

POTASH CORP OF SASKATCHEWAN INC
Form 11-K
June 12, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 11-K

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

/x/ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934. For the fiscal year ended December 31,
2001.

OR

/ / TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934.

Commission file number 001-10351

A. Full title of the plan and the address of the plan, if different from
that of the issuer named below:

PCS U.S. Employees' Savings Plan

B. Name of issuer of the securities held pursuant to the plan and the
address of its principal executive office:

Potash Corporation of Saskatchewan Inc.
122 - 1st Avenue South, Suite 500
Saskatoon, Saskatchewan, Canada S7K 7G3

PCS U.S.
Employees' Savings Plan
Financial Statements as of
December 31, 2001 and 2000 and for the
Year Ended December 31, 2001,
Supplemental Schedule as of December 31, 2001
and Independent Auditors' Report

PCS U.S. EMPLOYEES' SAVINGS PLAN

TABLE OF CONTENTS

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| | Page |
|---|------|
| INDEPENDENT AUDITORS' REPORT | 1 |
| FINANCIAL STATEMENTS: | |
| Statements of Net Assets Available for Benefits as of December 31, 2001 and 2000 | 2 |
| Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2001 | 3 |
| Notes to Financial Statements | 4-7 |
| SUPPLEMENTAL SCHEDULE: | |
| Form 5500, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2001 | 8 |

All other supplemental schedules are omitted because of the absence of conditions under which they are required.

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants of the
PCS U.S. Employees' Savings Plan:

We have audited the accompanying statements of net assets available for benefits of the PCS U.S. Employees' Savings Plan (the "Plan") as of December 31, 2001 and 2000, and the related statement of changes in net assets available for benefits for the year ended December 31, 2001. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2001 and 2000, and the changes in net assets available for benefits for the year ended December 31, 2001 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 schedule of assets (held at end of year) as of December 31, 2001 is presented for the purpose of additional analysis and is not a required part of the basic financial statements

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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 schedule is the responsibility of the Plan's management. Such schedule has been subjected to the auditing procedures applied in the audit of the basic 2001 financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

/s/ DELOITTE & TOUCHE LLP

Chicago, Illinois

April 26, 2002

PCS U.S. EMPLOYEES' SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS DECEMBER 31, 2001 AND 2000

| ASSETS | 2001 | 2000 |
|-------------------------------------|---------------|---------------|
| INVESTMENTS, AT FAIR VALUE (Note 3) | \$187,129,860 | \$212,750,599 |
| RECEIVABLES: | | |
| Employer contributions | 31,247 | |
| Participant contributions | 49,356 | |
| | ----- | ----- |
| NET ASSETS AVAILABLE FOR BENEFITS | \$187,210,463 | \$212,750,599 |
| | ===== | ===== |

See notes to financial statements.

PCS U.S. EMPLOYEES' SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS YEAR ENDED DECEMBER 31, 2001

| | | |
|--|--|--------------|
| ADDITIONS: | | |
| Interest and dividends | | \$ 6,516,212 |
| Employer contributions | | 4,627,722 |
| Participant contributions | | 9,473,127 |
| | | ----- |
| Total additions | | 20,617,061 |
| DEDUCTIONS: | | |
| Net depreciation in fair value of investments (Note 3) | | (26,549,457) |
| Benefits paid to participants | | (19,639,259) |
| Administrative expenses | | (28,484) |
| | | ----- |
| Total deductions | | (46,217,200) |

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| | |
|---|---------------|
| TRANSFERS FROM OTHER PLAN (Note 4): | |
| White Springs Agricultural Chemicals, Inc. | |
| Savings and Investment Plan for | |
| Collective Bargaining Employees | 60,003 |
| | ----- |
| NET DECREASE | (25,540,136) |
| NET ASSETS AVAILABLE FOR BENEFITS - Beginning of year | 212,750,599 |
| | ----- |
| NET ASSETS AVAILABLE FOR BENEFITS - End of year | \$187,210,463 |
| | ===== |

See notes to financial statements.

PCS U.S. EMPLOYEES' SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2001 AND 2000 AND FOR THE
YEAR ENDED DECEMBER 31, 2001

1. DESCRIPTION OF PLAN

The following brief description of the PCS U.S. Employees' Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan sponsored by PCS Administration (USA), Inc. (the "Company") covering all employees of the Company, PCS Phosphate Company, Inc., PCS Sales (USA), Inc., certain employees of White Springs Agricultural Chemicals, Inc. and certain employees of PCS Nitrogen. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions - Participants may contribute up to 20 percent of base compensation each year, as defined in the Plan. The Company matches 100 percent of the first five percent of base compensation that participants contribute to the Plan. Contributions are subject to certain limitations as described in the Plan agreement and the Internal Revenue Service Tax Code. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans (rollover contributions), which are not eligible for the Company match.

Participant Accounts - Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution, the Company's contribution, and allocations of plan earnings, and is charged with an allocation of plan losses and administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

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Vesting - Participants are immediately vested in their account balances.

Investments - Participants direct the investment of their account balances and contributions into various investment options offered by the Plan. The Plan currently offers Potash Corporation of Saskatchewan Inc. ("PCS") Common Stock, ten mutual funds and one pooled investment stable value fund.

Loans to Participants - Participants may borrow from their fund accounts up to a maximum amount equal to the lesser of \$50,000 or 50 percent of their vested account balance. Loan terms range from one to five years or up to 20 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at two percentage points above the rate for five-year U.S. Treasury Notes. Loans for the purchase of a primary residence bear interest at the standard lending rate for 20-year fixed rate home mortgage loans. Principal and interest are paid ratably through monthly payroll deductions.

Payments of Benefits - On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account; or monthly, quarterly or annual installments over the participant's estimated life span. A participant may elect to receive payment of benefits prior to termination of service, as defined in the Plan. Participants may elect to receive their investment in the PCS Stock Fund in cash or in whole shares of PCS common stock. Effective April 1, 2002, the Plan was amended to include a dividend payout program whereby participants may elect to receive dividends paid on their vested shares of Potash Corporation of Saskatchewan common stock in the PCS Stock Fund.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation - The accompanying financial statements have been prepared using the accrual basis of accounting.

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. Actual results could differ from those estimates. 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.

Investment Valuation and Income Recognition - The Plan's investments are stated at fair value. The PCS Common Stock is valued at its quoted market price. Shares of registered investment companies (mutual funds) are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end except for Managed Income Portfolio II, which is valued at the amount of participant and Company contributions plus accrued interest thereon (contract value). Participant loans are valued at the amount disbursed plus earned interest less payments received from participants.

During Plan year 2001, two investment contracts matured and the proceeds were invested in the Fidelity Managed Income Portfolio II. The

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Fidelity Managed Income Portfolio II is a stable value fund that is a commingled pool of the Fidelity Group Trust for Employee Benefit Plans. The portfolio may invest in fixed interest insurance investment contracts, money market funds, corporate and government bonds, mortgage-backed securities, bond funds, and other fixed income securities. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract 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.

Payment of Benefits - Benefit payments to participants are recorded when paid. There were no amounts allocated to accounts of participants who have elected to withdraw from the plan but had not yet been paid at December 31, 2001 and 2000.

Administrative Expenses - Certain of the Plan's administrative expenses are paid by the Plan and charged to participants' accounts. Other administrative expenses are paid by the Company and are not recorded in these financial statements.

3. INVESTMENTS

The Plan's investments are shown below. Investments that represent five percent or more of the Plan's net assets available for benefits as of December 31, 2001 and 2000 are marked with an asterisk:

| | 2001 |
|---|-------------------------|
| Fixed Income: | |
| Fidelity Fixed Interest Fund | |
| Fidelity Managed Income Portfolio II | \$ 66,550,374* |
| Equity: | |
| Fidelity Puritan Fund | 11,747,172* |
| Fidelity Magellan Fund | 21,514,705* |
| Fidelity Growth and Income Portfolio | 31,550,743* |
| Fidelity Overseas Fund | 3,313,415 |
| Fidelity Aggressive Growth Fund | 15,889,021* |
| Fidelity Mid-Cap Stock Fund | 680,391 |
| Fidelity Small Cap Stock Fund | 687,694 |
| Fidelity Retirement Money Market Portfolio | 5,827,952 |
| Fidelity Spartan US Equity Index Fund | 11,963,358* |
| Fidelity Institutional Short-Intermediate Government Fund | 4,822,891 |
| Fidelity U.S. Government Income Fund | |
| PCS Stock | 7,430,527 |
| Participant Loans | 5,151,617 |
| | ----- |
| Total | \$ 187,129,860 ===== |

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During 2001, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the period) appreciated (depreciated) in value as follows:

Potash Corporation of Saskatchewan Common Stock
Fidelity Puritan Fund
Fidelity Magellan Fund
Fidelity Growth and Income Portfolio
Fidelity Overseas Fund
Fidelity Aggressive Growth Fund
Fidelity Mid-Cap Stock Fund
Fidelity Small Cap Stock Fund
Fidelity Spartan US Equity Index Fund
Fidelity Institutional Short-Intermediate Government Fund

Net depreciation

4. PLAN TRANSFERS

During 2001, certain participants in the White Springs Agricultural Chemicals, Inc. Savings and Investment Plan for Collective Bargaining Employees became participants in the Plan. Account balances of the affected participants were transferred from the White Springs Plan to the Plan.

5. RELATED-PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company ("Fidelity"). Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services were \$27,720 for the year ended December 31, 2001.

6. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event that the Plan is terminated, participants would remain 100 percent vested in their accounts.

7. FEDERAL INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by letter dated November 13, 2001 that the Plan, as then designed, was in compliance with applicable sections of the Internal Revenue Code ("IRC"). The plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

8. SUBSEQUENT EVENT

Effective April 1, 2002, the maximum employee contribution level was increased from 20 percent to 50 percent of base compensation.

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SCHEDULE H - LINE 4i

PCS U.S. EMPLOYEES' SAVINGS PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i -

 SCHEDULE OF ASSETS (HELD AT END OF YEAR)
 DECEMBER 31, 2001

| Identity of Issue, Borrower, Lessor or Similar Party | Description of Investment, Including Maturity Rate of Interest, Collateral, Par, or Market |
|--|---|
| ----- | ----- |

SHARES OF REGISTERED INVESTMENT COMPANIES:

| | |
|-------------------------------------|---|
| * Fidelity Management Trust Company | Puritan Fund |
| * Fidelity Management Trust Company | Magellan Fund |
| * Fidelity Management Trust Company | Growth and Income Portfolio |
| * Fidelity Management Trust Company | Overseas Fund |
| * Fidelity Management Trust Company | Aggressive Growth Fund |
| * Fidelity Management Trust Company | Retirement Money Market Portfolio |
| * Fidelity Management Trust Company | Mid-Cap Stock Fund |
| * Fidelity Management Trust Company | Small Cap Stock Fund |
| * Fidelity Management Trust Company | Spartan US Equity Index Fund |
| * Fidelity Management Trust Company | Institutional Short-Intermediate Government |

COMMINGLED POOL:

| | |
|--------------------------------------|--|
| * Fidelity Management Trust Company | Managed Income Portfolio II |
| * POTASH CORPORATION OF SASKATCHEWAN | PCS, Inc. common stock |
| * PARTICIPANT LOANS | Due 2002 through 2021; interest rates range 6% to 9.25% |

TOTAL ASSETS HELD FOR INVESTMENT

* Parties-in-interest

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have

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duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

PCS U.S. Employees Savings Plan

(Name of plan)

Date: June 12, 2002

/s/ Barbara Jane Irwin

Barbara Jane Irwin
Senior Vice President, Administration
PCS Administration (USA), Inc.
(Plan Administrator)

EXHIBIT INDEX

Exhibit Number

Description of Exhibit

23.1

Consent of Deloitte & Touche, L.L.P.