

MESA AIR GROUP INC
Form 11-K
March 31, 2003

Table of Contents

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

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

FOR THE FISCAL YEAR ENDED September 30, 2002

or

() TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 (FEE REQUIRED)

For the transition period from _____

Commission file number 0-15495

MESA AIR GROUP, INC. 401(K) PLAN
(Full title of the plan)

Address of the plan

MESA AIR GROUP, INC.

(Name of issuer of the securities held pursuant to the plan)

410 North 44th Street, Suite 700
Phoenix, Arizona 85008
(Address of issuer's principal executive office)

Table of Contents

Mesa Air Group, Inc. 401(k) Plan

*Financial Statements for the Years Ended September 30, 2002 and 2001,
Supplemental Schedules as of and for the year ended September 30, 2002 and
Independent Auditors Report*

TABLE OF CONTENTS

INDEPENDENT AUDITORS REPORT

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

NOTES TO FINANCIAL STATEMENTS

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

SCHEDULE OF NONEXEMPT TRANSACTIONS

EX-23

Table of Contents

MESA AIR GROUP, INC. 401(k) PLAN

TABLE OF CONTENTS

| | Page |
|---|-------------|
| INDEPENDENT AUDITORS REPORT | 1 |
| FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED SEPTEMBER 30, 2002 AND 2001: | |
| Statements of Net Assets Available for Benefits | 2 |
| Statements of Changes in Net Assets Available for Benefits | 3 |
| Notes to Financial Statements | 4 6 |
| SUPPLEMENTAL SCHEDULES AS OF AND FOR THE YEAR ENDED SEPTEMBER 30, 2002: | |
| Schedule of Assets Held for Investment Purposes at End of Year | 7 |
| Schedule of Nonexempt Transactions | 8 |

Table of Contents

INDEPENDENT AUDITORS REPORT

Trustee and Plan Participants

Mesa Air Group, Inc. 401(k) Plan
Phoenix, Arizona

We have audited the accompanying statements of net assets available for benefits of the Mesa Air Group, Inc. 401(k) Plan as of September 30, 2002 and 2001 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 auditing standards generally accepted in the United States of America. These 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, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of September 30, 2002 and 2001 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 conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules listed in the Table of Contents are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are 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 schedules are the responsibility of the Plan's management. Such schedules have been subjected to the auditing procedures applied in our audit of the basic 2002 financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

DELOITTE & TOUCHE LLP

Phoenix, Arizona

January 15, 2003

Table of Contents

MESA AIR GROUP, INC. 401(k) PLAN

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
SEPTEMBER 30, 2002 AND 2001**

| | <u>2002</u> | <u>2001</u> |
|--|-----------------------------|-----------------------------|
| ASSETS | | |
| INVESTMENTS: | | |
| Investments at fair value | \$ 14,933,658 | \$ 16,722,226 |
| Participant loans | 634,246 | 559,884 |
| | <u> </u> | <u> </u> |
| Total investments | 15,567,904 | 17,282,110 |
| | <u> </u> | <u> </u> |
| CONTRIBUTIONS RECEIVABLE: | | |
| Employee | 253,182 | 20,544 |
| Employer | 49,602 | |
| | <u> </u> | <u> </u> |
| Total contributions receivable | 302,784 | 20,544 |
| | <u> </u> | <u> </u> |
| NET ASSETS AVAILABLE FOR BENEFITS | \$ 15,870,688 | \$ 17,302,654 |
| | <u> </u> | <u> </u> |

See notes to financial statements.

Table of Contents**MESA AIR GROUP, INC. 401(k) PLAN****STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
SEPTEMBER 30, 2002 AND 2001**

| | <u>2002</u> | <u>2001</u> |
|---|----------------------|----------------------|
| ADDITIONS: | | |
| Investment loss: | | |
| Interest and dividends | \$ 447,096 | \$ 2,053,752 |
| Net depreciation in fair value of investments | (2,971,923) | (11,330,054) |
| Total investment loss | <u>(2,524,827)</u> | <u>(9,276,302)</u> |
| Contributions: | | |
| Employee | 3,045,315 | 3,092,812 |
| Employer | 224,362 | 659,807 |
| Total contributions | <u>3,269,677</u> | <u>3,752,619</u> |
| Total additions (reductions) | 744,850 | (5,523,683) |
| DEDUCTIONS Benefits paid to participants | <u>(2,176,816)</u> | <u>(3,046,294)</u> |
| NET DECREASE | (1,431,966) | (8,569,977) |
| NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR | <u>17,302,654</u> | <u>25,872,631</u> |
| NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR | <u>\$ 15,870,688</u> | <u>\$ 17,302,654</u> |

See notes to financial statements.

Table of Contents

MESA AIR GROUP, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED SEPTEMBER 30, 2002 AND 2001

1. DESCRIPTION OF THE PLAN

The following description of the Mesa Air Group, Inc. 401(k) Plan (the *Plan*) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

- a. *General* - The Plan is a defined contribution plan sponsored by Mesa Air Group, Inc. (the *Employer*). Under the provisions of the Plan, as amended, union and nonunion employees of the Employer and its affiliates, other than CCAir, Inc., who are 21 years of age and have completed one year of service, are eligible to participate. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (*ERISA*). Employees may elect to allocate their contributions and their share of Employer contributions to various investment options as specified in the Plan.

- b. *Contributions and Vesting* - Various accounts have been established for pre-tax voluntary employee contributions, forfeitures and earnings or losses from Plan assets. Accounts in use and their major provisions are as follows:

Employee Contribution Account - Salary Reduction Contribution Accounts have been established for pre-tax voluntary employee contributions ranging from 1% to 15% of employee compensation up to the annual deferral limit set by the Internal Revenue Code (*IRC*). All such balances are fully vested.

Employer Contributions Account - Contributions to this account are at the discretion of the Employer. In addition, the Employer may contribute to the Plan a discretionary amount as determined by the Employer's Board of Directors as a profit sharing contribution. Employer discretionary contributions are allocated to active participants based upon the ratio that each participant's annual compensation bears to the total of all active participants' annual compensation. Forfeitures are reallocated and may be used to reduce Employer matching contributions.

Vesting - Employees are 20% vested in Employer contribution accounts after two years of service. Vesting subsequently increases 20% per year until the participant becomes fully vested. Participants also become fully vested upon becoming disabled, reaching age 65, or death, if still employed by the Employer.

- c. *Participant Accounts* - Each participant's account is credited with the participant's contribution, the Employer's matching contribution, and an allocation of the Employer's discretionary contribution and the Plan's earnings. The Employer's discretionary contribution is allocated to each participant in the ratio that each such participant's basic contribution (up to 4%) for the

Table of Contents

Plan year bears to all basic contributions of all participants. The Plan's earnings are allocated to each participant in the ratio that each such participant's account balance for each fund bears to the total balance in that fund of all eligible participants on the date of each such allocation.

- d. *Investment Options* - As of September 30, 2002, participants may direct employee contributions in 1% increments in any of six investment options offered by Putnam Fiduciary Trust Company (Putnam) and a fund that invests in Mesa Air Group, Inc. common stock.
- e. *Benefits* - Benefits are available for payment upon retirement, death, disability or termination. Benefits may be paid in the form of a lump-sum payment, installments or a nontransferable annuity. Participants may also withdraw amounts from their account as set forth in the provisions of the Plan document in certain hardship situations.
- f. *Participant Loans* - Participants may borrow from their accounts a minimum of \$1,000 and a maximum equal to the lesser of \$50,000, reduced by the highest outstanding loan balance during the preceding 12 months, or 50% of their vested benefits. Loan terms range from one through five years unless funds are used to purchase a primary residence. The loans are secured by the balance in the participant's account. The loans accrue interest at a fixed rate determined by the Plan Administrator. The rate will be comparable to those currently available from commercial institutions. Interest rates on existing loans range from 7% to 9.25%. Principal and interest are payable through monthly payroll deductions.
- g. *Plan Termination* - Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to prior approval of the Internal Revenue Service (IRS) and the Department of Labor. Upon complete discontinuance of contributions under the Plan, all employees' rights are nonforfeitable.
- h. *Tax Status* - The IRS has determined and informed the Employer by letter dated December 23, 1998 that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter; however, the Plan Administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Plan prepares its financial statements in accordance with accounting principles generally accepted in the United States of America. Significant accounting policies are as follows:

- a. *Basis of Accounting* - The accompanying financial statements of the Plan have been prepared using the accrual basis of accounting.
- b. *Use of Estimates* - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Table of Contents

The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

- c. *Investment Valuation* - Mutual fund investments and Mesa Air Group, Inc. common stock are stated at market value based upon quoted market prices as determined by the Plan Trustee. Participant loans are valued at cost, which approximates fair value. Purchases and sales are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.
- d. *Administrative Expense* - All administrative expenses are paid by the Employer.
- e. *Payment of Benefits* - Benefits are recorded when paid.

3. INVESTMENTS

The following table presents investments that represent 5% or more of the Plan's net assets as of September 30:

| | 2002 | 2001 |
|------------------------------------|--------------|--------------|
| Putnam Money Market Fund | \$ 1,805,584 | \$ 1,788,673 |
| Putnam Growth and Income Fund | 2,689,481 | 3,542,709 |
| Putnam Global Growth Fund | 1,503,925 | 1,591,984 |
| Putnam Voyager Fund | 3,608,965 | 4,586,299 |
| Putnam New Opportunities | 2,808,947 | 3,304,602 |
| Putnam Income Fund | 1,119,611 | 1,025,826 |
| Mesa Air Group, Inc., Common Stock | 1,397,145 | 881,366 |

4. RELATED-PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Putnam. Putnam is the Trustee as defined in the Plan. Additionally, certain Plan investments are shares of Mesa Air Group, Inc. common stock. Therefore, these transactions qualify as party-in-interest transactions.

5. NONEXEMPT TRANSACTIONS

During the year ended September 30, 2002, Mesa Air Group, Inc. failed to remit employee contributions to the Trustee in accordance with the Department of Labor Regulations. Mesa Air Group, Inc. has represented to the Plan Administrator that they will pay all penalties related to these transactions, and will make all participants whole in accordance with the Internal Revenue Code.

Table of Contents

**MESA AIR GROUP INC. 401(k) PLAN
 SUPPLEMENTAL SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR
 SEPTEMBER 30, 2002**

| Column B | Column C | Column E |
|---|---|----------------------|
| Identity of Issuer, Borrower, Lessor or Similar Party | Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value | Current Value |
| Putnam Fiduciary Trust Company | Voyager Fund - 298,508 shares | \$ 3,608,965 |
| Putnam Fiduciary Trust Company | Growth and Income Fund - 207,362 shares | 2,689,481 |
| Putnam Fiduciary Trust Company | New Opportunities - 105,243 shares | 2,808,947 |
| Putnam Fiduciary Trust Company | Money Market Fund - 1,805,584 shares | 1,805,584 |
| Putnam Fiduciary Trust Company | Income Fund Portfolio - 167,858 shares | 1,119,611 |
| Putnam Fiduciary Trust Company | Global Growth Fund - 270,490 shares | 1,503,925 |
| Mesa Air Group, Inc. | Common stock - 382,779 shares | 1,397,145 |
| Participant loans | Maturing from 2002 to 2012, with interest rates ranging from 7.00% to 9.25% | 634,246 |
| | Total assets held for investment purposes | <u>\$ 15,567,904</u> |

Table of Contents

**MESA AIR GROUP INC. 401(k) PLAN
FORM 5500, SCHEDULE G, PART III
SCHEDULE OF NONEXEMPT TRANSACTIONS
FOR THE YEAR ENDED SEPTEMBER 30, 2002**

| (a) Identity of Party Involved | (b) Relationship to Plan, Employer or Other Party-in-Interest | (c) Description of Transactions (d) Current Value of Asset |
|---|--|--|
| Mesa Air Group, Inc. | Employer/Plan Sponsor | Participant contributions for employees were not funded as of the earliest date on which such contributions can reasonably be segregated from the employer's general assets, as required by D.O.L. Regulation 2510.3-102. The amount of the participant contributions totaled \$3,370,060. |

Table of Contents

EXHIBIT INDEX

23 Independent Auditors Consent