A	1,787,236
		52,902.2357		
*	ING Small Cap Opport. A	Registered Investment Company shares	N/A	1,233,680
		99,716.3753		
*	Morgan Stanley Information A	Registered Investment Company shares	N/A	1,014,116
		4,291,294.9839		
*	Morgan Stanley Liquid Asset	Registered Investment Company shares	N/A	4,291,295
		331,209.7447		
*	Morgan Stanley S&P 500 Index A	Registered Investment Company shares	N/A	3,974,517
		39,816.9095		
*	Morgan Stanley Total Return A	Registered Investment Company shares	N/A	578,938
		119,221.4943		
*	Morgan Stanley US Govt. Sec. A	Registered Investment Company shares	N/A	1,098,030
		134,452.1625		
*	Van Kampen Aggressive Growth A	Registered Investment Company shares	N/A	1,661,829
		141,835.5362		
*	Van Kampen Comstock A	Registered Investment Company shares	N/A	2,259,440
		75,524.4840		
*	Van Kampen Emerging Markets A	Registered Investment Company shares	N/A	887,413
		154,829.7848		
*	Calvert Income A	Registered Investment Company shares	N/A	2,638,300
		157,010.9532		
*	Eaton Vance World Health A	Registered Investment Company shares	N/A	1,568,539
		91,556.1462		
*	Davis New York Venture A	Registered Investment Company shares	N/A	2,518,710
		92,202.6497		
*	Alger Capital Appreciation Instl. A	Registered Investment Company shares	N/A	1,046,500
		232,104.8352		
*	Lithia Motors Co Stock	Other Investments shares	N/A	4,219,225
	Participant Loans	Interest Rates (5.0% to 10.5%)	-0-	1,566,218
				\$ 33,904,762

N/A - Cost is not applicable as these are participant directed investments.

* - Party in interest to the Plan

SIGNATURE PAGE

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.

Date: June 9, 2004 LITHIA MOTORS, INC.
 SALARY REDUCTION PROFIT SHARING PLAN
 TRUST
 By: /s/ Linda Ganim
 Linda Ganim, Trustee

Exhibit 23.1

INDEPENDENT AUDITOR'S CONSENT

We consent to the incorporation by reference in Registration Statement No. 333-43593 of Lithia Motors, Inc. on Form S-8 of our report dated April 30, 2004 appearing in this Annual Report on Form 11-K of the Lithia Motors, Inc. Salary Reduction Profit Sharing Plan for the year ended December 30, 2003.

/s/ Moss Adams LLP

Medford, Oregon
June 7, 2004
