

HORACE MANN EDUCATORS CORP /DE/

Form 11-K

June 25, 2004

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 11-K

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

(Mark One):

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

For the fiscal year ended December 31, 2003.

OR

TRANSITION REPORT PURSUANT TO SECTION 15 [d] OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

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

Commission file number 1-10890

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# **HORACE MANN SUPPLEMENTAL RETIREMENT AND SAVINGS PLAN**

(Full title of the Plan)

**HORACE MANN EDUCATORS CORPORATION**

**1 Horace Mann Plaza, Springfield, Illinois 62715**

**Registrant's telephone number, including area code:**

**(217) 789 - 2500**

(Name, Address and Telephone Number of Issuer)

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REQUIRED INFORMATION

Financial Statements:

Item 4. In lieu of the requirements of Items 1-3, audited statements and schedule are prepared in accordance with the requirements of ERISA for the Plan's fiscal years ended December 31, 2003 and 2002, and are presented on pages 2 through 14.

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Financial Statements and Supplemental Schedule

Horace Mann Service Corporation

Supplemental Retirement and Savings Plan

*Years ended December 31, 2003 and 2002*

*with Report of Independent Registered Public Accounting Firm*

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Horace Mann Supplemental

Retirement and Savings Plan

Financial Statements

and Supplemental Schedule

Years ended December 31, 2003 and 2002

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Report of Independent Registered Public Accounting Firm

Pension Committee and The Board of Directors

Horace Mann Educators Corporation

We have audited the accompanying statements of net assets available for benefits of Horace Mann Supplemental Retirement and Savings Plan as of December 31, 2003 and 2002, and the related statements 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 audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2003 and 2002, and the changes in its net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying schedule of assets (held at end of year) as of December 31, 2003, is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

Chicago, Illinois

May 7, 2004

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## Horace Mann Supplemental Retirement and Savings Plan

## Statements of Net Assets Available for Benefits

	December 31	
	2003	2002
<b>Assets</b>		
Investments:		
Group Annuity Contract:		
Equity securities	\$ 39,800,473	\$ 26,589,916
Fixed income securities	9,625,919	8,695,259
Fixed fund, at contract value	36,797,699	38,025,921
Horace Mann Educators Corporation Common Stock, at fair value (cost \$7,464,035 in 2003; \$9,177,839 in 2002)	6,031,534	7,480,316
Participant loans	1,559,518	798,517
Cash	204,984	160,636
<b>Total assets</b>	<b>94,020,127</b>	<b>81,750,565</b>
<b>Liabilities</b>		
Accrued administrative expenses	42,911	12,412
<b>Net assets available for benefits</b>	<b>\$ 93,977,216</b>	<b>\$ 81,738,153</b>

See accompanying notes to financial statements.

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## Horace Mann Supplemental Retirement and Savings Plan

## Statements of Changes in Net Assets Available for Benefits

	Year ended December 31	
	2003	2002
<b>Additions</b>		
Investment income (loss):		
Net realized and unrealized appreciation (depreciation) of investments	\$ 10,220,905	\$ (10,953,263)
Interest	1,996,058	2,089,273
	<u>12,216,963</u>	<u>(8,863,990)</u>
Contributions:		
Employer	3,704,732	3,470,577
Employees	6,448,028	5,923,623
	<u>22,369,723</u>	<u>530,210</u>
<b>Deductions</b>		
Withdrawals by participants	(9,569,188)	(10,658,688)
Administrative fees	(561,472)	(321,940)
	<u>(10,130,660)</u>	<u>(10,980,628)</u>
Net increase (decrease)	12,239,063	(10,450,418)
<b>Net assets available for benefits</b>		
Beginning of year	81,738,153	92,188,571
End of year	<u>\$ 93,977,216</u>	<u>\$ 81,738,153</u>

See accompanying notes to financial statements.



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Horace Mann Supplemental Retirement and Savings Plan

Notes to Financial Statements

December 31, 2003

**1. General Plan Information**

**Description of the Plan**

The Horace Mann Supplemental Retirement and Savings Plan (the Plan) is sponsored by Horace Mann Service Corporation (HMSC) which is a wholly owned subsidiary of Horace Mann Educators Corporation (HMEC, HMSC, and HMEC, collectively referred to as the Company). The following brief description of the Plan is provided for general information purposes. Readers should refer to the actual Plan Document or the employee Summary Plan Description for additional information.

The Plan is a defined-contribution plan covering all employees of the Company. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

**Contributions and Vesting**

Participating employees may contribute up to 20% of eligible compensation, including salary, overtime, commissions, and certain incentive bonuses on a before-tax basis to one or more of twenty available investment funds. Prior to April 1, 2002, participants were able to contribute 10% of eligible compensation.

Participating employees who reached age 50 or older during the Plan year have the opportunity to make pretax, catch-up contributions subject to federal limits.

Prior to January 1, 2002, the Company contributed an amount equal to 50% of the first 6% of eligible compensation contributed by participating employees. Employer contributions and earnings thereon vested 20% for each year of service, with full vesting occurring after five years of service. In addition, employer contributions generally become fully vested in the event of disability or death. Forfeitures of nonvested employer contributions serve to reduce future Company matching contributions. Participant contributions and earnings thereon are fully vested at all times. Effective January 1, 2002, the Plan became a safe harbor Plan. The Company contributes 3% of eligible compensation to every employee. The automatic 3% Company contribution replaces the 50% Company match of the first 6% contributed. The 3% Company contribution is 100% vested at the time the contribution is made and is participant-directed. Company match contributions made prior to January 1, 2002, will continue to vest at the rate of 20% per year of service.



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Horace Mann Supplemental Retirement and Savings Plan

Notes to Financial Statements (continued)

**1. General Plan Information (continued)**

In accordance with the Omnibus Budget Reconciliation Act of 1993, eligible compensation for purposes of contributions were limited to \$200,000 in 2003 and 2002. Prior to January 1, 2002, highly compensated employees were limited to 6% participant contributions and 3% Company matching contributions. However, effective January 1, 2002, with the adoption of the Company's safe harbor contribution, highly compensated employees may contribute up to 20% of eligible compensation.

**Participant Accounts and Benefits**

Each participant's account is credited with the participant's contribution, the Company's contribution, and an allocation of Plan investment earnings and charged with an allocation of administrative expenses. The benefit to which a given participant is entitled is the benefit that can be provided from that participant's vested account. A participant subaccount is maintained in each of the investment funds in which a participant chooses to invest. There were 2,553 and 2,612 participants at December 31, 2003 and 2002, respectively.

**Trust Agreement**

Except for participant loans, all Plan assets are in a Master Trust held by The Northern Trust Quantitative Advisors, Inc. The Master Trust also includes the specifically identified assets of the HMSC Money Purchase Pension Plan. The assets of the Plan represent 45% of the total assets in the Master Trust. The assets of the Plan are participant-directed investments and are deposited in a Horace Mann Life Insurance Company (HMLIC) Group Annuity Contract (Fixed and Separate Accounts) or HMEC Common Stock Fund. Investments are available through the HMLIC Group Annuity Contract Separate Account that consist of any of seven Horace Mann Mutual Funds. Other mutual fund options are listed on the following page.

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## Horace Mann Supplemental Retirement and Savings Plan

## Notes to Financial Statements (continued)

**1. General Plan Information (continued)**

The following presents investments held at December 31, 2003 and 2002:

Description of Investment	December 31	
	2003	2002
<b>Separate Account Horace Mann</b>		
Mutual Funds:		
Equity Fund*	\$ 12,679,207	\$ 10,921,692
Balanced Fund*	8,316,232	7,487,099
Small Cap Growth Fund*	5,176,423	2,751,946
Socially Responsible Fund	3,570,384	2,743,183
International Equity Fund	2,921,609	2,027,009
Income Fund	1,106,574	1,021,668
Short-Term Investment Fund	203,113	186,492
<b>Total separate account Horace Mann Mutual Funds</b>	<b>33,973,542</b>	<b>27,139,089</b>
Other Mutual Funds:		
T. Rowe Price Small Cap Value Fund	2,721,361	1,558,162
Wilshire Large Company Growth Portfolio	2,387,328	1,563,457
Wilshire 5000 Index Portfolio	2,529,593	1,533,570
Fidelity VIP Mid Cap Portfolio	1,929,880	943,026
Fidelity VIP Growth Portfolio	1,424,878	580,755
Strong Opportunity Fund II	1,268,766	535,681
T. Rowe Price Small Cap Stock Fund	1,252,846	653,498
Davis Value Portfolio	549,030	224,499
Fidelity VIP Overseas Portfolio	536,309	164,369
Putnam VT Vista Fund	504,349	251,810
J.P. Morgan U.S. Disciplined Equity Portfolio	348,510	137,259
<b>Total other mutual funds</b>	<b>15,452,850</b>	<b>8,146,086</b>
HMLIC Fixed Account*	36,797,699	38,025,921
Horace Mann Educators Corporation Common Stock*	6,031,534	7,480,316
	<b>\$ 92,255,625</b>	<b>\$ 80,791,412</b>

\*Represents 5% or more of the Plan's net assets.



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Horace Mann Supplemental Retirement and Savings Plan

Notes to Financial Statements (continued)

**1. General Plan Information (continued)**

**Transfers and Withdrawals**

Participants may transfer all or a portion of their account balance between the various investment funds on a daily basis. Participant withdrawals (as allowed under the Plan) are permitted on a weekly basis.

**Loans**

Effective October 1, 2002, participants may borrow a minimum of \$1,000 up to a maximum of 50% of their vested account balance but no more than \$50,000. The minimum term for a loan is 12 months and the maximum is 60 months (180 months for primary residence loans). Participants may have up to two active loans at one time. A \$65 loan administration fee is deducted from the participant's loan proceeds. Loans totaling \$1,559,518 and \$798,517 from 177 and 104 active participants were outstanding at December 31, 2003 and 2002, respectively. Interest rates charged on loans ranged from 5.00% to 5.75%.

**Termination**

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time, subject to the provisions of ERISA. In the event of Plan termination, participants become fully vested in the Company's pre-January 1, 2002, matching contributions and related investment earnings.

**2. Investments**

**HMLIC Group Annuity Contract (Fixed and Separate Accounts)**

**Fixed Account**

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Within the HMLIC Group Annuity Contract plan, participants may invest in a fixed interest rate fund. Plan assets invested in this contract are guaranteed by HMLIC and, as a result, are presented in the financial statements at contract value. Contract value represents contributions made under the contract, plus interest at the contract rate, less withdrawals by participants. The fair value of the group annuity contract is approximately equal to contract value.

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## Horace Mann Supplemental Retirement and Savings Plan

## Notes to Financial Statements (continued)

**2. Investments (continued)**

The actual credited interest rate on the group annuity contract was 4.50% and 5.00% for the years ended December 31, 2003 and 2002, respectively.

The minimum guaranteed annual interest rate per the group annuity contract is 4.50%. The actual credited interest rate may be reset by HMLIC with 30 days advance notice. Beginning January 1, 2003, the actual crediting rate was continued at 5.00% until March 1, 2003. The actual crediting rate on March 1, 2003, was changed to 4.75%. On August 1, 2003, the credited interest rate was changed from 4.75% to 4.50%.

**Separate Account**

Within the HMLIC Group Annuity Contract, a separate account is available for the purpose of separately investing Plan assets in one or more of seven HMLIC mutual funds, (Equity Fund, Balanced Fund, Small Cap Growth Fund, Socially Responsible Fund, International Equity Fund, Income Fund, and Short-Term Investment Fund) and 11 additional mutual fund options including the Wilshire Funds, the Fidelity Funds, T. Rowe Price Small Cap Stock Fund and the T. Rowe Price Small Cap Value Fund, the Davis Value Portfolio, the Strong Opportunity Fund II, the J.P. Morgan U.S. Disciplined Equity Portfolio, and the Putnam VT Vista Fund.

The investments in mutual funds are valued at quoted market prices, which represent the net asset values of shares held by the Plan at year-end. The investments of the underlying mutual funds are primarily common stocks, U.S. government and corporate bonds, and short-term commercial paper. The common stocks and bonds are presented at fair value, based on quoted market prices, and the short-term commercial paper is presented at cost, which approximates fair value.

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value during 2003 and 2002 as follows:

	<b>Net Realized and Unrealized Appreciation (Depreciation) in Fair Value of Investments</b>	
	<b>2003</b>	<b>2002</b>
Mutual funds	<b>\$ 10,813,393</b>	<b>\$ (8,244,116)</b>



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Common stock	<u>(592,488)</u>	<u>(2,709,147)</u>
	<u>\$ 10,220,905</u>	<u>\$ (10,953,263)</u>

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## Horace Mann Supplemental Retirement and Savings Plan

## Notes to Financial Statements (continued)

**2. Investments (continued)**

Total annual returns for each of the mutual funds were as follows:

	Annual Investment Returns			
	1 Year		Period ended December 31, 2003	
	2003	2002	5 year	10 year
<b>HMLIC Mutual Funds</b>				
Equity Fund	27.57%	(19.43)%	(1.76)%	7.33%
Balanced Fund	19.56	(8.27)	2.11	7.77
Small Cap Growth Fund	58.95	(38.93)	.85	
Socially Responsible Fund	28.45	(13.48)	3.97	
International Equity Fund	32.49	(20.99)	(.70)	
Income Fund	7.25	9.20	6.47	6.52
Short-Term Investment Fund	1.03	1.72	3.68	4.25
<b>Other Mutual Funds</b>				
Wilshire Large Company Growth Portfolio	26.44	(21.73)		
Wilshire 5000 Index Portfolio	29.62	(21.35)		
T. Rowe Price Small Cap Value Fund	36.24	(2.04)		
Fidelity VIP Mid Cap Portfolio	38.25	(10.03)		
Strong Opportunity Fund II	37.01	(26.82)		
Fidelity VIP Growth Portfolio	32.52	(16.84)		
T. Rowe Price Small Cap Stock Fund	32.06	(14.41)		
Putnam VT Vista Fund	33.16	(30.58)		
Davis Value Portfolio	29.76	(16.26)		
J.P. Morgan U.S. Disciplined Equity Portfolio	28.14	(24.62)		
Fidelity VIP Overseas Portfolio	43.04	(20.45)		

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## Horace Mann Supplemental Retirement and Savings Plan

## Notes to Financial Statements (continued)

**2. Investments (continued)**

The composition of the underlying investments in each of the mutual funds at December 31, 2003 and 2002, was as follows:

	<u>2003</u>	<u>2002</u>
Equity Fund:		
Common and preferred stock	99%	99%
Cash and short-term investments	1	1
Balanced Fund:		
Equity Fund	62	60
Income Fund	38	40
Small Cap Growth Fund:		
Common stock	99	98
Cash and short-term investments	1	2
Socially Responsible Fund:		
Common and preferred stock	97	98
Cash and short-term investments	3	2
International Equity Fund:		
Common and preferred stock	99	98
Cash and short-term investments	1	2
Income Fund:		
U.S. and foreign government and agency obligations	56	50
Corporate bonds/notes	36	46