

ARTESIAN RESOURCES CORP
Form 11-K
June 30, 2004

ARTESIAN RESOURCES CORPORATION
RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2003

ARTESIAN RESOURCES CORPORATION
RETIREMENT PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2003

INDEX

	Page
INDEPENDENT AUDITORS' REPORT	1-2
FINANCIAL STATEMENTS	
Statement of Net Assets Available for Benefits, December 31, 2003	3-4
Statement of Net Assets Available for Benefits, December 31, 2002	5
Statement of Changes in Net Assets Available for Benefits, Year Ended December 31, 2003	6-8
Notes to the Financial Statements	9-18
SUPPLEMENTAL SCHEDULE	
Schedule of Assets Held for Investment Purposes	19

Independent Auditors' Report

Participants, Board of Trustees and
Administrator of Artesian Resources Corporation
Retirement Plan

Edgar Filing: ARTESIAN RESOURCES CORP - Form 11-K

We have audited the accompanying statements of net assets available for benefits of Artesian Resources Corporation Retirement Plan as of December 31, 2003 and 2002, and the related statement of changes in net assets available for benefits for the year ended December 31, 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 an 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 Artesian Resources Corporation Retirement Plan as of December 31, 2003 and 2002, and the changes in net assets available for plan benefits for the year ended December 31, 2003 in conformity with accounting principles generally accepted in the United States of America.

Independent Auditors' Report (Cont'd.)

Our audit was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The fund information in the statements of net assets available for plan benefits and the statement of changes in net assets available for plan benefits is presented for purposes of additional analysis rather than to present the net assets available for plan benefits and changes in net assets available for plan benefits of each fund. The supplemental schedule and fund information have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ McBride, Shopa & Co.

Wilmington, Delaware
June 23, 2004

- 2 -

ARTESIAN RESOURCES CORPORATION
RETIREMENT PLAN
STATEMENT OF NET ASSETS
AVAILABLE FOR BENEFITS
DECEMBER 31, 2003

Edgar Filing: ARTESIAN RESOURCES CORP - Form 11-K

	Participant Directed					
	Columbia Acorn Z	Growth Fund of America A	Columbia Mid Cap Value A	Calamos Growth A	Dodge & Cox Balanced	Dodge S
Assets:						
Cash	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --
Registered Investment Companies	284,331	3,322,330	27,782	234,059	28,946	2,000
Employer Securities	--	--	--	--	--	--
Participant Loans	--	--	--	--	--	--
Total Investments	284,331	3,322,330	27,782	234,059	28,946	2,000
Amount due from employer	--	43,794	--	--	--	--
Net assets available for benefits	\$ 284,331	\$ 3,366,124	\$ 27,782	\$ 234,059	\$ 28,946	\$ 2,000

See accompanying notes to the financial statements.

- 3 -

ARTESIAN RESOURCES CORPORATION
RETIREMENT PLAN
STATEMENT OF NET ASSETS
AVAILABLE FOR BENEFITS
DECEMBER 31, 2003

	Participant Directed						
	Davis NY Venture A	PIMCO Total Return Admin	Royce Low- Priced Stock	Templeton Foreign R	Liquidity Fund	Managed Income Portfolio	R
Assets:							
Cash	\$ --	\$ --	\$ --	\$ --	\$ 14,691	\$ 8,833	\$ --
Registered Investment Companies	3,602,722	988,513	222,538	735,866	--	--	--
Employer Securities	--	--	--	--	--	--	--
Participant Loans	--	--	--	--	--	--	--
Total Investments	3,602,722	988,513	222,538	735,866	14,691	8,833	--

Edgar Filing: ARTESIAN RESOURCES CORP - Form 11-K

Amount due from employer	--	--	--	43,793	31,725	--	--
Net assets available for benefits	\$ 3,602,722	\$ 988,513	\$ 222,538	\$ 779,659	\$ 46,416	\$ 8,833	\$

See accompanying notes to the financial statements.

- 4 -

ARTESIAN RESOURCES CORPORATION
RETIREMENT PLAN
STATEMENT OF NET ASSETS
AVAILABLE FOR BENEFITS
DECEMBER 31, 2002

	Participant Directed				
	Fidelity Family of Mutual Fu				
	Equity Income II	Aggressive Growth	Puritan	Managed Income Portfolio	Intermedi Bond
Assets:					
Cash	\$ 15,983	\$ 7,360	\$ 1,426	\$ 27,924	\$ 116,2
Investments, at fair value--Common/Collective Trusts	--	--	--	980,704	
Registered Investment Companies	3,625,183	2,320,725	878,297	--	877,4
Employer Securities	--	--	--	--	
Participant Loans	--	--	--	--	
Total Investments	3,641,166	2,328,085	879,723	1,008,628	993,7
Amount due from employer	--	--	--	69,680	
Net assets available for benefits	\$ 3,641,166	\$ 2,328,085	\$ 879,723	\$ 1,078,308	\$ 993,7
		Participant Loans	Total		
Assets:					
Cash	\$ --	\$ 172,706			
Investments, at fair value--Common/Collective Trusts	--	980,704			

Edgar Filing: ARTESIAN RESOURCES CORP - Form 11-K

Registered Investment Companies	--	8,136,307
Employer Securities	--	1,122,290
Participant Loans	320,720	320,720
Total Investments	320,720	10,732,727
Amount due from employer	--	85,394
Net assets available for benefits	\$ 320,720	\$ 10,818,121

See accompanying notes to the financial statements.

- 5 -

ARTESIAN RESOURCES CORPORATION
RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2003

	Participant Directed				
	Fidelity Family of Mutual Funds				
	Equity Income II	Aggressive Growth	Puritan	Managed Income Portfolio	Interme Bon
Additions to Net Assets attributed to:					
Investment income: Net appreciation (depreciation) of investments	\$ 195,956	\$ 99,549	\$ 23,369	\$ --	\$ (
Dividends	--	--	--	--	
Interest	--	--	--	15,007	
Contributions					
Participants	--	--	--	--	
Employer	--	--	--	(69,680)	
	195,956	99,549	23,369	(54,673)	(
Deductions from Net Assets attributed to:					
Administrative expenses	--	2,596	--	--	
Participant distributions	15,983	7,360	1,426	3,215	11
Total deductions	15,983	9,956	1,426	3,215	11
Net increase (decrease)					

Edgar Filing: ARTESIAN RESOURCES CORP - Form 11-K

prior and inter-fund transfers	179,973	89,593	21,943	(57,888)	(11,000)
Inter-fund transfers	(3,821,139)	(2,417,678)	(901,666)	(1,011,587)	(87,000)
Net increase (decrease) in plan assets	(3,641,166)	(2,328,085)	(879,723)	(1,069,475)	(99,000)
Net assets available for benefits-beginning of year	3,641,166	2,328,085	879,723	1,078,308	99,000
Net assets available for benefits-end of year	\$ --	\$ --	\$ --	\$ 8,833	\$ --

See accompanying notes to the financial statements.

- 6 -

ARTESIAN RESOURCES CORPORATION
RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2003

	Participant Directed					
	Columbia Acorn Z	Growth Fund of America A	Columbia Mid Cap Value A	Calamos Growth A	Dodge & Cox Balanced	Dodge S
Additions to Net Assets attributed to:						
Investment income: Net appreciation (depreciation) of investments	\$ 71,851	\$ 752,448	\$ 4,183	\$ 55,394	\$ 3,127	\$ 4,000
Dividends	252	820	--	--	635	--
Interest	--	--	--	--	--	--
Contributions						
Participants	18,406	192,375	7,742	30,742	13,281	--
Employer	30,401	136,335	2,661	33,924	4,212	--
	120,910	1,081,978	14,586	120,060	21,255	6,000
Deductions from Net Assets attributed to:						
Administrative expenses	--	--	--	--	--	--
Participant distributions	5,104	113,515	46	3,928	2,164	--
Total deductions	5,104	113,515	46	3,928	2,164	--
Net increase (decrease) prior to inter-fund						

Edgar Filing: ARTESIAN RESOURCES CORP - Form 11-K

transfers	115,806	968,463	14,540	116,132	19,091	6
Inter-fund transfers	168,525	2,397,661	13,242	117,927	9,855	1,4
Net increase (decrease) in plan assets	284,331	3,366,124	27,782	234,059	28,946	2,0
Net assets available for benefits-beginning of year	--	--	--	--	--	--
Net assets available for benefits-end of year	\$ 284,331	\$ 3,366,124	\$ 27,782	\$ 234,059	\$ 28,946	\$ 2,0

See accompanying notes to the financial statements.

- 7 -

ARTESIAN RESOURCES CORPORATION
RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2003

	Participant Directed					
	Davis NY Venture A	PIMCO Total Return Admin	Royce Low- Priced Stock	Templeton Foreign R	Liquidity Fund	A Re C
Additions to Net Assets attributed to:						
Investment income: Net appreciation (depreciation) of investments	\$ 772,181	\$ 2,779	\$ 61,984	\$ 148,794	\$ --	\$
Dividends	23,935	42,182	958	12,138	48,567	
Interest	--	--	--	--	--	
Contributions						
Participants	117,597	82,734	19,533	30,449	71,163	
Employer	151,832	101,658	29,653	64,605	43,435	
	1,065,545	229,353	112,128	255,986	163,165	
Deductions from Net Assets attributed to:						
Administrative expenses	--	--	--	--	--	
Participant distributions	136,410	21,822	4,142	22,994	8	
Total deductions	136,410	21,822	4,142	22,994	8	
Net increase (decrease) prior and inter-fund						

Edgar Filing: ARTESIAN RESOURCES CORP - Form 11-K

transfers	929,135	207,531	107,986	232,992	163,157	
Inter-fund transfers	2,673,587	780,982	114,552	546,667	(116,741)	
	-----	-----	-----	-----	-----	-----
Net increase (decrease) in plan assets	3,602,722	988,513	222,538	779,659	46,416	
Net assets available for benefits-beginning of year	--	--	--	--	--	1
	-----	-----	-----	-----	-----	-----
Net assets available for benefits-end of year	\$ 3,602,722	\$ 988,513	\$ 222,538	\$ 779,659	\$ 46,416	\$ 1
	=====	=====	=====	=====	=====	=====

See accompanying notes to the financial statements.

- 8 -

ARTESIAN RESOURCES CORPORATION
RETIREMENT PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2003

NOTE 1 DESCRIPTION OF THE PLAN

GENERAL

Effective July 1, 1984, Artesian Resources Corporation (the "Company") established the Artesian Resources Corporation Retirement Plan (the "Plan") as a defined contribution retirement plan for its employees. Pursuant to Internal Revenue Code ("IRC") Section 401(k), the Plan permits employees to exclude contributions to the Plan from their current taxable income, subject to certain limits. The Plan is administered by a Committee of Trustees, which consists of five members appointed by the Company's Board of Directors. Plan administration expenses may be paid out of the plan unless paid by the Company. The Company paid all such expenses incurred during 2003.

PARTICIPATION, VESTING AND WITHDRAWALS

Generally, all employees are eligible for Plan participation after attaining age 21 and completing 1,000 hours of service during a one-year period. Employees may elect to make tax-deductible contributions up to a maximum of 15 percent of their compensation; however, such contributions may not exceed the IRC limitation of \$12,000 (\$14,000 for participants age 55 and older) for all deferrals under all plans in 2003 (basic contribution). For every dollar an employee contributes up to 6 percent of compensation, the Company will provide a 50 percent matching contribution. In each Plan year, the Company may make a discretionary contribution to the Plan based on up to 2 percent of compensation for all employees eligible to participate in the Plan. The full discretionary contribution was made for 2003.

- 9 -

Edgar Filing: ARTESIAN RESOURCES CORP - Form 11-K

ARTESIAN RESOURCES CORPORATION
RETIREMENT PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2003

DESCRIPTION OF THE PLAN (CONT'D.)

PARTICIPATION, VESTING AND WITHDRAWALS (CONT'D.)

The Company's Board of Directors, at its sole discretion, may make an additional discretionary contribution. No additional discretionary contributions were made for 2003.

Participant contributions, and the related earnings, are fully vested. Company contributions, and the related earnings, vest as follows:

Years of Service -----	Vested Percentage -----
Less than 2	0%
2 but less than 3	20%
3 but less than 4	40%
4 but less than 5	60%
5 but less than 6	80%
6 years or more	100%

Any forfeitures of non-vested contributions are offset against required Company contributions. Withdrawals may generally commence without penalty upon attaining age 59 1/2 or for situations involving hardship, as defined in the Plan and the IRC.

The Company also sponsored another defined contribution plan for its employees, the Supplemental Plan, which was merged into the Plan on March 31, 2000. The contribution and vesting guidelines for the participants of the Supplemental Plan continued and consist of the following:

- 10 -

ARTESIAN RESOURCES CORPORATION
RETIREMENT PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2003

DESCRIPTION OF THE PLAN (CONT'D.)

PARTICIPATION, VESTING AND WITHDRAWALS (CONT'D.)

- o Only employees as of April 26, 1994 are eligible for participation.

- o A service contribution is made by the Company to the Plan for all eligible participants each quarter based upon each employee's years of service and current compensation in accordance with the following schedule:

Years of Service -----	% of Compensation -----
1-5	2%
6-10	4%
11-20	5%
over 20	6%

- o Participant contributions, and the related earnings thereon, are fully vested at all times. Company contributions, and the related earnings thereon, vest as follows:

Years of Service -----	Vested Percentage -----
Less than 2	0%
2 but less than 3	20%
3 but less than 4	40%
4 but less than 5	60%
5 but less than 6	80%
6 years or more	100%

- o Forfeitures are offset against required Company contributions. Any participant who separates from the Company for any reason, shall be entitled to receive the vested interest in their account.

- 11 -

ARTESIAN RESOURCES CORPORATION
RETIREMENT PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2003

DESCRIPTION OF THE PLAN (CONT'D.)

INVESTMENT ELECTIONS

Participants may allocate basic and matching contributions among the various mutual fund investments and/or Artesian Resources Class A non-voting common stock.

Participants may elect an allocation among one or more of the investment funds in multiples of one (1) percent with a minimum investment of one (1) percent in any selected fund. Discretionary Company contributions are invested by the Trustee in a uniform manner for all participants.

Edgar Filing: ARTESIAN RESOURCES CORP - Form 11-K

LOANS

Participants may borrow from the Plan under the following guidelines:

- A participant may borrow as much as 50 percent of his or her account balance, subject to certain minimum and maximum limitations as defined in the Plan.
- Loans are repaid over a period not to exceed 5 years, unless the loan is to buy, build or substantially rehabilitate the borrower's principal residence.
- The participant's account balance is secured as collateral when the loan is executed. If a participant defaults on a loan, the loan is treated as a distribution from the plan to the participant.

- 12 -

ARTESIAN RESOURCES CORPORATION
RETIREMENT PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2003

DESCRIPTION OF THE PLAN (CONT'D.)

LOANS (CONT'D.)

- Interest rates on loans are prime plus one percent at the date of the loan.
- As loans are repaid to the plan, the total payment, principal plus interest, is credited back to the participants account.

As disclosed in the Statement of Changes in Net Assets Available for Benefits, the net interfund transfer into Participant Loans for the year ended December 31, 2003 was made up of:

	2003

New loans	\$131,589
Loan repayments	(93,415)
Transfer of interest income	(23,279)

	\$ 14,895
	=====

BENEFITS

Participants are entitled to a benefit payment equal to the

Edgar Filing: ARTESIAN RESOURCES CORP - Form 11-K

amount credited to their accounts upon retirement, upon permanent disability, at age 59 1/2, or upon termination of employment or death. In the event of death of a participant, a death benefit payment is made to the participant's beneficiary. In the event of termination, distributions of less than \$5,000 must be made in a lump sum. All other distributions may be made in the form of a joint and survivor annuity, installments or in a lump sum subject to certain restrictions as defined in the Plan.

- 13 -

ARTESIAN RESOURCES CORPORATION
RETIREMENT PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2003

DESCRIPTION OF THE PLAN (CONT'D.)

TERMINATION

The Company may amend or terminate the Plan. In the event of Plan termination, the accounts of all participants affected shall become fully vested and nonforfeitable. Assets remaining in the Plan may be immediately distributed to the participants, inactive participants and beneficiaries in proportion to their respective account balances; or the trust may be continued with distributions made at such time and in such manner as though the Plan had not been terminated.

CHANGE IN AVAILABLE FUNDS AND RECORDKEEPERS

During 2002, the Plan's Committee of Trustees unanimously approved changing the investment funds and third-party administrators (TPA). On January 7, 2003, the funds were sold, and most of the cash was transferred to the new TPA as of December 31, 2003, \$8,833 remained in Fidelity Cash Reserves of the Fidelity Managed Income Portfolio (the former TPA).

NOTE 2

SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

For financial reporting purposes, the assets and liabilities of the Plan are reflected on the accrual basis of accounting.

- 14 -

Edgar Filing: ARTESIAN RESOURCES CORP - Form 11-K

ARTESIAN RESOURCES CORPORATION
RETIREMENT PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2003

SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

INVESTMENT VALUATION AND INCOME RECOGNITION

Plan assets held in mutual fund investments and Artesian Resources Corp. Class A non-voting common stock are unsecured and are valued at fair value based on quoted market prices.

In accordance with the policy of stating investments at fair value, net unrealized appreciation (depreciation) for the year is included in the statement of changes in net assets available for benefits. Participant loans are valued at cost which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

- 15 -

ARTESIAN RESOURCES CORPORATION
RETIREMENT PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2003

SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

PARTICIPANT DISTRIBUTIONS

Participant distributions are recorded when paid.

INCOME TAXES

The Internal Revenue Service has determined and informed the Company by a letter dated March 19, 2002, that the original Plan plus amendments is qualified and the trust established under the Plan is tax-exempt, under the appropriate sections of the Internal Revenue Code.

NOTE 3 CREDIT RISK

The Plan has \$23,524 in mutual fund money market accounts at December 31, 2003 (\$172,706 in 2002). These funds are fully insured by the Securities Investor Protection Corporation (SIPC).

NOTE 4 MARKET RISK

All investments in the Plan, including holdings in Artesian "A" Common Stock, are subject to market risk.

- 16 -

ARTESIAN RESOURCES CORPORATION
RETIREMENT PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2003

NOTE 5 INVESTMENTS REPRESENTING 5% OR MORE OF NET ASSETS
AVAILABLE FOR BENEFITS

The following investments each represent 5% or more of the net assets available for benefits at December 31, 2003:

American Funds Growth Fund of America A
Dodge & Cox Stock
Gartmore Morley Stable Adv
Davis NY Venture
PIMCO Total Return Admin
Templeton Foreign R
Artesian "A" Common Stock

Amounts allocated to withdrawing participants are reported on the Schedule H of Form 5500 for benefit claims that have been processed and approved for payment prior to December 31st but not yet paid as of that date.

Edgar Filing: ARTESIAN RESOURCES CORP - Form 11-K

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 at December 31, 2003 and 2002 to Schedule H of Form 5500:

- 17 -

ARTESIAN RESOURCES CORPORATION
RETIREMENT PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2003

RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H
OF FORM 5500 (CONT'D.)

	2003 -----	2002 -----
Net assets available for benefits per the financial statements	\$14,969,215	\$10,818,121
Amounts allocated to withdrawing participants	(5,044) -----	(153,040) -----
Net assets available for benefits per Schedule H to the Form 5500	\$14,964,171 =====	\$10,665,081 =====

The following is a reconciliation of benefits paid to participants per the financial statements for the year ended December 31, 2003 to Schedule H of Form 5500:

Benefits paid to participants per the financial statements	\$ 641,638
Add: Amounts allocated to withdrawing participants at December 31, 2003	5,044
Less: Amounts allocated to withdrawing participants at December 31, 2002	(153,040) -----
Benefits paid to participants per Schedule H of Form 5500	\$ 493,642

=====

- 18 -

SUPPLEMENTAL SCHEDULE

ARTESIAN RESOURCES CORPORATION
 RETIREMENT PLAN
 EIN: 51-0002090, PLAN NO.: 003
 SCHEDULE H, PART IV, LINE 4i: SCHEDULE OF ASSETS HELD FOR
 INVESTMENT PURPOSES AT END OF YEAR
 AS OF DECEMBER 31, 2003

(a) (b) Identity of issue, borrower, lessor or similar party -----	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value -----
Invesmart Mutual Fund Selections	Columbia Acorn Z Growth Fund of America A Columbia Mid Cap Value A Calamos Growth A Dodge & Cox Balanced Dodge & Cox Stock Gartmore Morley Stable Adv Lord Abbett Mid-Cap Value A Davis NY Venture PIMCO Total Return Admin Royce Low-Priced Stock Templeton Foreign R Fidelity Cash Reserves Invesmart Liquidity Fund Total mutual funds
* Artesian Resources Corporation	Class A non-voting common stock
Participant Loans	Interest rates range from 5.00% to 10.50%, can borrow up to 50% of account balance, repayment terms range from 5 to 15 years, secured by account balance

* Identifies the party as a "Party in Interest".

- 19 -