CASCADE NATURAL GAS CORP
Form 10-Q
August 12, 2003

FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2003

Commission file number: 1-7196

CASCADE NATURAL GAS CORPORATION

(Exact name of Registrant as specified in its charter)

Washington	**91-0599090**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
222 Fairview Avenue North, Seattle, WA	**98109**
(Address of principal executive offices)	(Zip code)
(Registrant s telephone number including area code)	**(206) 624-3900**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No o

Indicate the number of shares outstanding of each of the registrant s classes of common stock, as of the latest practicable date.

Title	Outstanding
Common Stock, Par Value $1 per Share	11,105,778 as of July 31, 2003

CASCADE NATURAL GAS CORPORATION

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PART I. Financial Information

Item 1. Financial Statements

CASCADE NATURAL GAS CORPORATION

CONSOLIDATED CONDENSED STATEMENTS OF INCOME

(unaudited)

		THREE MONTHS ENDED		NINE MONTHS ENDED	
		Jun 30, 2003	Jun 30, 2002	Jun 30, 2003	Jun 30, 2002
		(thousands except per share data)			
Operating revenues		$ 53,793	$ 56,815	$ 263,575	$ 281,938
Less:	Gas purchases	32,652	38,509	169,481	186,792
	Revenue taxes	3,813	4,053	17,610	18,794
Operating margin		17,328	14,253	76,484	76,352
Cost of operations:					
Operating expenses		11,953	9,854	33,063	30,815
Depreciation and amortization		3,846	3,746	11,466	11,144
Property and payroll taxes		1,450	1,290	4,258	4,123
		17,249	14,890	48,787	46,082
Income (loss) from operations		79	(637)	27,697	30,270
Less interest and other deductions - net		3,197	3,224	9,508	9,372
Income (loss) before income taxes		(3,118)	(3,861)	18,189	20,898
Income taxes		(1,138)	(1,409)	6,639	7,628
Net income (loss)		(1,980)	(2,452)	11,550	13,270
Weighted average common shares outstanding		11,086	11,045	11,063	11,045
Net earnings (loss) per common share,					
Basic		$ (0.18)	$ (0.22)	$ 1.04	$ 1.20
Diluted		$ (0.18)	$ (0.22)	$ 1.04	$ 1.20
Cash dividends per share		$ 0.24	$ 0.24	$ 0.72	$ 0.72

The accompanying notes are an integral part of these financial statements

CASCADE NATURAL GAS CORPORATION

CONSOLIDATED CONDENSED BALANCE SHEETS

(Dollars in Thousands)

	Jun 30, 2003 (Unaudited)	Sep 30, 2002
ASSETS		
Utility Plant, net of accumulated depreciation of $224,757 and $213,476	$ 296,655	$ 291,650
Construction work in progress	8,567	7,974
	305,222	299,624
Other Assets:		
Investments in non-utility property	202	202
Notes receivable, less current maturities	117	127
	319	329
Current Assets:		
Cash and cash equivalents	18,879	3,688
Accounts receivable and current maturities of notes receivable, less allowance of $1,012 and $1,126 for doubtful accounts	16,329	14,547
Materials, supplies and inventories	7,375	14,556
Prepaid expenses and other assets	3,599	6,515
Deferred income taxes	1,634	1,648
	47,816	40,954
Deferred Charges		
Gas cost changes	10,129	18,788
Other	7,480	7,968
	17,609	26,756
	$ 370,966	$ 367,663

The accompanying notes are an integral part of these financial statements

CASCADE NATURAL GAS CORPORATION

CONSOLIDATED CONDENSED BALANCE SHEETS

(Dollars in Thousands)

	Jun 30, 2003 (Unaudited)	Sep 30, 2002
COMMON SHAREHOLDERS EQUITY AND LIABILITIES		
Common Shareholders Equity:		
Common stock, par value $1 per share Authorized 15,000,000 shares Issued and outstanding 11,100,766, and 11,045,095 shares	$ 11,101	$ 11,045
Additional paid-in capital	98,345	97,360
Accumulated other comprehensive income (loss)	(11,748)	(11,748)
Retained earnings	21,100	17,524
	118,798	114,181
Long-term Debt	164,930	164,930
Current Liabilities:		
Accounts payable	12,178	12,597
Property, payroll and excise taxes	4,659	5,777
Dividends and interest payable	5,481	7,872
Other current liabilities	7,674	9,466
	29,992	35,712
Deferred Credits and Other	57,246	52,840
Commitments and Contingencies		
	$ 370,966	$ 367,663

The accompanying notes are an integral part of these financial statements

CASCADE NATURAL GAS CORPORATION

CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS

(Unaudited)

	NINE MONTHS ENDED (dollars in thousands)	
	Jun 30, 2003	**Jun 30, 2002**
Operating Activities		
Net income	$ 11,550	$ 13,270
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	11,466	11,144
Deferrals of gas cost changes	3,391	7,832
Amortization of gas cost changes	5,268	7,365
Other deferrals and amortizations	2,692	(1,638)
Deferred income taxes and tax credits - net	1,992	931
Change in current assets and liabilities	2,595	1,070
Net cash provided by operating activities	38,954	39,974
Investing Activities		
Capital expenditures	(17,553)	(14,353)
Customer contributions in aid of construction	713	134
Other	10	55
Net cash used by investing activities	(16,830)	(14,164)
Financing Activities		
Proceeds from long-term debt, net		38,740
Repayment of long-term debt		(30)
Proceeds from issuance of stock, net	1,041	
Changes in notes payable and commercial paper, net		(40,000)
Dividends paid	(7,974)	(7,953)
Net cash used by financing activities	(6,933)	(9,243)
Net Increase in Cash and Cash Equivalents	15,191	16,567
Cash and Cash Equivalents		
Beginning of year	3,688	422
End of period	$ 18,879	$ 16,989

The accompanying notes are an integral part of these financial statements

CASCADE NATURAL GAS CORPORATION

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

THREE AND NINE MONTHS ENDED JUNE 30, 2003

The preceding statements were taken from the books and records of the Company and reflect all adjustments which are, in the opinion of management, necessary for a fair statement of the results for the interim periods. All adjustments were of a normal and recurring nature. Because of the highly seasonal nature of the natural gas distribution business, earnings or loss for any portion of the year are disproportionate in relation to the full year.

Reference is directed to the Notes to Consolidated Financial Statements contained in the 2002 Annual Report on Form 10-K for the fiscal year ended September 30, 2002, and comments included therein under Management s Discussion and Analysis of Financial Condition and Results of Operations .

Earnings Per Share.

The following table sets forth the calculation of earnings per share as prescribed in Statement of Financial Accounting Standards (FAS) No. 128.

	Quarter Ended June 30		Nine Months Ended June 30	
	2003	2002	2003	2002
	(in thousands except per-share data)			
Net income (loss)	$ (1,980)	$ (2,452)	$ 11,550	$ 13,270
Weighted average shares outstanding	11,086	11,045	11,063	11,045
Basic earnings per share	$ (0.18)	$ (0.22)	$ 1.04	$ 1.20
Weighted average shares outstanding	11,086	11,045	11,063	11,045
Plus: Issued on assumed exercise of stock options	16	26	17	25
Weighted average shares outstanding assuming dilution	11,102	11,071	11,080	11,070
Diluted earnings per share	$ (0.18)	$ (0.22)	$ 1.04	$ 1.20

Stock-Based Compensation

The Company accounts for stock-based compensation using Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees . Under this method, compensation cost is recognized on the excess, if any, of the market price of the stock at grant date over the exercise price of the option. The exercise price of each grant issued by the Company was equal to the market price at the respective grant date, therefore no compensation expense has been recorded in connection with stock option grants. Under FAS No. 123, Accounting for Stock-Based Compensation, compensation expense is determined based on the fair value of the award and is recognized over the vesting period. Had compensation expense been measured in accordance with FAS 123, the Company s net income and earnings per share would have been as follows:

	Quarter Ended June 30		Nine Months Ended June 30	
	2003	2002	2003	2002
	(in thousands except per-share data)			
Amounts as reported, reflecting stock-based employee compensation cost determined under APB No. 25:				
Stock-based employee compensation cost, net of tax effect	$	$	$	$
Net income (loss)	$ (1,980)	$ (2,452)	$ 11,550	$ 13,270
Basic earnings (loss) per share	$ (0.18)	$ (0.22)	$ 1.04	$ 1.20
Diluted earnings (loss) per share	$ (0.18)	$ (0.22)	$ 1.04	$ 1.20
Proforma amounts, reflecting stock-based employee compensation cost as if determined under fair value (FAS 123) method:				
Stock-based employee compensation cost, net of tax effect	$ 27	$ 32	$ 82	$ 83
Net income (loss)	$ (2,007)	$ (2,484)	$ 11,468	$ 13,187
Basic earnings (loss) per share	$ (0.18)	$ (0.22)	$ 1.04	$ 1.19
Diluted earnings (loss) per share	$ (0.18)	$ (0.22)	$ 1.03	$ 1.19

Commitments and Contingencies

Environmental Matters

There are two claims against the Company for as yet unknown costs for clean up of alleged environmental contamination related to manufactured gas plant sites that were previously operated by companies, which were subsequently merged into Cascade.

The first claim was received in 1995, and relates to a site in Oregon. An investigation has shown that contamination does exist, but there is currently not enough information available to estimate the potential liability associated with this claim. It is expected that other parties will participate in the clean up costs. Through the end of the fiscal year the amounts spent, primarily on investigation and containment, have been immaterial.

The second claim was received in 1997, and relates to a site in Washington. An investigation has determined there is evidence of contamination at the site, but there is also evidence of an oil line crossing the property, operated by an unrelated party, which may have also contributed to the contamination. There is currently not enough information available to estimate the potential liability associated with this claim. The party who originally made this claim has not been actively pursuing it.

Management intends to pursue reimbursement from its insurance carriers, and recovery from its customers through increased rates, for any remediation costs for which the Company is determined to be liable. There is precedent for such recovery through increased rates, as both the Washington Utilities and Transportation Commission (WUTC) and the Oregon Public Utilities Commission (OPUC) have previously allowed regulated utilities to increase customer rates to recover similar costs.

Litigation and Other Contingencies

Various lawsuits, claims, and contingent liabilities may arise from time to time from the conduct of the Company s business.

Settlement in Fatality Case: In the fourth quarter of fiscal 2002 a fatal accident occurred involving facilities owned by the Company, located on the property of one of the Company s commercial customers. In December 2002 a settlement of all plaintiffs claims was agreed to in consideration of a $750,000 payment. The Company and its co-defendant have each paid $375,000, and have agreed to resolve the allocation of the total settlement payment between them in future negotiations or proceedings.

No claims now pending, including those mentioned in preceding paragraphs, in the opinion of management, are expected to have a material effect on the Company s financial position, results of operations, or liquidity.

New Accounting Standards

Effective October 1, 2002, the Company adopted accounting standards prescribed under FAS Nos. 142, 143, 144, and 145, the effects of which are described in the following paragraphs.

FAS No. 142, *Goodwill and Other Intangible Assets.* This standard addresses how intangible assets that are acquired individually or with a group of other assets should be accounted for in financial statements upon their acquisition. This Statement also addresses how goodwill and other intangible assets should be accounted for after they have been initially recognized in the financial statements. Adoption of this standard did not have an impact on the Company s financial statements.

FAS No. 143, *Accounting for Asset Retirement Obligations.* This standard requires companies to record a liability to recognize future obligations to remove assets. The Company has reviewed its franchises and significant easements and other documents to determine whether any include provisions requiring removal of assets. No significant obligations have been identified, and adoption of this standard did not have a significant impact on the Company s financial statements.

FAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets.* This standard provides for the recognition and measurement of an impairment loss if it is determined the carrying amount of a long-lived asset is not recoverable, and exceeds its fair value. It also identifies events or changes in circumstances that would require a test for recoverability. Adoption of this standard did not have a significant impact on the Company s financial statements.

FAS No. 145, *Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections.* Adoption of this standard did not have an impact on the Company s financial statements.

The Company has subsequently adopted FAS Nos. 146 and 148, and FASB Interpretation Nos. 45 and 46, as follows:

The FASB has issued FAS No. 146, titled *Accounting for Costs Associated with Exit or Disposal Activities.* This standard is effective for exit or disposal activities initiated after December 31, 2002, and has been adopted by the Company effective January 1, 2003. Adoption of this standard did not have an impact on the Company s financial statements.

On December 31, 2002, the Financial Accounting Standards Board (FASB) issued FAS No. 148, *Accounting for Stock-Based Compensation Transition and Disclosure* This Statement amends FASB Statement No. 123, *Accounting for Stock-Based Compensation,* to provide alternative methods of transition for companies that voluntary change to the fair-value-based method of accounting for stock-based employee compensation. In addition, this Statement amends the disclosure requirements of Statement 123 to require prominent disclosures in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. The Company has adopted the quarterly disclosures under this standard, as reflected above under **Stock-Based Compensation** .

In November 2002, the FASB issued Interpretation 45, *Guarantor s Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others* . The Interpretation elaborates on the existing disclosure requirements for most guarantees, including loan guarantees such as standby letters of credit. It also clarifies that at the time a company issues a guarantee, the company must recognize an initial liability for the fair value, or market value, of the obligations it assumes under the guarantee and must disclose that information in its interim and annual financial statements. The provisions related to recognizing a liability at inception of the guarantee for the fair value of the guarantor s obligations does not apply to product warranties or to guarantees accounted for as derivatives. The initial recognition and initial measurement provisions apply on a prospective basis to guarantees issued or modified after December 31, 2002. Adoption of this standard as of January 1, 2003 did not have an impact on the Company s financial statements.

In January 2003, the FASB issued Interpretation 46, *Consolidation of Variable Interest Entities.* The Interpretation addresses consolidation by business enterprises of variable interest entities which have one or both of the following characteristics:

1) The equity investment at risk is not sufficient to permit the entity to finance its activities without additional subordinated financial support from other parties, which is provided through other interests that will absorb some or all of the expected losses of the entity.

2) The equity investors lack one or more of the following essential characteristics of a controlling financial interest:

a. The direct or indirect ability to make decisions about the entity s activities through voting rights or similar rights

b. The obligation to absorb the expected losses of the entity if they occur, which makes it possible for the entity to finance its activities

c. The right to receive the expected residual returns of the entity if they occur, which is the compensation for the risk of absorbing the expected losses.

Adoption of Interpretation 46 as of February 1, 2003 did not have an impact on the Company s financial statements.

FAS No. 149. In April 2003 the FASB issued FAS No. 149, entitled *Amendment of Statement 133 on Derivative Instruments and Hedging Activities* This Statement amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts (collectively referred to as derivatives) and for hedging activities under FAS No. 133, *Accounting for Derivative Instruments and Hedging*

Activities, and is effective for contracts entered into or modified after June 30, 2003. The Company has not completed its evaluation of the impact of FAS No. 149, but because the Company s financial statements do not include any derivative assets or liabilities, it does not believe adoption of the standard will have an impact on its financial statements.

FAS No. 150. In May 2003, the FASB issued FAS No. 150, entitled *Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity* . This statement is effective for financial instruments entered into or modified after May 31, 2003, and is otherwise effective at the beginning of the first interim period beginning after June 15, 2003. The Company has no financial instruments affected by FAS No. 150, therefore adoption by the Company as of July 1, 2003 will not impact the Company s financial statements.

Enron Contract Termination

During fiscal 2002, Cascade terminated two contracts for the purchase of gas from Enron based upon Enron s insolvency and concerns about its ability to perform. Enron Canada, the supplier for one of the contracts, disputed the Company s position and claimed $3.4 million in termination charges. Recognizing the complexity of the issues and the uncertainties of potential litigation, the Company recorded a charge to earnings of $2.8 million in fiscal 2002. In December 2002, the bankruptcy estate of Enron asserted a claim of $1.4 million as a termination payment for the second contract, of which Enron North America was the supplier. Based upon an assessment of both Enron claims made after investigation of the Enron North America demands, Cascade recorded an additional charge of $865,000 in fiscal 2003 second quarter. In the third quarter, Cascade reached a settlement with Enron that fully resolved all claims. The settlement had no impact on third quarter earnings.

Retirement Plan Changes

As part of a comprehensive review of its employee benefits costs, in the third quarter of fiscal 2003 the Company announced changes in its retirement plans for non-bargaining-unit employees. Effective October 1, 2003, employees will no longer accrue benefits under the defined benefit pension and executive supplemental retirement plans. Benefits accrued as of that point will be frozen for employees. Subsequent benefits will be in the form of contributions to the existing Employee Savings Plan and Retirement Trust (401(k) Plan). In addition to the existing match for employee contributions the Company will contribute 4% of eligible salaries, and a 1% to 4% transition contribution, to employee retirement accounts. Additionally, there will be annually determined profit-sharing contributions based on achieving established targets. The defined benefit retirement plan remains unchanged for bargaining-unit employees. The Company s retiree medical plan has also changed, with the addition of participant contributions beginning January 1, 2004.

The revisions to the defined benefit plans constitute plan curtailments under FAS No. 88, *Employers Accounting for Settlements and Curtailments of Defined Benefit Pension Plans and for Termination Benefits.* Therefore, the company recorded a charge to operating expense of $1,451,000 in the third quarter as a curtailment loss associated with unrecognized prior service cost and transition obligation.

With the announcement of these plan changes, the Company s fiscal 2003 expense under these plans was re-measured as of May 1, 2003. Re-measured benefits expense for fiscal 2003, excluding the above mentioned curtailment loss, decreased $898,000 compared to previously measured 2003 expense. Of this reduction, $359,000 was realized in the third quarter. Reflected in the re-measured expense is a reduction in the discount rate assumption, from 6.75% at October 1, 2002, to 6.25% at May 1, 2003.

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

The following is management s assessment of the Company s financial condition and a discussion of the principal factors that affected consolidated results of operations and cash flows for the three-month and nine-month periods ended June 30, 2003 and June 30, 2002.

CRITICAL ACCOUNTING POLICIES

The Company s financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). In following GAAP, management exercises judgment in selection and application of accounting principles. Management considers Critical Accounting Policies to be those where different assumptions regarding application could result in material differences in financial statements.

Revenue Recognition

The Company recognizes operating revenues based on deliveries of gas and other services to customers. This includes estimated revenues for gas delivered but not billed to residential and commercial customers from the latest meter reading date to the end of the accounting period.

Regulatory Accounting

The Company s accounting policies and practices are generally the same as used by unregulated companies for financial reporting under GAAP. However, Statement of Financial Accounting Standards (FAS) No. 71, *Accounting for the Effects of Certain Types of Regulation* , requires regulated companies to apply accounting treatment to reflect the financial impact of regulation. For example, in establishing the rates to be charged to the Company s retail customers, the Washington Utilities and Transportation Commission (WUTC) and the Oregon Public Utility Commission (OPUC) may not allow the Company to charge its customers for recovery of certain expenses in the same period they are incurred. Instead, rates are established in the future to recover costs that were incurred in a prior period. In this situation, FAS No. 71 requires the Company to defer these costs and include them as regulatory assets on the balance sheet. In the subsequent period when these costs are recovered from customers, the Company then amortizes these costs as expense in the income statement, in an amount equivalent to the amounts recovered. Similarly, certain revenue items, or cost reductions may be deferred as regulatory liabilities, which are later amortized to the income statement as customer rates are reduced.

In order to apply the provisions of FAS No. 71, the following conditions must apply:

An independent regulator approves the Company s customer rates.

The rates are designed to recover the company s costs of providing the regulated services or products.

There is sufficient demand for the regulated service to reasonably assure that rates can be set at a level to recover the costs.

The Company periodically assesses whether conditions merit the continued applicability of FAS No. 71. In the event the Company should determine in the future that all or a portion of its regulatory assets and liabilities no longer meet the above criteria, it would be required to write off the related balances of its regulatory assets and liabilities, and reflect the write off in its income statement. At June 30, 2003 there were $14,465,000 of regulatory assets included in Deferred Charges, and $6,137,000 of regulatory liabilities included in Deferred Credits and Other.

Use of Estimates

The preparation of financial statements in conformity with GAAP 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 revenues and expenses during the reporting period. The Company has used estimates in measuring certain deferred charges and deferred credits related to items subject to approval of the WUTC and the OPUC. Estimates are also used in the development of discount rates and trend rates related to the measurement of retirement benefit obligations and accrual amounts, allowances for doubtful accounts, estimates of unbilled revenue, accruals necessary for contingencies, and in the determination of depreciable lives of utility plant. On an ongoing basis, management evaluates the estimates used, based on historical experience, current conditions and on various other assumptions believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

Derivatives

The company records derivative transactions according to the provisions of FAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, as amended by FAS No. 138, *Accounting for Certain Derivative Instruments and Certain Hedging Activities*. These standards require that the fair value of all derivative financial instruments be recognized as either assets or liabilities on the Company s balance sheet. Changes during a period in the fair value of a derivative instrument would be included in earnings or other comprehensive income for the period.

The Company did not enter into derivative transactions during the first three quarters of fiscal 2003, and as of June 30, 2003, does not have any derivative assets or liabilities. The Company s contracts for purchase of natural gas are not derivative instruments because they are considered normal purchases under the provisions of FAS Nos. 133 and 138.

NEW ACCOUNTING STANDARDS

Effective October 1, 2002, the Company adopted accounting standards prescribed under FAS Nos. 142, 143, 144, and 145, the effects of which are described in the following paragraphs.

FAS No. 142, Goodwill and Other Intangible Assets. This standard addresses how intangible assets that are acquired individually or with a group of other assets should be accounted for in financial statements upon their acquisition. This Statement also addresses how goodwill and other intangible assets should be accounted for after they have been initially recognized in the financial statements. Adoption of this standard did not have an impact on the Company s financial statements.

FAS No. 143, Accounting for Asset Retirement Obligations. This standard requires companies to record a liability to recognize future obligations to remove assets. The Company has reviewed its franchises and significant easements and other documents to determine whether any include provisions requiring removal of assets. No significant obligations have been identified, and adoption of this standard did not have a significant impact on the Company s financial statements.

FAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. This standard provides for the recognition and measurement of an impairment loss if it is determined the carrying amount of a long-lived asset is not recoverable, and exceeds its fair value. It also identifies events or changes in circumstances that would require a test for recoverability. Adoption of this standard did not have a significant impact on the Company s financial statements.

FAS No. 145, Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections. Adoption of this standard did not have an impact on the Company s financial statements.

The Company has subsequently adopted FAS Nos. 146 and 148, and FASB Interpretation Nos. 45 and 46, as follows:

The FASB has issued FAS No. 146, titled *Accounting for Costs Associated with Exit or Disposal Activities.* This standard is effective for exit or disposal activities initiated after December 31, 2002, and has been adopted by the Company effective January 1, 2003. Adoption of this standard did not have an impact on the Company s financial statements.

On December 31, 2002, the FASB issued FAS No. 148, *Accounting for Stock-Based Compensation Transition and Disclosure* This Statement amends FASB Statement No. 123, *Accounting for Stock-Based Compensation,* to provide alternative methods of transition for companies that voluntary change to the fair-value-based method of accounting for stock-based employee compensation. In addition, this Statement amends the disclosure requirements of Statement 123 to require prominent disclosures in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. The Company has adopted the quarterly disclosures under this standard, as reflected in the financial statement footnotes under **Stock-Based Compensation** .

In November 2002, the FASB issued Interpretation 45, *Guarantor s Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others* . The Interpretation elaborates on the existing disclosure requirements for most guarantees, including loan guarantees such as standby letters of credit. It also clarifies that at the time a company issues a guarantee, the company must recognize an initial liability for the fair value, or market value, of the obligations it assumes under the guarantee and must disclose that information in its interim and annual financial statements. The provisions related to recognizing a liability at inception of the guarantee for the fair value of the guarantor s obligations does not apply to product warranties or to guarantees accounted for as derivatives. The initial recognition and initial measurement provisions apply on a prospective basis to guarantees issued or modified after December 31, 2002. Adoption of this standard as of January 1, 2003 did not have an impact on the Company s financial statements.

In January 2003, the FASB issued Interpretation 46, *Consolidation of Variable Interest Entities.* The Interpretation addresses consolidation by business enterprises of variable interest entities which have one or both of the following characteristics:

1) The equity investment at risk is not sufficient to permit the entity to finance its activities without additional subordinated financial support from other parties, which is provided through other interests that will absorb some or all of the expected losses of the entity.

2) The equity investors lack one or more of the following essential characteristics of a controlling financial interest:

a. The direct or indirect ability to make decisions about the entity s activities through voting rights or similar rights

b. The obligation to absorb the expected losses of the entity if they occur, which makes it possible for the entity to finance its activities

c. The right to receive the expected residual returns of the entity if they occur, which is the compensation for the risk of absorbing the expected losses.

Adoption of Interpretation 46 as of February 1, 2003 did not have an impact on the Company s financial statements.

FAS No. 149. In April 2003 the FASB issued FAS No. 149, entitled *Amendment of Statement 133 on Derivative Instruments and Hedging Activities* This Statement amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts (collectively referred to as derivatives) and for hedging activities under FAS No. 133, *Accounting for Derivative Instruments and Hedging Activities,* and is effective for contracts entered into or modified after June 30, 2003. The Company has not completed its evaluation of the impact of FAS No. 149, but because the Company s financial statements do not include any derivative assets or liabilities, it does not believe adoption of the standard will have an impact on its financial statements.

FAS No. 150. In May 2003, the FASB issued FAS No. 150, entitled *Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity* . This statement is effective for financial instruments entered into or modified after May 31, 2003, and is otherwise effective at the beginning of the first interim period beginning after June 15, 2003. The Company has no financial instruments affected by FAS No. 150, therefore adoption by the Company as of July 1, 2003 will not impact the Company s financial statements.

RESULTS OF OPERATIONS

Net loss for the third quarter of fiscal 2003 (quarter ended June 30, 2003) was $1,980,000, or $0.18 per share, basic and diluted, compared to a net loss of $2,452,000, or $0.22 per share, basic and diluted, for the quarter ended June 30, 2002. For the nine-month period ended June 30, 2003, net income was $11,550,000, or $1.04 per share, basic and diluted, compared to $13,270,000, or $1.20 per share, basic and diluted, for the nine months ended June 30, 2002. Primary factors influencing both the quarter and year-to-date comparisons include contract termination charges as well as charges associated with changes in employee benefit plans, as further explained in the following paragraphs.

Operating Margin

Residential and Commercial Margin. Operating margins derived from sales to residential and commercial customers were as set forth in the following table:

	Third Quarter of Fiscal 2003	2002	Percent Change	Year to Date June 30 2003	2002	Percent Change
	(dollars in thousands)			(dollars in thousands)		
Degree Days	826	840	-1.7%	4,902	5,229	-6.3%
Average Number of Customers						
Residential	177,978	170,289	4.5%	177,246	169,681	4.5%
Commercial	28,984	28,329	2.3%	28,904	28,287	2.2%
Average Therm Usage per Customer						
Residential	114	114	0.0%	638	702	-9.1%
Commercial	591	608	-2.8%	3,078	3,381	-9.0%
Operating Margin						
Residential	$ 6,945	$ 6,399	8.5%	$ 33,485	$ 34,317	-2.4%
Commercial	3,786	3,786	0.0%	18,661	19,687	-5.2%

For the quarter ended June 30, 2003, operating margin from sales to residential and commercial customers increased $546,000 from the same period last year. The addition of 8,344 new residential and commercial customers, a 4.2% growth rate, was the primary factor in the increase in margin.

For the nine-month period, the warm winter weather in fiscal 2003 affected consumption, resulting in a $3,968,000 decline in margin, partially offset by $2,232,000 from the addition of new customers.

Electric Generation Margin. Margin derived from electric generation customers declined $59,000 for the quarter and $819,000 year to date. The decline can be attributed to the effects of the slow economy and weather conditions on the demand for electricity, as well as on increased availability of hydroelectric resources in 2003.

Industrial and Other Margin. Total Industrial and Other Margin, excluding electric generation margin, was $5,296,000 for the third quarter of fiscal 2003, compared to $2,113,000 for the comparable 2002 period. Margin in the third quarter of 2002 included a charge of $2,800,000 in connection with terminating a gas supply contract with Enron. Excluding that charge, margin from these customers increased $383,000 over the third quarter of fiscal 2002, including $124,000 from distribution and related services, and $259,000 from higher gas management service revenue. A significant portion of gas management service margins is derived from arranging gas supplies for these customers. As these arrangements expire and new ones are entered into, margins will fluctuate.

On a year-to-date basis, total Industrial and Other Margin, excluding electric generation margin, increased $3,732,000. Affecting the comparison were charges in connection with terminating gas supply contracts with Enron, including $2,800,000 in third quarter of 2002, and $865,000 in second quarter of

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2003. Excluding those charges, the margin increase was $1,797,000, including $511,000 from distribution and related services, and $1,286,000 from higher gas management service revenue.

Enron Settlement. During fiscal 2002, Cascade terminated two contracts for the purchase of gas from Enron based upon Enron s insolvency and concerns about its ability to perform. Enron Canada, the supplier for one of the contracts, disputed the Company s position and claimed $3.4 million in termination charges. Recognizing the complexity of the issues and the uncertainties of potential litigation, the Company recorded a charge to earnings of $2.8 million in fiscal 2002. In December 2002, the bankruptcy estate of Enron asserted a claim of $1.4 million as a termination payment for the second contract, of which Enron North America was the supplier. Based upon an assessment of both Enron claims made after investigation of the Enron North America demands, Cascade recorded an additional charge of $865,000 in the fiscal 2003 second quarter. During the third quarter of fiscal 2003, the Company reached settlements that fully resolved all Enron claims. The settlement had no impact on third quarter earnings.

Cost of Operations

Cost of operations for the quarter ended June 30, 2003, which consists of operating expenses, depreciation and amortization, and property and payroll taxes, increased $2,359,000 (15.8%) for the quarter and $2,705,000 (5.9%) year to date, compared to the prior year.

Operating Expenses, which are primarily labor and benefits expenses, increased $2,099,000 for the quarter. The primary factor contributing to this increase was a charge of $1,451,000 related to changes in the Company s employee pension and executive supplemental retirement plans. This charge was required under FAS No. 88, *Employers Accounting for Settlements and Curtailments of Defined Benefit Pension Plans and for Termination Benefits.* Also contributing to the increase in operating expenses is a $647,000 increase in purchased services, stemming primarily from consulting charges related to two projects, the Company s review of its benefit plans, and to prepare the Company for the compliance requirements of the Sarbanes-Oxley Act.

On a year-to-date basis, total operating expenses increased $2,248,000, with the primary factors being the same as for the quarterly comparisons, as well as a charge of $375,000 for settling a personal injury claim. A $250,000 personal injury settlement paid in fiscal 2002 also affected the year-to-date comparisons.

Depreciation and Amortization increased $100,000 for the quarter and $322,000 year to date, over the 2002 periods, primarily as a result of increases in depreciable gas distribution system assets.

Property and Payroll Taxes increased $160,000 for the quarter and $135,000 year to date due primarily to higher property taxes reflecting higher assessments associated with increases in gas distribution system assets.

Interest and Other Deductions Net

Interest and other deductions   net, for the quarter was $27,000 lower for the quarter. Year-to-date non-operating expense was up $136,000 due primarily to issuing $40 million of 7.50% 30-year debt in November 2001. The long-term debt replaced lower interest short-term debt.

LIQUIDITY AND CAPITAL RESOURCES

The seasonal nature of the Company s business creates short-term cash requirements to finance customer accounts receivable and construction expenditures. To provide working capital for these requirements, the Company has a $50,000,000 bank revolving credit commitment. This agreement has an annual 0.16% commitment fee, and a term that expires in 2004. The Company also has a $10,000,000 uncommitted bank credit line. As of June 30, 2003, there was no outstanding debt under these credit lines.

To provide longer-term financing, the Company in 2001 filed an omnibus registration statement under the Securities Act of 1933 providing the ability to issue up to $150,000,000 of new debt and equity securities. On November 26, 2001, the Company issued $40,000,000 of 7.5% 30-year debt under the omnibus registration statement, leaving $110,000,000 available under that registration statement.

Because of the availability of short-term credit and the ability to issue long-term debt and additional equity, management believes it has adequate financial flexibility to meet its anticipated cash needs.

Retirement Plan Funding

Management, in consultation with its actuaries, has examined its retirement plan funding requirements and has concluded that based on existing actuarial assumptions, funding to the defined benefit plan is expected to be at $3,500,000 per year for the next three years. By comparison, funding in fiscal year 2002 was $4,024,000.

Operating Activities

Net cash provided by operating activities for the nine months ended June 30, 2003 was $38,954,000 compared to $39,974,000 for the comparable period last year, consistent with the decrease in net income from 2002.

Investing Activities

Cash used by investing activities for the nine months ended June 30, 2003 was $16,830,000, compared to $14,164,000 for the prior year s period. The increase is primarily related to higher expenditures for expansion of the gas distribution system and expenditures to remodel and upgrade two of the Company s district office buildings.

A project to install automated meter reading was approved in the third quarter, with a total cost of approximately $15,000,000 over 18 months. This project is expected to increase fiscal 2003 capital expenditures to approximately $30,000,000. These expenditures are not expected to require usage of the Company s $50 million credit line or to significantly affect long-term financing needs of the Company.

Financing Activities

Net financing activities for the nine months ended June 30, 2003 used $6,933,000, compared to $9,243,000 for the prior year. The primary financing activity during 2003 was the payment of dividends on common stock.

EMPLOYEE BENEFITS PLAN CHANGES

The Company has conducted a comprehensive review of its employee benefits plans, and in the third quarter of fiscal 2003 began to implement significant changes to its employee retirement plan, executive retirement plan and healthcare plans for both active employees and retirees. The changes will apply to the Company s non-bargaining-unit employees, and are designed to reduce benefits costs by an estimated $3.0 to $3.5 million per year, beginning in fiscal 2004. The changes are also designed to reduce future volatility in benefits expenses and facilitate management control over future cost increases, while retaining a benefits package management believes is competitive. Some cost reductions will occur in fiscal 2003, but these reductions are being offset by costs of implementing the changes, including the charge described below.

Some of the changes involve the Company s employee retirement plan and executive supplemental retirement plan. As of September 30, 2003 these defined benefit plans will stop accruing additional benefits. Instead, defined contribution plans will be used for benefits earned in the future. The revisions to the defined benefit plans constitute plan curtailments under FAS No. 88, *Employers Accounting for Settlements and Curtailments of Defined Benefit Pension Plans and for Termination Benefits.* Therefore, the company recorded a charge to operating expense of approximately $1,451,000 in the third quarter of fiscal 2003, as a curtailment loss associated with unrecognized prior service cost and transition obligation.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Cascade has evaluated its risk related to financial instruments whose values are subject to market sensitivity. The Company has fixed-rate debt obligations, but does not have derivative financial instruments subject to interest rate risk. Cascade makes interest and principal payments on these obligations in the normal course of its business, and does not plan to redeem these obligations prior to normal maturities, except to the extent required under the terms of the Company s $40 million note offering in the case of the death of individual owners of the notes.

The Company s natural gas purchase commodity prices are subject to fluctuations over time resulting from weather, congestion on interstate pipelines, and other unpredictable factors. The Company has fixed-price contracts covering a substantial portion of natural gas supply requirements of its core customers through September 2004. This strategy is followed to assure availability of adequate supplies to meet customer needs and to shield the Company and its core customers from price volatility. There is risk that market prices may fall below the price levels established in the contracts. However the WUTC and the OPUC support the Company s strategy, and have approved rates that reflect the recovery of the contracted prices. Thus the Company believes that regulatory policy, including Purchased Gas Adjustment mechanisms, assure the recovery of prudently incurred wholesale gas cost, and that the Company s commodity price risk is immaterial. Further, the Company does not engage in significant energy trading activities.

Item 4: Controls and Procedures

The Company maintains controls and procedures designed to ensure that required disclosure information in the reports the Company files or submits under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time period specified in the rules and forms of the Securities and Exchange Commission. Based upon their evaluation of those controls and procedures as of the end of the quarter covered by this report, the Chief Executive Officer and Chief Financial Officer of the Company concluded that the Company s disclosure controls and procedures were effective.

The Company made no significant changes in its internal controls or in other factors that could significantly affect those controls during the quarter covered by this report or subsequent to the date of the evaluation of those controls by the Chief Executive Officer and Chief Financial Officer.

FORWARD LOOKING STATEMENTS

Statements contained in this report that are not historical in nature are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are subject to risks and uncertainties that may cause actual future results to differ materially. Such risks and uncertainties with respect to the Company include, among others, its ability to successfully implement internal performance goals, competition from alternative forms of energy, consolidation in the energy industry, the failure or inability of key natural gas suppliers to honor their commitments, the capital-intensive nature of the Company s business, regulatory issues, including the need for adequate and timely rate relief to recover increased capital and operating costs resulting from customer growth and to sustain dividend levels, the weather, increasing competition brought on by deregulation initiatives at the federal and state regulatory levels, the potential loss of large volume industrial customers due to bypass or the shift by such customers to special competitive contracts at lower per unit margins, exposure to environmental cleanup requirements, and economic conditions, particularly in the Company s service area.

PART II. Other Information

Item 1. Legal Proceedings

Enron Contract Termination:

During fiscal 2002, Cascade terminated two contracts for the purchase of gas from Enron based upon Enron s insolvency and concerns about its ability to perform. Enron Canada, the supplier for one of the contracts, disputed the Company s position and claimed $3.4 million in termination charges. Recognizing the complexity of the issues and the uncertainties of potential litigation, the Company recorded a charge of $2.8 million in fiscal 2002. In December 2002, the bankruptcy estate of Enron asserted a claim of $1.4 million as a termination payment for the second contract, of which Enron North America was the supplier. Based upon an assessment of both Enron claims made after investigation of the Enron North America demands, Cascade recorded an additional charge of $865,000 in the fiscal 2003 second quarter. During the third quarter of fiscal 2003, the Company reached settlements that fully resolved all Enron claims.

Item 2. Changes in Securities

Under the terms of its bank credit agreement, the Company is required to maintain a minimum tangible net worth of $106,215,000 as of June 30, 2003. Under this agreement, approximately $16,988,000 was available for payment of dividends at June 30, 2003.

Item 5. Other Information

<u>Ratio of Earnings to Fixed Charges:</u>

		Twelve Months Ended			
6/30/2003	**9/30/2002**	**9/30/2001**	**9/30/2000**	**9/30/1999**	**9/30/1998**
2.05	2.27	3.39	3.12	3.00	2.42

For purposes of this calculation, earnings include income before income taxes, plus fixed charges. Fixed charges include interest expense and the amortization of debt issuance expenses. Refer to Exhibit 12 for the calculation of these ratios, as well as the ratio of earnings to fixed charges including preferred dividends.

Item 6. Exhibits and Reports on Form 8-K

a. Exhibits:

No.	Description
12	Computation of Ratio of Earnings to Fixed Charges
31	Certification Accompanying Periodic Report Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350)
32	Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

b. Reports on Form 8-K:

On July 25, 2003, the Company furnished a Report on Form 8-K dated July 18, 2003, to provide the information contained in its July 18 release of third quarter fiscal 2003 earnings.

SIGNATURE

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

CASCADE NATURAL GAS CORPORATION

By: /s/ J. D. Wessling .

J. D. Wessling
Sr. Vice President Finance and Chief Financial Officer
(Principal Financial Officer)

Date: August 12, 2003 .