

CASCADE CORP  
Form DEF 14A  
April 19, 2011  
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## SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of

the Securities Exchange Act of 1934

(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**CASCADE CORPORATION**

(Name of Registrant as Specified In Its Charter)

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**NOTICE OF ANNUAL MEETING**

Fellow Shareholders:

Cascade Corporation's 2011 Annual Meeting of Shareholders will take place on Wednesday, June 1, 2011, at 10:00 a.m., Pacific Time, at our corporate headquarters, 2201 N.E. 201<sup>st</sup> Avenue, Fairview, Oregon, 97024-9718, for the following purposes:

1. To elect three directors to serve three-year terms.
2. To hold an advisory vote on executive compensation.
3. To hold an advisory vote on the frequency of future advisory votes on executive compensation.
4. To consider and approve the Cascade Corporation Short Term Incentive Plan.
5. To consider and approve the Amended and Restated Cascade Corporation Stock Appreciation Rights and Restricted Stock Plan.
6. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2012.
7. To transact such other business as may properly come before the meeting or any postponement or adjournment of the meeting. Shareholders of record at the close of business on April 7, 2011, will be entitled to receive notice of, attend, and vote at the meeting.

This Notice of Annual Meeting and the related proxy statement and other materials are being distributed or made available to shareholders beginning on or about April 19, 2011.

Your vote is important. Whether or not you plan to attend in person, we urge you to promptly vote your shares by telephone, by the Internet or, if this proxy statement was mailed to you, by returning the enclosed proxy card in order that your vote may be cast at the Annual Meeting.

Cordially,

James S. Osterman

Chairman

Portland, Oregon

March 31, 2011

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**PROXY STATEMENT**

**GENERAL INFORMATION**

Under rules adopted by the U.S. Securities and Exchange Commission ( SEC ), we are furnishing proxy materials to our shareholders on the Internet, rather than mailing printed copies of those materials to each shareholder. If you received a Notice of Internet Availability of Proxy Materials by mail, you will not receive a printed copy of the proxy materials unless you request one. Instead, the Notice of Internet Availability will instruct you as to how you may access and review the proxy materials on the Internet. The Notice of Internet Availability also instructs you as to how you may vote your shares. If you received a Notice of Internet Availability by mail and would like to receive a printed copy of our proxy materials, please follow the instructions included in the Notice of Internet Availability. The Notice of Internet Availability will be mailed to shareholders on or about April 19, 2011, the same date that this Proxy Statement and related materials will be made available or distributed to shareholders.

This Proxy Statement is furnished in connection with the solicitation of proxies by our Board of Directors ( Board ) to be used at the annual meeting of shareholders to be held at our corporate headquarters, 2201 N.E. 201<sup>st</sup> Avenue, Fairview, Oregon, 97024-9718, at 10:00 a.m., Pacific Time, on June 1, 2011.

Cascade Corporation ( Cascade ) will bear the entire cost of proxy solicitation, which will be primarily by mail or electronically. Proxies may also be solicited in person or by telephone, facsimile, or other electronic means by our directors, officers and employees without additional compensation. We will ask brokers, custodians, nominees and other record holders to prepare and send a Notice of Internet Availability of Proxy Materials to those for whom they hold shares and forward copies of the proxy materials to beneficial owners who request paper copies and will reimburse them for their reasonable expenses.

Our Board has fixed the close of business on April 7, 2011, as the record date for determining the holders of our common shares that are entitled to notice of, and to vote at, the annual meeting. At the close of business on April 7, 2011, 10,973,440 common shares were outstanding. Each common share is entitled to one vote on all matters that properly come before the annual meeting. A quorum of shareholders will be established at the meeting if a majority of our outstanding common shares entitled to vote are present or represented by proxy.

If you own your shares through a broker, bank or other nominee and do not participate in electronic delivery of proxy materials, you will receive only one copy of our proxy materials if you share a single address with another shareholder unless we received instructions to the contrary from you. This practice, known as householding, is designed to eliminate duplicate mailings, conserve natural resources and reduce our printing and mailing costs. You can request to receive a separate Proxy Statement by contacting the institution that holds your shares.

***Methods of Voting***

You have three options for submitting your vote prior to the annual meeting:

via the Internet at [www.proxyvote.com](http://www.proxyvote.com);

by phone (please see your proxy card for instructions); or

by requesting, completing and mailing in a paper proxy card, as outlined in the Notice of Internet Availability.

We encourage you to register your vote via the Internet. If you attend the annual meeting, you may also submit your vote in person, and any votes that you previously submitted, whether via the Internet, by phone or by

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mail, will be superseded by the vote that you cast at the annual meeting. Whether your proxy is submitted via the Internet, by phone or by mail, if it is properly completed and submitted and if you do not revoke it prior to the annual meeting, your shares will be voted as specified, or if no instructions are given, in the manner set forth in this Proxy Statement.

You may revoke your proxy at any time before it is voted at the meeting. To revoke your proxy, you must:

enter a new vote by telephone, over the Internet, or by signing and returning another proxy card at a later date;

provide written notice of the revocation to Joseph G. Pointer, Secretary, at Cascade Corporation, 2201 N.E. 201<sup>st</sup> Avenue, Fairview, Oregon, 97204-9718; or

attend the meeting and vote in person.

Please note that if a broker, bank or other nominee is the record holder of your shares and you wish to vote at the annual meeting, you must bring to the meeting a letter from the record holder confirming your beneficial ownership of the shares. If a broker, bank or other nominee is the record holder of your shares and you wish to revoke your proxy, you must contact the record holder of your shares directly.

### ***Votes Required for the Proposals***

The election of directors (Proposal 1) will be determined by a plurality of the votes cast. Plurality means that the individuals who receive the highest number of votes are elected as directors, up to the number of directors to be chosen at the meeting. The advisory vote on executive compensation (Proposal 2) and advisory vote on the frequency of future advisory votes on executive compensation (Proposal 3) are advisory, nonbinding votes. Approval of Cascade's Short Term Incentive Plan (Proposal 4) and Amended and Restated Stock Appreciation Rights and Restricted Stock Plan (Proposal 5) each require the affirmative vote of a majority of the votes cast, as does ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2012 (Proposal 6). Abstentions or broker non-votes will have no effect on the required vote on any matter.

If you return a signed proxy without instructions, your shares will be voted in accordance with the recommendation of our Board FOR all nominees for election as directors, FOR the approval of the compensation of Cascade's named executive officers, for EVERY 3 YEARS as the frequency on which we will hold an advisory shareholder vote on executive compensation, FOR approval of the Cascade Corporation Short Term Incentive Plan, FOR the Amended and Restated Cascade Corporation Stock Appreciation Rights and Restricted Stock Plan, and FOR ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm. If your shares are held in street name, New York Stock Exchange Euronext ( NYSE ) rules prohibit brokers from voting your shares on Proposals 1-5 without receiving instructions from you on how to vote your shares. Without instructions from you, your broker, in its discretion, may either leave your shares unvoted or vote your shares on Proposal 6.

### ***Quorum Requirement***

A quorum, which is a majority of the outstanding shares entitled to vote as of the record date, April 7, 2011, must be present in order to hold the meeting and to conduct business. Shares are counted as being present if you vote in person at the meeting, by telephone, over the Internet, or by submitting a properly executed proxy card or if your broker votes for you with respect to ratification of our public accounting firm. Abstentions are counted as present for the purpose of determining a quorum.



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**PROPOSAL 1: ELECTION OF DIRECTORS**

Our Board currently consists of seven directors, which our Bylaws divide into three groups. The term of office of one group expires at each annual meeting. This year the terms of Peter D. Nickerson, Robert C. Warren, Jr. and Henry W. Wessinger II expire. Each is nominated for election to a three-year term ending in 2014.

**NOMINEES FOR ELECTION**

**PETER D. NICKERSON** Director since 2007 Age 53  
Mr. Nickerson serves as a director of Growth-link Overseas Company (Growth-link), an investment enterprise based in Hong Kong with investments in China, Vietnam and India. Growth-link invests primarily in contract footwear manufacturing facilities and to a lesser extent that industry's upstream and downstream infrastructure. Mr. Nickerson has been a director of Growth-link since 1988. Mr. Nickerson brings to our Board a successful business background, with valuable experience operating manufacturing facilities throughout the Far East and in India, areas which have significant growth potential for our company.

**ROBERT C. WARREN, JR.** Director since 1982 Age 62  
Mr. Warren has served as our President and Chief Executive Officer since 1996. He was President and Chief Operating Officer prior to 1996, and was formerly Vice President - Marketing. He is a Director of ESCO Corporation, a privately held manufacturer of high alloy steel products. Mr. Warren, as a result of his long tenure and multiple roles with Cascade, has unique and detailed knowledge of, and insights into, our industry and the challenges and opportunities we face in a competitive world marketplace.

**HENRY W. WESSINGER II** Director since 1998 Age 57  
Mr. Wessinger has been Vice President - Senior Portfolio Manager of UBS Financial Services since 2006. Previously, he was Senior Vice President, Ragen MacKenzie, a Division of Wells Fargo Investments, LLC from 1990 to 2006. He serves as Treasurer of the Wessinger Foundation. Mr. Wessinger provides our Board with informed guidance as to our shareholders' interests and as to public securities markets generally.

**CONTINUING DIRECTORS**

**Term Expires 2012**

**DUANE C. McDougall** Director since 2002 Age 59  
Mr. McDougall has been Chairman of the Board of Boise Cascade, LLC, a privately held manufacturer of wood products, since December 2008 and served as its Chief Executive Officer from December 2008 to August 2009. He served as President and Chief Executive Officer of Willamette Industries, Inc. (Willamette), an international forest products company, from 1998 to 2002. Prior to becoming President and Chief Executive Officer, Mr. McDougall served as Chief Accounting Officer and in other positions during his 21 year tenure with Willamette. He serves as a Director of the following publicly held companies: StanCorp Financial Group, Inc., The Greenbrier Companies, Inc., and West Coast Bancorp. Mr. McDougall brings his background as chief executive officer of two international, multi-plant forest products companies, and his service on a number of public company boards and audit committees, to our Board's efforts to plan effectively for the future and to comply with regulatory requirements in the many jurisdictions in which we conduct our business.

**JAMES S. OSTERMAN** Director since 1994 Age 73  
Mr. Osterman served as President and Chief Executive Officer of Blount International, Inc. (Blount), a diversified international manufacturing company, from 2002 until December 2009 and as Chairman and a



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Director of Blount from December 2009 until May 2010. He served as President of Outdoor Products Group, Oregon Cutting Systems Division of Blount, Inc., from 1986 to 2002. He is presently member manager of JSO Ventures, LLC, an investment firm organized in 2009. Our Board benefits from Mr. Osterman's years of experience as a key manufacturing and operating executive of a multinational, multi-plant producer of industrial products.

**Term Expires 2013**

NICHOLAS R. LARDY, Ph.D. Director since 1993 Age 65  
Dr. Lardy became a Senior Fellow of the Peter G. Peterson Institute for International Economics, a policy research institution in Washington, D.C., in 2003. He served as a Senior Fellow at The Brookings Institution, also in Washington, D.C., from 1995 to 2003. As an economist with a specific expertise on China, Dr. Lardy provides our Board with insights into present and prospective world economic conditions affecting our markets and in particular conditions affecting China, our area of greatest growth over the past decade.

NANCY A. WILGENBUSCH, Ph.D. Director since 1997 Age 63  
Dr. Wilgenbusch served as President of Marylhurst University from 1984 to June 2008. She currently serves as a director of West Coast Bancorp and is a trustee of the Tax-Free Trust of Oregon. She served from 2004 to 2007 as a director of Scottish Power PLC. Dr. Wilgenbusch's contributions to our Board stem from her experience in guiding Marylhurst University's growth, her past and present service on other public company boards, and her knowledge of and interest in issues related to employee morale and working conditions.

*Our Board unanimously recommends a vote FOR all nominees.*

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**PROPOSAL 2: ADVISORY VOTE ON EXECUTIVE COMPENSATION**

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the Dodd-Frank Act ) included a provision that requires publicly traded companies to hold an advisory, or non-binding, shareholder vote to approve or disapprove the compensation of executive officers. Consistent with that requirement, we are conducting an advisory vote on the compensation of the executive officers named in this Proxy Statement. The compensation of our executive officers is disclosed in this Proxy Statement under the heading Executive Compensation below in accordance with rules and regulations of the SEC.

Cascade s philosophy is that our success is largely dependent on our ability to attract and retain superior executive talent with demonstrated leadership abilities and extensive management experience. We also believe motivating and rewarding our executives for high levels of performance contributes to long-term shareholder value. This compensation philosophy, and the compensation structure approved by the Compensation Committee, is central to Cascade s ability to achieve our goals and provide stability in leadership. Our philosophies and goals with respect to compensation are explained in detail under the subheading Executive Compensation Compensation Discussion and Analysis. A detailed description of compensation actually paid to our named executive officers follows that discussion and analysis.

We are asking for shareholder approval of the compensation of our named executive officers as disclosed in this Proxy Statement in accordance with SEC rules, which disclosures include the disclosures under Executive Compensation Compensation Discussion and Analysis, the compensation tables that follow and the narrative discussion following each of the compensation tables. This vote is intended to address the overall compensation of our named executive officers and the policies and practices described in this Proxy Statement.

This vote is advisory and therefore not binding on Cascade, the Compensation Committee, or the Board. The Board and the Compensation Committee value the opinions of shareholders and will take into account the outcome of the vote when considering future executive compensation arrangements.

***Our Board unanimously recommends a vote FOR the approval of Cascade s executive compensation, as described in this Proxy Statement.***

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**PROPOSAL 3: ADVISORY VOTE ON THE FREQUENCY OF HOLDING FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION**

The Dodd-Frank Act also included a provision providing shareholders the opportunity to vote, on an advisory, or non-binding, basis, on how frequently they would like companies to hold an advisory vote on the compensation of executive officers in the manner done in Proposal 2 above. When voting, shareholders may indicate whether they would prefer an advisory vote on named executive officer compensation once every one, two, or three years, or they may abstain from the vote. In accordance with this requirement of the Dodd-Frank Act, we are holding an advisory vote on the frequency of future shareholder advisory votes on our executive compensation program.

After consideration of the frequency alternatives, the Board believes that conducting an advisory vote on executive compensation every three years is appropriate for Cascade and its shareholders at this time. We value the opinion of our shareholders and welcome communication regarding our executive compensation policies and practices.

Our executive compensation program is administered by our Compensation Committee, as described in this Proxy Statement. Compensation decisions are complex and we believe that establishing a three-year time frame for holding shareholder advisory votes on executive compensation will both enhance shareholder communication and provide Cascade time to consider, engage with and respond to shareholders concerns or other feedback. We believe that a triennial vote will provide shareholders with the ability to express their views on our executive compensation policies and practices while providing us with a sufficient amount of time to consider input. In addition, we believe that a triennial vote more closely aligns with the multi-year compensation structure that Cascade uses to reward long-term performance which is consistent with our long-term business strategy.

Shareholders are not being asked to approve or disapprove the Board's recommendation. Instead, our Board is providing a recommendation, but you are being asked to choose one of four options regarding this proposal. You may vote for us to hold advisory votes on our compensation every one, two or three years, or you may abstain from voting on the matter.

***Our Board unanimously recommends a vote for EVERY 3 YEARS as the frequency with which Cascade will hold an advisory vote on executive compensation.***

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**PROPOSAL 4: APPROVAL OF THE CASCADE CORPORATION SHORT TERM INCENTIVE PLAN**

**Background**

The Cascade Corporation Short Term Incentive Plan (the "STIP") is a cash incentive plan designed to support overall compensation policy by rewarding key Cascade executives for meeting challenging fiscal year performance goals. The STIP was approved by the Cascade board of directors on March 29, 2011, subject to approval by shareholders at the annual meeting.

The STIP is designed to satisfy the requirements of Section 162(m) of the Internal Revenue Code ("Section 162(m)") so that the Company can take federal income tax deductions for the performance-based compensation paid under the STIP to its Named Executive Officers (see Executive Compensation Summary Compensation Table for a list of our Named Executive Officers for fiscal 2011 ("NEOs")).

Section 162(m) generally provides that publicly held companies may not take a federal income tax deduction for certain compensation in excess of \$1 million paid to a NEO in any one year unless that compensation is performance-based. One of the requirements of performance-based compensation for purposes of Section 162(m) is that the compensation be paid pursuant to material terms of performance goals that have been approved by shareholders. Cascade has regularly provided annual executive incentive compensation when goals established by the Compensation Committee have been met, but has not previously sought the shareholder approval mandated by Section 162(m). The Board of Directors has adopted the STIP to be implemented starting with fiscal 2012, and is submitting it for shareholder approval to assure that payments under the STIP to NEOs will be deductible for federal income tax purposes. See Compensation Discussion and Analysis for a description of the cash incentive program in effect for fiscal 2011.

The STIP is intended to provide motivation for Cascade executive employees to attain and maintain high standards of performance, to attract and retain capable executives and to direct the energies of executives toward the achievement of specific business goals established for Cascade. The following is a brief summary of the material features of the STIP. The full text of the STIP is attached as Appendix A to this Proxy Statement.

**Plan Administration**

The STIP will be administered by the Compensation Committee of the Board of Directors (the "Compensation Committee"). The Compensation Committee has authority and discretion to administer and interpret the provisions of the STIP and to adopt such rules and regulations for the administration of the STIP as the Compensation Committee deems necessary or advisable. Decisions of the Compensation Committee will be final, conclusive and binding upon all parties, including, without limitation, the Company and plan participants.

**Plan Eligibility and Participation**

Participation in the STIP is limited to those Cascade executive officers who, in the opinion of the Compensation Committee, are in a position to have a significant impact on the performance of the Company and are designated by the Compensation Committee. Nine individuals participated in the STIP in effect during fiscal 2011, and it is anticipated that the same number would be eligible to participate in the proposed STIP for fiscal 2012. Prior to or at the time performance objectives are established for each plan year, the Compensation Committee will identify those executive employees who will participate for such plan year.

**Determination of Awards**

Within the time period prescribed by Section 162(m), for each calendar year, the Compensation Committee will: (i) determine the participants eligible to receive performance-based awards under the STIP, (ii) notify each such participant in writing concerning his or her selection, (iii) select the performance criteria

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provided for by the STIP which are to be used for each participant and (iv) establish, in terms of an objective formula or standard for each participant, the performance goal and the amount of each award which may be earned if such performance goal is achieved.

The performance criteria are limited to the following: net earnings, operating earnings or income, earnings per share, cash flow, absolute and/or relative return on equity or assets, pre-tax profits, earnings growth, revenue growth, share price growth, shareholder returns, gross or net profit margin, earnings before deduction of interest and taxes ( EBIT ), comparison to peer companies, or any combination of the foregoing, any of which may be measured either in absolute terms, or as compared to any incremental increase, or as compared to the results of a peer group. Each performance goal may be expressed in terms of overall Company performance or the performance of an operating unit, business unit, segment, subsidiary or other division or any portion or combination thereof of the Company, and may take into account unusual items of expense or income not directly related to operations.

In determining performance, the Compensation Committee in its discretion shall, in the case of awards to NEOs, and may, in the case of awards to all other participants, direct that adjustments to the performance goals or actual financial performance as reported be made to reflect extraordinary organizational, operational or other changes that have occurred during such year, in each case, with respect to NEOs, only to the extent consistent with the requirements of Section 162(m). The Compensation Committee may, however, provide at the time the performance goals are established that one or more of such adjustments will not be made as to a specific award to a NEO. The Compensation Committee is also authorized at any time during or after the plan year to increase (except with respect to awards payable to NEOs), reduce or eliminate the amount of an award payable to any participant for any reason.

On or before April 10 following the end of any Cascade fiscal year, the Compensation Committee shall determine awards to participants for such plan year by comparing actual financial performance to the performance goals, performance criteria and amounts of awards adopted by the Compensation Committee for such year. With respect to NEOs, the Compensation Committee shall certify that the amount of the award has been accurately determined in accordance with the terms, conditions and limits of the STIP. If the Compensation Committee has not adopted specified goals for the plan year, the Compensation Committee shall meet by April 10 following the end of the Cascade fiscal year to determine if discretionary bonuses shall be awarded to participants other than the NEOs.

**Fiscal 2012 Performance Criteria**

Incentive payments under the executive incentive program in effect for fiscal 2011 to the Named Executive Officers are reported under Executive Compensation Summary Compensation Table . The Compensation Committee has established the following potential payment amounts and fiscal 2012 performance goals for NEOs:

	Payments Based on Consolidated EBIT			Payments Based on Europe EBIT		
	Minimum	Target	Maximum	Minimum	Target	Maximum
CEO	15%	57%	113%	5%	18%	37%
COO	13%	49%	98%	4%	16%	33%
Others	11%	38%	75%	4%	13%	25%

Payments are expressed as a percentage of the NEO's fiscal 2012 base salary. EBIT is defined as reported earnings before deductions for interest expense and taxes. As described above, earnings may be adjusted for extraordinary events during the year at the discretion of the Compensation Committee.

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2012 performance goals applicable to all NEOs, based upon EBIT as a percentage of gross sales, are as follows:

	<b>Minimum</b>	<b>Target</b>	<b>Maximum</b>
Consolidated EBIT	12.0%	15.0%	16.0%
Europe EBIT	2.5%	3.0%	3.5%

Benefits payable to participants in the STIP, if any, for fiscal 2012 and future plan years are not determinable at this time. Incentive payments for performance-based awards depend upon meeting the performance targets. If the 2012 performance goals had been in effect during fiscal 2011, the minimum corporate and Europe EBIT goals would not have been met. Even if the targets are met, payments would remain subject to the Compensation Committee's discretion. The maximum award payable to any participant under the STIP for any Cascade fiscal year is \$2 million.

**Award Payment**

Approved bonus awards will be paid in cash to each participant promptly after the amount of the award has been determined and, with respect to awards to NEOs, the Compensation Committee has certified that the relevant performance goals have been achieved.

**Plan Term and Amendment**

If the STIP is approved by the shareholders, it will be effective for fiscal 2012 and will continue in effect through fiscal 2016, the fifth anniversary of such approval. The Compensation Committee may at any time terminate, modify or suspend the STIP, in whole or in part, and if suspended, may reinstate any or all provisions, provided that no such termination or modification shall impair any rights that may have accrued under the STIP; and provided further, that the Compensation Committee may not without shareholder approval adopt any amendment that would require the vote of shareholders pursuant to Section 162(m).

**Payment of Taxes on Awards**

The Company may deduct from any payments under the STIP any applicable withholding taxes required to be withheld with respect to such payments.

**Other Compensation**

The STIP is not exclusive. Cascade may pay other compensation to NEOs and other key employees as authorized by the Board and applicable law. If the STIP is not approved by shareholders, the Company currently contemplates that any cash incentive payments for fiscal 2012 for NEOs would be discretionary. Any such cash incentive payments then paid would not be deductible under Section 162(m) to the extent that (when combined with other non-exempt compensation paid) they exceed the \$1 million limit on non-exempt compensation paid to the NEOs.

**Recommendation of the Board of Directors**

The Board of Directors believes that Cascade's best interests will be served by a vote of its shareholders to approve the STIP and enable any cash incentive payments under the STIP to comply with the requirements of Section 162(m). The Board further believes that the STIP provides an important incentive that complements Cascade's existing policies and other executive compensation programs in linking portions of executive compensation to Cascade's performance.

The favorable vote of a majority of votes cast regarding the proposal is required to approve the STIP. Accordingly, abstentions and broker non-votes will not affect the outcome of the vote on the proposal.

***Our Board unanimously recommends a vote FOR approval of the Cascade Corporation Short Term Incentive Plan.***



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**PROPOSAL 5: APPROVAL OF THE AMENDED AND RESTATED CASCADE CORPORATION STOCK APPRECIATION RIGHTS AND RESTRICTED STOCK PLAN**

**Background**

The Cascade Corporation Stock Appreciation Rights and Restricted Stock Plan (the Plan) was initially approved by shareholders in 2004. The shareholders approved amendments to the Plan at their annual meetings held in 2005 and 2007. On March 30, 2010 and on March 29, 2011, the Board of Directors adopted amendments to the Plan which did not require shareholder approval.

At this year's annual meeting, the shareholders are being asked to approve an amendment and restatement of the Plan adopted by the Board of Directors on March 29, 2011, subject to shareholder approval (the Amendment and Restatement). The Amendment and Restatement will be effective June 1, 2011, if approved by the shareholders. The Amendment and Restatement includes examples of measurement criteria to be applied by the Compensation Committee of the Board in establishing performance goals applicable to awards of restricted stock to executive officers under the Plan, and provides the time frame within which such performance goals are to be set.

The purpose of the Amendment and Restatement is to enable income recognized by executives upon the vesting of restricted stock granted based on satisfaction of performance criteria or subject to performance based vesting conditions to qualify for exemption from deductibility limitations under Section 162(m). Under these limitations, certain compensation paid to our Named Executive Officers in excess of \$1 million in any fiscal year is not deductible to Cascade for tax purposes (see Executive Compensation Summary Compensation Table for a list of our Named Executive Officers for fiscal 2011 (NEOs)). The Section 162(m) limitation presently applies to income realized by executives from the vesting of restricted shares, but would not apply to income from vesting of performance-based restricted share grants if the shareholders approve the Amendment and Restatement. Income recognized by employees on the exercise of stock appreciation rights granted under the Plan as presently in effect qualifies for exemption from the Section 162(m) limitation on deductibility by Cascade.

**Approval of the Amendment and Restatement for Purposes of Section 162(m) of the Code**

The proposed Amendment and Restatement has been structured to permit income related to vesting of restricted stock awards made under the Plan to our NEOs to satisfy the requirements of performance-based compensation within the meaning of Section 162(m). One of the requirements of performance-based compensation under Section 162(m) is that the material terms of the performance goals be disclosed to and approved by the shareholders. Material terms for purposes of Section 162(m) include the employees eligible to receive compensation, a description of the business criteria on which the performance goal is based, and the maximum amount of compensation that can be paid to an employee upon achieving the performance goal. These items are described below. Shareholder approval of the Amendment and Restatement will satisfy the approval requirements of Section 162(m).

**Key Provisions of the Plan**

The following summary describes certain key features of the Plan, which is attached as Appendix B to this Proxy Statement (substantive changes relating to granting of performance shares are italicized in Appendix B):

*Duration:* The Plan terminates as of May 31, 2013.

*Eligible Employees:* Those key Cascade employees the Compensation Committee designates as eligible.

*Types of Awards:* Stock appreciation rights, restricted stock, and performance-based restricted stock.

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*Terms of Stock Appreciation Rights:* The price of each SAR will be established by the Compensation Committee and may not be less than the fair market value of a share of our common stock on the date the SAR is granted. The fair market value of a share of our common stock will be equal to the closing price of the stock as quoted on the NYSE or if not so quoted, as otherwise determined under the terms of the SAR Plan. SARs may be exercised during the period determined by the Compensation Committee, but no SAR will be exercisable after 10 years from the date of grant. During a participant's lifetime, SARs granted to a participant are exercisable only by the participant, the participant's payee pursuant to a valid domestic relations court order, or by a legally designated guardian or conservator. With the prior consent of the Compensation Committee, SARs may be transferred to a trust for the participant's benefit established for estate planning purposes.

*Terms of Restricted Shares:* The award of restricted shares is subject to certain terms and conditions as the Compensation Committee may prescribe, including a period of time during which the participant must remain in Cascade's employment in order to retain the restricted shares (the Restriction Period). The Compensation Committee may at the time of the restricted share award provide for the employment restriction to lapse with respect to a portion or portions of the award at different times during the Restriction Period. If the employment requirement has been met, all restrictions imposed by the award lapse when the Restriction Period expires. Failure to meet the employment requirement causes the award to be forfeited. The Compensation Committee may waive restrictions in the event of the death of a participant. Restrictions on shares granted to a participant who reaches age 62 and is determined to have retired by the Compensation Committee in its discretion shall lapse. Any dividends declared on restricted shares shall be paid to the recipient. Restricted shares may be voted upon issues to come before the shareholders, but may not be sold, assigned, transferred, pledged or otherwise disposed of during the Restriction Period and each share certificate must contain a legend giving notice of the restrictions applicable to the shares. All restrictions on shares issued to directors will lapse when the director reaches the mandatory retirement age for directors or dies.

*Terms of Performance Based Restricted Shares:* The Amendment and Restatement provides that the Compensation Committee may establish performance goals for the award of restricted shares. The goals may be expressed in terms of overall performance of Cascade or the performance of any Cascade operating unit, business unit, segment, subsidiary or other division. The criteria that will be used to establish performance goals are limited to the following: net earnings, operating earnings or income, earnings per share, cash flow, absolute and/or relative return on equity or assets, pre-tax profits, earnings growth, revenue growth, share price growth, shareholder returns, gross or net profit margin, earnings before deduction of interest and taxes (EBIT), comparison to peer companies, or any combination of the foregoing, any of which may be measured either in absolute terms, or as compared to any incremental increase, or as compared to the results of a peer group. Actual financial performance is measured by reference to Cascade's financial records and consolidated financial statements, subject to certain adjustments which the Compensation Committee may make.

*Terms of Awards:* Stock appreciation rights may have a maximum term of 10 years.

*Limitation on Awards:* The Plan provides that an individual employee may not be granted more than 100,000 stock appreciation rights or 100,000 performance-based restricted shares annually. Cascade has not granted this number of stock appreciation rights or restricted shares to any individual employee in any year in the past.

*Overall Share Limitation:* No more than 750,000 Cascade common shares may be issued under the Plan. As of March 1, 2011, 580,096 shares have been issued or are subject to outstanding awards under the Plan.

*Awards to Directors:* Non-employee directors are entitled to annual restricted stock awards of the number of shares which most nearly totals \$60,000 in value, based upon the closing price of Cascade's shares quoted on the New York Stock Exchange on the business day following the next quarterly announcement of Cascade's earnings following Cascade's annual meeting of shareholders.

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*Vesting:* Vesting of stock appreciation rights and all restricted shares granted to employees is generally established by the Compensation Committee at the time awards are granted. The Compensation Committee in the past has specified that stock appreciation awards vest at the rate of 25% per year over a four-year period and that restricted stock awards vest at the rate of 33 1/3% per year over a three-year period.

*Administration:* The Compensation Committee, consisting entirely of outside directors, as defined by Section 162(m), administers the Plan. The Compensation Committee determines those employees eligible to receive awards, and, subject to Plan requirements, the terms and conditions of each award. The Compensation Committee has the authority to apply and interpret the provisions of the Plan.

*Changes in Capital Structure and Similar Transactions:* In general, if the outstanding shares of our common stock are increased, decreased or changed into or exchanged for a different number or kind of shares by reason of any recapitalization, reclassification, stock split, combination of shares or dividend payable in shares, the Compensation Committee will make appropriate adjustments in the price and number of outstanding SARs then unexercised, so that the participant's proportionate interest before and after the occurrence of the event is maintained. Except where our shareholders receive capital stock of another corporation ( Exchange Stock ) in exchange for their Cascade common shares in any transaction involving a merger, consolidation, reorganization, or plan of exchange (an Exchange Transaction ), in the event of a merger, consolidation, reorganization, plan of exchange, or liquidation involving Cascade as a result of which our shareholders receive cash, stock, or other property in exchange for or in connection with their common shares (an Accelerating Event ), any SAR granted under the Plan will terminate, but the participant will have the right during the 30-day period immediately prior to any such Accelerating Event to elect to exercise SARs awarded him or her, in whole or in part, without any limitation on exercisability; provided, however, that such exercise will be deemed to occur immediately prior to such Accelerating Event and will be contingent upon the occurrence of such Accelerating Event. If our shareholders receive Exchange Stock in an Exchange Transaction, all SARs granted under the Plan will be converted into SARs and awards measured by the Exchange Stock, unless the Compensation Committee determines that any or all such SARs will not be converted but will instead terminate in accordance with the provisions of the Plan. The amount and price of converted SARs will be determined by adjusting the amount and price of awards granted under the Plan to take into account the relative values of the Exchange Stock and our common shares in the transaction.

*Amendment:* The Board may modify or amend the Plan as it deems advisable because of changes in the law while the Plan is in effect or for any other reason; however, amendments which (a) increase the number of shares available under the Plan (other than increases solely to reflect changes in our corporate structure affecting our common stock); (b) change the types of awards available under the Plan; (c) extend the term of the Plan; or (d) constitute a material revision to the Plan or other modification will be subject to shareholder approval pursuant to the New York Stock Exchange Corporate Governance Listing Standards.

*Other Information:* The Compensation Committee has established the following performance goals and grant guidelines applicable to equity grants based upon fiscal 2012 performance:

Performance Goals (expressed as percentage return on adjusted assets ( ROAA ) exclusive of extraordinary expense or income items):

Minimum	Target	Maximum
10%	13%	14%

If the goals are met, the Compensation Committee's guidelines provide for the following share grants to NEOs (expressed as the percentage of base salary represented by grant value):

	Minimum	Target	Maximum
CEO	51%	102%	204%
COO	46%	92%	184%
Others	35%	70%	117%

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The Compensation Committee has determined that any grants to NEOs are to be paid one-half in the form of SARs and one-half in the form of performance based restricted shares, with all grants valued as of the date of grant.

A new plan benefits table, as described in the proxy rules of the Securities and Exchange Commission, is not provided because benefits under the Plan will depend on the Compensation Committee's actions and the fair market value of our common stock at future dates. It is therefore not possible to determine the benefits that will be received by key employees if the amendment and restatement of the Plan is approved by our shareholders. SAR and restricted stock awards to NEOs for fiscal 2011 are reported under Executive Compensation Long Term Incentive. Had the ROAA performance goals for fiscal 2012 been in effect for fiscal 2011, the minimum corporate ROAA goal would not have been met and no awards would have been earned.

*U.S. Federal Income Tax Consequences:* A participant will not recognize taxable income upon the grant of a SAR. Upon the exercise of a SAR, a participant will recognize taxable ordinary income equal to the difference between the fair market value of the underlying shares on the date of exercise and the grant or base price of the SAR.

A recipient of restricted shares generally will be subject to tax at ordinary income rates on the fair market value of the restricted shares at such time as the restrictions applicable to the shares lapse. However, a recipient may elect under Section 83(b) of the Code within 30 days of the date of receiving the restricted shares to recognize ordinary income on the date of receipt equal to the fair market value of such restricted shares (determined without regard to the restrictions). Unless a Section 83(b) election has been made, any dividends received with respect to restricted shares generally will be treated as compensation that is taxable as ordinary income to the participant.

In general, Cascade will be entitled to a deduction in the same amount and at the same time a participant recognizes ordinary income provided that among other things, the income meets the test of reasonableness, is an ordinary and necessary business expense, is not an excess parachute payment under Section 280G of the Code and is not disallowed by the \$1 million limitation on NEO compensation under Section 162(m).

For information on our executive compensation philosophy, see Compensation Discussion and Analysis in this Proxy Statement.

## Recommendation of the Board of Directors

The Board of Directors believes that Cascade's best interests will be served by a vote of its shareholders to enable performance-based grants of restricted shares under Cascade's Stock Appreciation Rights and Restricted Stock Plan to qualify for exemption from deductibility limitations imposed on Cascade by Section 162(m). The Board further believes that the Plan provides an important incentive that complements Cascade's existing policies and other executive compensation programs by rewarding the building of long-term shareholder value.

The favorable vote of a majority of votes cast regarding the proposal is required to approve the Amendment and Restatement of the Plan. Accordingly, abstentions and broker non-votes will not affect the outcome of the vote on the proposal.

***Our Board unanimously recommends a vote FOR approval of the Amended and Restated Cascade Corporation Stock Appreciation Rights and Restricted Stock Plan.***

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**PROPOSAL 6: RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has appointed PricewaterhouseCoopers LLP to serve as Cascade's independent registered public accounting firm for the fiscal year ending January 31, 2012, and as a matter of good corporate governance we are asking shareholders to ratify this appointment. Representatives of PricewaterhouseCoopers LLP are expected to be present at the annual meeting. They will have the opportunity to make a statement if they desire to do so, and will be available to respond to appropriate questions from shareholders. If the selection of PricewaterhouseCoopers LLP is not ratified, the Audit Committee will consider whether it should select another independent registered public accounting firm.

*Our Board unanimously recommends a vote FOR the proposal to ratify the appointment of PricewaterhouseCoopers LLP as Cascade's independent registered public accounting firm for the fiscal year ending January 31, 2012.*

**CORPORATE GOVERNANCE AND OTHER BOARD MATTERS**

We are committed to conducting our operations in accordance with accepted principles of good corporate governance and to applying the highest standards of ethical and legal conduct in our business dealings. Our Corporate Governance Guidelines and our Code of Ethics & Business Responsibilities for Directors, Officers and Employees are available on our website at [www.cascorp.com](http://www.cascorp.com) and in print to any shareholder who requests them.

***Board Independence***

Our Corporate Governance Guidelines provide that a majority of the Board must meet the criteria for independence established by applicable law and the requirements of the NYSE. The Board has determined that all of the current directors other than Mr. Warren, our President and Chief Executive Officer, are independent in accordance with applicable law and NYSE requirements. In making its determination, the Board applied the following director independence standards, which reflect the NYSE director independence standards currently in effect:

No director qualifies as independent unless the Board affirmatively determines that the director has no material relationship with Cascade or any of its subsidiaries (either directly or as a partner, shareholder or officer of an organization that has a relationship with Cascade or any of its subsidiaries);

A director who is an employee or whose immediate family member is an executive officer of Cascade or any of its subsidiaries is not independent. Such director will become independent three years after the end of such employment relationship;

A director who receives, or whose immediate family member receives, more than \$120,000 per year in direct compensation from Cascade or any of its subsidiaries, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service), is not independent. Such director will become independent three years after he or she ceases to receive more than \$120,000 per year in such compensation;

A director who is a partner or employee of a firm that is Cascade's internal or external auditor, whose immediate family member is a partner of that firm, whose immediate family member is an employee of that firm who personally works on Cascade's audit, or who, within the last three years, was a partner or employee of that firm and personally worked on Cascade's audit during that time or had an immediate family member who was a partner or employee of that firm who personally worked on Cascade's audit during that time, is not independent;

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A director who is employed, or whose immediate family member is employed, as an executive officer of another company where any of Cascade's or any of its subsidiaries' present executives serve on that company's compensation committee is not independent. Such director will become independent three years after the end of such service or the employment relationship; and

A director who is an employee, or whose immediate family member is an executive officer, of a company that makes payments to, or receives payments from, Cascade or any of its subsidiaries for property or services in an amount which, in any single fiscal year, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues, is not independent until three years after such payments cease to exceed such threshold.

The Board has also determined that those directors who serve on the Audit, Compensation and Nominating and Governance Committees of the Board are independent in accordance with applicable law and NYSE requirements. In making its determination with respect to Mr. Wessinger, the Board considered the business relationship between Mr. Warren personally and Mr. Wessinger arising from Mr. Wessinger's position as Vice President - Senior Portfolio Manager of UBS Financial Services and concluded that the relationship was not material to Mr. Wessinger's independence.

**Board Committees and Meetings**

The Board currently has standing Audit, Compensation and Nominating and Governance Committees. During the year ended January 31, 2011, each director attended at least 75% in aggregate of the meetings of the Board and committees on which he or she served. The members of the committees and the number of meetings held during the year are identified in the following table.

<b>Director</b>	<b>Board</b>	<b>Audit</b>	<b>Nominating and Governance</b>	<b>Compensation</b>
Nicholas R. Lardy	X	X	X	X (Chair)
Duane C. McDougall	X	X (Chair)	X	X
Peter D. Nickerson	X	X	X	X
James S. Osterman	X (Chair)	X	X	X
Robert C. Warren, Jr.	X			
Henry W. Wessinger II	X	X	X (Chair)	X
Nancy A. Wilgenbusch	X	X	X	X
Number of meetings	4	4	3	2

Directors are encouraged to attend the annual meeting of shareholders, absent unavoidable circumstances which do not permit attendance. All directors attended the 2010 annual meeting of shareholders.

**Audit Committee**

The Audit Committee of the Board of Directors is established pursuant to our Bylaws and its activities are governed by a written charter that is available on our website, [www.cascorp.com](http://www.cascorp.com) and in print to any shareholder who requests it.

The Audit Committee assists the Board with oversight of the integrity of our financial statements, the independent registered public accounting firm's qualifications and independence, the performance of our internal audit function and independent registered public accounting firm and our compliance with legal and regulatory requirements. The Audit Committee is also charged with the responsibility for satisfying itself regarding the following:

Our system of internal controls is reasonably adequate and is operating effectively;

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Our systems, procedures and policies provide reasonable assurance that financial information is fairly presented;

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Overall annual audit coverage is satisfactory and is designed to provide reasonable assurance that our financial statements fairly reflect our financial condition and the results of our operations;

Appropriate standards of business conduct are established and observed;

Procedures are in place for the receipt, retention, and treatment of complaints we may receive regarding matters related to accounting or auditing;

Assurance that our independent registered public accounting firm is independent and has satisfactory internal quality-control procedures;

Our company is acting in accordance with applicable legal and regulatory requirements.

The Audit Committee also conducts an annual evaluation of its performance in fulfilling its duties and responsibilities. The report of the Audit Committee is included in this Proxy Statement.

Management is responsible for our internal controls and financial reporting. PricewaterhouseCoopers LLP, our independent registered public accounting firm, is responsible for auditing our annual consolidated financial statements in accordance with auditing standards of the Public Company Accounting Oversight Board (the PCAOB) and for issuing a report on those financial statements.

Each member of the Audit Committee, as shown in a previous table, is independent in accordance with applicable SEC rules and NYSE requirements. The Board has determined that Mr. McDougall qualifies as an audit committee financial expert as defined in the rules of the SEC. The Board has also determined that Mr. McDougall's service on the audit committees of Boise Cascade, LLC, The Greenbrier Companies, Inc., StanCorp Financial Group, Inc., and West Coast Bancorp will not impair his ability to serve on our Audit Committee.

***Compensation Committee***

The Compensation Committee provides assistance to the Board in fulfilling its responsibilities related to the compensation of the directors and key management personnel of Cascade. The Compensation Committee is authorized to delegate its authority to subcommittees it may form. Each member of the Compensation Committee is independent in accordance with the requirements of the NYSE. Specific responsibilities of the Compensation Committee include:

Reviewing and discussing with management the Compensation Discussion and Analysis and other executive compensation disclosures included in our Proxy Statement and issuing an annual report on executive compensation in connection therewith;

Annually reviewing and approving corporate goals and objectives relevant to the compensation of our Chief Executive Officer (CEO);

Evaluating the CEO's performance and making recommendations regarding the CEO's compensation level based on the evaluation for approval by the independent members of the Board;

Reviewing and making recommendations to the Board with respect to the compensation of our key management personnel and directors;



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Reviewing and making recommendations to the Board with respect to our incentive and equity based compensation plans;

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Conducting an annual evaluation of the Compensation Committee's performance in fulfilling its duties and responsibilities;

Making regular reports to the Board.

The report of the Compensation Committee is included in this Proxy Statement. The charter of the Compensation Committee is available on our website at [www.cascorp.com](http://www.cascorp.com), and in print to any shareholder who requests it.

***Nominating and Governance Committee***

The Nominating and Governance Committee provides oversight on issues surrounding the composition and operation of the Board. Specific responsibilities of the Nominating and Governance Committee include:

Identifying individuals qualified to serve on the Board.

Recommending director nominees to the Board for election at our annual meeting of shareholders or for appointment by the Board to fill existing or newly created vacancies on the Board.

Identifying members of the Board to serve on and to chair each Board committee.

Developing and revising as appropriate our Corporate Governance Guidelines.

Recommending such guidelines or revisions to the Board.

Reviewing the charters of each Board committee and, when necessary or appropriate, recommending changes in such charters to the Board.

Overseeing the annual evaluation by the Board of itself and its members.

Overseeing the Board's evaluation of management.

Conducting an annual evaluation of its performance in fulfilling its duties and responsibilities.

Making regular reports to the Board.

Monitoring the development of best practices regarding corporate governance.

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Taking a leadership role in shaping corporate governance.

Each member of the Nominating and Governance Committee is independent in accordance with the requirements of the NYSE. The charter of the Nominating and Governance Committee is available on our website at [www.cascorp.com](http://www.cascorp.com) and in print to any shareholder who requests it.

The policy of the Nominating and Governance Committee is to consider recommendations for director nominees submitted by shareholders. Shareholders requesting the Nominating and Governance Committee to consider their recommendations for nominees should submit their recommendations, together with appropriate biographical information and qualifications, in writing to the Nominating and Governance Committee. Nominee recommendations should be addressed to:

Corporate Secretary

Cascade Corporation

Post Office Box 20187

Portland, OR 97294-0187

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Our Corporate Governance Guidelines contain Board membership criteria that apply to nominees recommended by the Nominating and Governance Committee. Under these criteria, nominees should possess the highest personal and professional ethics, a background and expertise useful to Cascade and complementary to and different from the background of the other directors and a willingness to devote the required time to the duties and responsibilities of Board membership. In fulfilling its responsibility to identify individuals qualified to serve on the Board and recommending to the Board nominees for election at our annual meeting of shareholders or for appointment by the Board to fulfill an existing or newly created vacancy on the Board the Nominating and Governance Committee evaluates the Board's effectiveness and composition. This includes consideration of the business and professional backgrounds of directors, their current employment, community service and other board service. In addition, although our Corporate Governance Guidelines do not prescribe diversity standards, the Nominating and Governance Committee considers, as a matter of practice, diversity with respect to personal characteristics such as race, ethnicity, gender, and age when identifying and recommending nominees for the Board.

When nominating a candidate to fill a vacancy created by the expiration of the term of a member of the Board, the Nominating and Governance Committee determines whether the incumbent director is willing to stand for re-election. If so, the committee evaluates his or her performance in office to determine suitability for continued service, taking into consideration the value of continuity and familiarity with our business, the director's history of attendance at board and committee meetings and the director's preparation for and participation in such meetings. When nominating a candidate to fill a vacancy where the committee has determined that an incumbent director should not or is not willing to stand for re-election or where the need to add a new board member has been identified, the Committee initiates a candidate search by seeking input from members of the Board and senior management, considering recommendations submitted by shareholders and hiring a search firm, if necessary.

The nominating process begins by identifying a candidate or group of candidates, including any candidates who may be submitted by shareholders, who will satisfy specific criteria and otherwise qualify for membership on the Board. These candidates are then presented to the Nominating and Governance Committee, which ranks the candidates. The Chairman, the CEO and at least one member of the Nominating and Governance Committee interview the prospective candidate or candidates. Other Board members are offered the opportunity to interview candidates. The Nominating and Governance Committee then meets to consider and approve the final candidate or candidates and to recommend and seek the endorsement of the full Board.

### ***Board's Role in Risk Oversight***

The Board oversees risk through management presentations at Board meetings and through its Audit Committee. The Audit Committee charter provides that the Committee shall discuss with management the Company's risk exposures and the steps management has taken to monitor and control such exposures. As part of this process, our Director of Internal Audit conducts risk assessments under the Committee's authority, providing periodic reports to the Committee, and the Committee reports to the full Board at least quarterly.

The Board believes its administration of its risk oversight function has not affected the Board's leadership structure.

### ***Non-Executive Chairman of the Board; Executive Sessions***

An independent director currently serves as Chairman of the Board. This structure allows for the active participation of the independent directors in setting agendas and establishing priorities and procedures for the work of the Board.

Non-management directors meet in executive session without management in conjunction with at least one Board meeting each quarter and may also meet at other times. Mr. Osterman, as our Chairman, presides at all executive sessions.

**Table of Contents*****Contacting the Board***

Individuals may contact the Board as a group or an individual director at the following mailing address:

Board of Directors

Attention: Corporate Secretary

Cascade Corporation

Post Office Box 20187

Portland, OR 97294-0187

The name of the individual director or group of directors to whom the communication is directed should be clearly specified. Communications will be promptly forwarded by the Corporate Secretary to the specified director or to Mr. Osterman if the communication is addressed to the full Board. Shareholders wishing to submit proposals for inclusion in the Proxy Statement relating to the 2012 Annual Meeting of Shareholders should follow the procedures specified under *Shareholder Proposals for 2012 Annual Meeting*. Shareholders wishing to recommend nominees for the Board should follow the procedures specified under *Corporate Governance and Other Board Matters - Nominating and Governance Committee*.

***Director Compensation***

The following table summarizes the compensation paid to our non-employee directors for the fiscal year ended January 31, 2011:

Name	Fees Earned or Paid in Cash	Stock Awards (1)	Option Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation (2)	Total
Nicholas R. Lardy	\$ 48,000	\$ 60,000				\$ 1,225	\$ 109,225
Duane C. McDougall	\$ 53,700	\$ 60,000				\$ 1,225	\$ 114,925
Peter D. Nickerson	\$ 42,300	\$ 60,000				\$ 1,166	\$ 103,466
James S. Osterman	\$ 90,750	\$ 60,000				\$ 1,225	\$ 151,975
Henry W. Wessinger II	\$ 48,000	\$ 60,000				\$ 1,225	\$ 109,225
Nancy A. Wilgenbusch	\$ 42,300	\$ 60,000				\$ 1,225	\$ 103,525

(1) Represents the aggregate grant date fair value computed in accordance with U.S. Generally Accepted Accounting Principles (US GAAP) of shares of restricted common stock issued to directors on June 8, 2010. Each non-employee director received an award of 1,874 shares of restricted stock based on the closing market price of \$32.01 per share on that date.

(2) Amounts reflect dividends received on unvested restricted stock issued through June 8, 2010.

At January 31, 2011, our non-employee directors had the following outstanding stock appreciation rights (SAR) and restricted stock awards:

Name	Outstanding SAR Awards	Outstanding Restricted Stock Awards (Shares)
Nicholas R. Lardy	10,400	6,493

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Duane C. McDougall	5,400	6,493
Peter D. Nickerson		5,679
James S. Osterman	10,400	6,493
Henry W. Wessinger II	4,625	6,493
Nancy A. Wilgenbusch	5,400	6,493

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Annual retainers received by directors are as follows:

Chairman of the Board	\$ 75,000
Audit Committee Chair	36,000
Compensation Committee Chair	30,000
Nominating and Governance Committee Chair	30,000
All Other Directors	24,000

Effective June 1, 2009, annual retainers were reduced by 10% from previous levels in view of economic conditions. The reductions were reversed effective June 1, 2010.

Non-employee directors also receive \$1,500 for each Board and committee meeting attended. Under the Cascade Corporation Stock Appreciation Rights and Restricted Stock Plan approved by our shareholders, each non-employee director is awarded restricted shares totaling \$60,000 in value following each annual meeting of shareholders. Restricted shares granted prior to June 1, 2010 vest over a four-year period. Restricted shares granted on or after June 1, 2010 vest after one year. The directors are reimbursed for travel and other expenses attendant to Board membership.

**Table of Contents****FEES PAID TO INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Fees billed for professional services performed by PricewaterhouseCoopers LLP for fiscal years ended January 31, 2011 and 2010 were as follows:

	<b>2011</b>	<b>2010</b>
Audit Fees (1)	\$ 1,306,000	\$ 1,377,000
Audit -related fees (2)	70,000	46,000
Tax return preparation and planning activities	73,000	56,000
Other tax fees (3)	35,000	32,000
All other fees		2,000
	\$ 1,484,000	\$ 1,513,000

(1) Audit fees represent fees for professional services provided in connection with the audit of our consolidated financial statements and review of our quarterly consolidated financial statements, audit of management's assessment of internal control effectiveness and audit services provided in connection with other statutory or regulatory filings.

(2) Audit-related fees consisted primarily of accounting consultations, employee benefit plan audits and other attestation services.

(3) Tax fees consisted of transfer pricing services and international, federal and state tax advice.

Under its charter, the Audit Committee must pre-approve all auditing services and permitted non-audit services, including fees and terms, to be performed by our independent registered public accounting firm, unless an exception to pre-approval for *de minimus* non-audit services exists under the Securities Exchange Act of 1934. Each year, the independent registered public accounting firm's retention to audit our financial statements, including the associated fee, is approved by the Audit Committee before the filing of the preceding year's annual report on Form 10-K. At the beginning of each fiscal year, management submits to the Audit Committee a summary of all proposed non-audit services expected to be performed by the independent registered public accounting firm in the next year, including a brief description of the project and an estimated project cost. The Audit Committee approves the summary as submitted or with such changes to the scope and nature of work to be performed as it deems desirable. Additional non-audit services identified during the year are submitted to the Audit Committee for approval at the next quarterly Audit Committee meeting. If the services are scheduled to commence prior to the next quarterly meeting, management obtains approval from the Chair of the Audit Committee to proceed with the services. The Chair of the Audit Committee makes the determination at interim dates of whether approval of the entire Audit Committee is needed. In the event the Chair of the Audit Committee is not available to approve non-audit services, a designated Vice-Chair of the Audit Committee can approve such services or determine if approval of the entire Audit Committee is needed. Any approval of non-audit services by the Chair or Vice-Chair of the Audit Committee is reported to the full Audit Committee at the next scheduled meeting.



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**AUDIT COMMITTEE REPORT**

As more fully described in the charter for the Audit Committee, the purpose of the Audit Committee is to assist the Board in its oversight of Cascade's financial reporting, internal control, and audit functions. The Audit Committee is comprised entirely of independent directors. We report that, in discharging our responsibilities and in addition to other work we did, we:

Reviewed and discussed with management and PricewaterhouseCoopers LLP our annual consolidated financial statements for the fiscal year ended January 31, 2011, as well as management's assessment of, and PricewaterhouseCoopers' evaluation of, the company's internal control over financial reporting and overall quality of financial reporting.

Discussed with PricewaterhouseCoopers LLP the matters that Statement on Auditing Standards No. 61 (Communications with Audit Committees), as amended, as adopted by the Public Company Accounting Oversight Board (PCAOB) in Rule 3200, requires be communicated to, and discussed with, us.

Received written disclosures and the letter from PricewaterhouseCoopers LLP required by applicable requirements of the PCAOB regarding communications with the Audit Committee concerning independence from Cascade, and we have discussed with PricewaterhouseCoopers LLP its independence from Cascade. The Audit Committee has concluded that PricewaterhouseCoopers LLP's provision of audit and non-audit services to Cascade is consistent with the maintenance of that firm's independence.

Monitored Management's fulfillment of its responsibility for our internal controls and reviewed the conduct of the independent audit of our consolidated financial statements by PricewaterhouseCoopers LLP, including the scope and execution of the audit.

Received presentations from Management, PricewaterhouseCoopers LLP and our Internal Audit Manager throughout the year on specific topics of interest, including the 2011 audit plan, our critical accounting policies, our compliance with internal controls requirements under Section 404 of the Sarbanes-Oxley Act, accounting for the funding of certain defined benefit pension and retiree medical funding obligations, internal audits of certain business procedures and various U.S. and foreign income tax matters.

Based on the review and discussion referred to above, we recommended to the Board, and the Board approved, the inclusion of the audited annual consolidated financial statements for the fiscal year ended January 31, 2011, in our Annual Report on Form 10-K for the fiscal year ended January 31, 2011, for filing with the Securities and Exchange Commission.

The Audit Committee appointed PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ended January 31, 2012, and recommends to the shareholders of Cascade that they ratify the appointment. We have reviewed the PricewaterhouseCoopers LLP audit plan for the fiscal year ended January 31, 2011.

**AUDIT COMMITTEE**

Duane C. McDougall, Chair

Nicholas R. Lardy

Peter D. Nickerson

James S. Osterman

Henry W. Wessinger II

Nancy A. Wilgenbusch

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**EXECUTIVE COMPENSATION**

***Compensation Discussion and Analysis***

**Overview**

This Compensation Discussion and Analysis section describes our compensation philosophy, practices, and policies for our principal executive officer, principal financial officer and our three other most highly-compensated executive officers for our fiscal year ended January 31, 2011. These officers, referred to as named executive officers or NEOs are: Robert C. Warren, Jr., President and Chief Executive Officer; Richard S. Anderson, Senior Vice President and Chief Operating Officer; Jeffrey K. Nickoloff, Vice President – Corporate Manufacturing; Joseph G. Pointer, Vice President and Chief Financial Officer and Susan Chazin-Wright, Vice President-Human Resources. This section also explains the structure and rationale associated with each element of NEO total compensation, and it provides important context for the detailed disclosure tables and specific compensation amounts disclosed in this Proxy Statement.

**Compensation Committee**

The Compensation Committee consists of six directors, all of whom are independent in accordance with NYSE requirements. Nicholas R. Lardy, Ph.D., serves as the Chair of the Compensation Committee. The other members of the Compensation Committee are Duane C. McDougall, Peter D. Nickerson, James S. Osterman, Henry W. Wessinger II, and Nancy A. Wilgenbusch, Ph.D. The Compensation Committee is appointed by, and provides assistance to, the Board in fulfilling its responsibilities relating to the compensation of our executive officers and directors. Additional information regarding the Compensation Committee can be found in this Proxy Statement under Corporate Governance and Other Board Matters – Compensation Committee.

**Compensation Philosophy and Objectives**

We believe our success is largely dependent on our ability to attract and retain superior executive talent with demonstrated leadership abilities and extensive management experience. We also believe motivating and rewarding our executives for high levels of performance contributes to long-term shareholder value. Accordingly, we seek to attract and retain executive talent by providing market-competitive base compensation and to reward executives for producing superior results. We do so by evaluating executive performance on the basis of two key financial measures, income before taxes as a percentage of net sales and return on average assets, which we believe are closely correlated to building shareholder value.

Our basic compensation philosophy is divided into three areas: base salary, annual cash incentive and long-term incentive.

**Base Salary** We establish the base salaries of our NEOs at levels that approximate the market median or mean for executives with like responsibilities in a peer group of comparable companies as discussed under Determination of Compensation Levels , with adjustments for variations in executive experience and performance. Despite our use of market salary data, individual salary determinations reflect the qualifications, experience and performance of the individual NEO and the value of the individual to our business.

**Annual Cash Incentive** We believe our NEOs, who are directly responsible for our global performance, should have a significant portion of their potential cash compensation at risk. Therefore, our annual cash incentive program rewards NEOs for meeting or exceeding designated levels of income before interest and taxes ( EBIT ) as a percentage of net sales, as established by the Compensation Committee and approved by the Board.

**Long-Term Incentive** We believe providing a long-term incentive, in the form of stock-based compensation, will encourage our NEOs to operate our business with a longer-term focus by seeking to

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maximize net income relative to our existing assets and acquiring additional assets with superior income potential. We also believe that a long-term incentive promotes retention of future leaders in line with our succession planning efforts.

**Total Direct Compensation** In evaluating overall compensation, the Compensation Committee believes the combination of base salary, annual cash incentive and long-term incentive, when compared to executives with like responsibilities in comparable companies and industries, should be in the 50<sup>th</sup> to 75<sup>th</sup> percentile when our performance is judged to be good, and above the 75<sup>th</sup> percentile when performance is judged to be outstanding or excellent.

### **Compensation Consultants**

The Compensation Committee has in the past engaged a compensation consultant to provide guidance on executive compensation plan design and structure, prepare market competitive compensation data and recommend appropriate compensation ranges. In fiscal 2011, the Compensation Committee retained Mercer HR Consulting ( Mercer ) to prepare an executive compensation market analysis of base pay, annual incentive and total direct compensation. The Compensation Committee selected Mercer based on its position as a recognized market leader in global compensation consulting. Mercer is independent and reports directly to the Compensation Committee.

### **Role of Executives in Compensation Committee Activity**

Subject to Board approval, the Compensation Committee is responsible for and makes all decisions regarding compensation for our NEOs. The Compensation Committee's normal practice is to request the CEO and Vice President Human Resources to attend Compensation Committee meetings for the purpose of providing information on company and individual performance. Occasionally other executives may be invited to attend a Compensation Committee meeting to provide pertinent financial and other information. Our CEO is not a Compensation Committee member and while able to provide his insights and suggestions, does not vote on decisions regarding NEO compensation.

With respect to the compensation of the CEO, the Compensation Committee discusses its evaluation of the CEO's performance and compensation with him, but the final determination and all votes regarding his compensation are made without the CEO present.

### **Compensation Committee Activity**

During fiscal 2011, the Compensation Committee met twice to consider and act on the following issues:

Recommend Board approval of annual cash incentive payments for fiscal 2010 and establish performance measures for awards under the fiscal 2011 annual cash incentive plan.

Evaluate and recommend to the Board levels of annual base salary levels for fiscal 2011 for executive and other officers, including the NEOs. This included restoration of 10% reduction in base salary levels for NEOs, which was instituted in fiscal 2010.

Evaluate and recommend Board approval for performance measure for awards under the fiscal 2011 annual cash incentive plan.

Evaluate the CEO's performance and identify new corporate performance objectives for fiscal 2011.

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Review performance of our stock appreciation rights and restricted stock plan through comparing actual return on average assets ( ROAA ) relative to established ROAA targets and approve grants of restricted stock and stock appreciation rights for executive officers and officers.

Establish ROAA targets under our stock appreciation rights and restricted stock plan for fiscal year 2011.

Evaluate the Compensation Committee s performance for the past year.

**Determination of Compensation Levels**

Overall compensation levels of NEOs are based on a number of factors including the individual s experience, expertise, position and responsibility level, pay levels of peers with comparable responsibility within Cascade, competitive pay levels for similar positions with other companies and the performance of the individual and Cascade as a whole. In determining pay levels, the Compensation Committee considers all forms of compensation and benefits and uses outside consultant surveys and guidance to assist with the evaluation.

Mercer conducted a review of executive compensation in fiscal 2011 and provided guidance and advice to the Compensation Committee in establishing executive pay levels. Mercer s work included both an analysis of peer group compensation as described in more detail later and a review of data from appropriate compensation surveys. Survey data covered base pay, annual incentive and long-term incentive.

In making compensation decisions, a major data source used by the Compensation Committee in establishing market competitive pay levels for executive and other officers is the compensation information disclosed by a peer group of similar-size public companies in the industrial machinery and equipment manufacturing industry. Key measures used in selecting the peer group include annual revenue, market capitalization, total assets, number of employees and return on assets. The companies that made up the peer group for fiscal 2011 were (amounts, except for number of employees, are in millions):

## 2011 PEER GROUP (1)

Name	Annual Revenue	Market Capitalization (3)	Employees	Total Assets	Return on Assets (2)
Actuant Corporation (ATU)	\$ 1,161	\$ 1,891	5,500	\$ 1,622	1.5%
Alamo Group, Inc. (ALG)	525	327	2,300	371	5.7%
American Railcar Industries, Inc. (ARII)	206	413	1,598	654	(4.1%)
Ampco-Pittsburg Corporation (AP)	327	268	1,264	527	2.9%
Astec Industries, Inc. (ASTE)	771	757	3,284	650	4.9%
Blount International, Inc. (BLT)	611	733	3,600	581	8.1%
Columbus McKinnon Corporation (CMCO)	476	325	2,542	482	(1.5%)
Greenbrier Companies, Inc. (GBX)	764	525	4,194	1,073	0.4%
IDEX Corporation (IEX)	1,513	3,439	5,966	2,382	6.6%
L.B. Foster Company (FSTR)	475	421	866	379	5.4%
Miller Industries, Inc. (MLR)	307	189	700	200	6.0%

(1) Financial information is based on the most recent annual results.

(2) Return on assets calculated as net income divided by total assets.

(3) Calculated using stock price from March 1, 2011.

**Elements of Fiscal 2011 Executive Compensation**

The general framework of our executive compensation structure is outlined previously in Compensation Philosophy and Objectives. For fiscal 2011, the components of compensation for NEOs were base salary, annual cash incentive compensation, long-term equity incentive compensation and perquisites and other personal benefits.

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**Base Salary** Base salaries are reviewed by the Compensation Committee on an annual basis and adjustments made as deemed appropriate. The following summarizes recent actions taken with regards to base salaries:

In December 2008, the Compensation Committee recommended that base salaries for fiscal 2010 be maintained at fiscal 2009 levels given the global economic downturn.

On March 31, 2009 the Compensation Committee recommended to the Board and the Board approved salary reductions of 10% in fiscal 2010 base salaries for all NEOs. The NEOs had previously taken voluntary 10% reductions in their fiscal 2010 base salaries effective February 1, 2009.

The Board voted to restore the reductions effective May 1, 2010.

The Board voted to approve fiscal 2012 base salaries recommended by the Compensation Committee on March 29, 2011. The following table shows base salaries for fiscal 2010 and 2011, as well as base salaries approved for fiscal 2012:

NEO	2010 (1)	2011 (1)	2012
R. C. Warren, Jr.	\$ 486,000	\$ 526,500	\$ 594,000
R. S. Anderson	270,000	292,500	330,000
J. G. Pointer	203,000	226,875	260,100
J. K. Nickoloff	167,000	193,750	225,100
S. Chazin-Wright	185,000	199,875	225,100

(1) Reflects Board approved salary reductions of 10% which were restored effective May 1, 2010.

**Annual Cash Incentive** Annual cash incentive payments are structured to encourage the building of shareholder value by maximizing our income before taxes. In fiscal 2011, NEOs receive a specified percentage (depending on position) of their base salary as cash incentive payments once earnings before interest and taxes as a percentage of net sales ( EBIT ) exceed a minimum threshold. If EBIT equals or exceeds a target threshold, participants will receive an increased percentage of their base salary as a cash incentive payment. Cash incentive payments for each participant are limited to a maximum award amount. The Compensation Committee has the discretion to adjust the terms upon which cash payments are made if economic conditions warrant and for considerations of individual performance.

Prior to fiscal 2010 the Compensation Committee had used pre-tax income before non-recurring income or expense items, executive incentive payments, stock based compensation expense and certain other expenses ( AIBT ) as the primary metrics for awarding cash incentives to NEOs. In fiscal 2010, the Compensation Committee modified the cash incentive program to add cash flow from operations less maintenance capital expenditures and cash expenses related to our European restructuring plan ( Free Cash Flow ) as an additional factor in awarding cash incentives. This factor was added as the Compensation Committee believed this measure played a substantial role in the protection of shareholder value during the economic downturn then affecting our company's business. No cash incentives were awarded to NEOs in fiscal 2010 since AIBT did not exceed the minimum threshold established by the Compensation Committee.

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Following are the EBIT levels established by the Compensation Committee and actual EBIT for fiscal 2011:

Minimum level	4.2%
Target level	8.5%
Maximum level	9.5%
Actual EBIT(1)	11.3%

(1) With the Compensation Committee's approval the calculation of EBIT for fiscal 2011 excluded \$5.1 million of costs and write-offs related to the flood that occurred at our facility in Brisbane, Australia in January 2011.

The table below shows, as a percentage of base salary, the award opportunities that were available in fiscal 2011 for each NEO depending on the amount of actual EBIT:

NEO	Annual incentive opportunity for Fiscal 2011 as % of Fiscal 2011 Base Salary			Actual Award as a % of Base Salary for Fiscal 2011 Performance		Actual Award
	Minimum	Target	Maximum			
R.C. Warren Jr.	20%	75%	150%	150%		\$ 810,000
R.S. Anderson	17%	65%	130%	130%		390,000
J.G. Pointer	14%	50%	100%	100%		236,500
J.K. Nickoloff	14%	50%	100%	100%		204,600
S. Chazin-Wright	14%	50%	100%	100%		205,000

**Long-term Incentive** Long-term incentive awards are provided to directors and key employees in the form of SARs and shares of restricted stock. A SAR provides the holder the right to receive an amount, payable in shares of our common stock, equal to the increase in the market value of our common stock on the date of exercise over the base price at the time the right was granted. The base price may not be less than the market price of our common stock on the date of grant. All SAR awards vest ratably over four years and have a term of ten years. An award of restricted stock provides the holder actual shares of common stock which vest over a period of three years for key employees. Dividends are paid to holders of restricted stock during the three year vesting period. Annual awards of SARs and restricted stock are effective as of the close of business on the day following the public release of our earnings for our first fiscal quarter.

The Compensation Committee normally uses ROAA performance for the prior fiscal year in recommending long-term incentive awards for NEOs. ROAA is defined as net income before significant non-recurring or extraordinary items divided by the average total consolidated assets. The Compensation Committee determined ROAA performance goals based on our historical financial performance, expected future performance, consultant's market survey data and the Committee's determination of goals providing sufficient challenge to the NEOs. ROAA performance goals and actual results for fiscal 2008, 2009, 2010 and 2011 are as follows:

	2008	2009	2010	2011
Minimum level targets	12.0%	11.0%	5.0%	5.0%
Target level targets	14.0%	14.0%	6.0%	6.0%
Maximum level targets	15.0%	15.0%	7.0%	7.0%
Actual ROAA	13.6%	7.4%	(2.5%)	7.0%

Awards of restricted stock or SARs are normally based upon grant ranges established by the Compensation Committee taking into account job responsibilities and survey information as to practices at comparable companies, with minimum, target and maximum grants based upon our ROAA. Beginning with





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fiscal 2010, the Committee adopted grant range guidelines stated in terms of market value of awards as of the grant date. Our fiscal 2010 ROAA did not reach the minimum grant guidelines established by the Committee; however, the Committee determined it was in the company's best interest to provide equity grants based upon the minimum levels permitted under the guidelines. The Compensation Committee recommended and the Board approved awards as a means of providing incentive to executives during difficult economic times.

The following table presents the dollar values of award opportunities for NEOs and the actual awards recommended by the Compensation Committee and approved by the Board for fiscal 2010 and awarded in June 2010 (fiscal 2011):

NEO	Type of Award	Minimum Market Value	Target Market Value	Maximum Market Value	Actual Award	Market Value of Award (1)
R. C. Warren Jr.	Restricted Stock	\$ 275,000	\$ 550,000	\$ 1,100,000	8,591	\$ 275,000
R. S. Anderson	Restricted Stock	125,000	250,000	500,000	3,905	125,000
J. G. Pointer	SAR	55,000	110,000	183,000	3,436	55,526
J. K. Nickoloff	SAR	55,000	110,000	183,000	3,436	55,526
S. Chazin-Wright	SAR	55,000	110,000	183,000	3,436	55,526

- (1) Market value of restricted stock equals the market price of our common stock (\$32.01 per share) on the award date, June 8, 2010, multiplied by the number of restricted stock shares granted. This is also the grant price for SARs awards. Market value of SARs equals the grant date fair value (\$16.16 per SAR) based on the Black Scholes method calculated as of the award date, June 8, 2010, multiplied by the number of SAR awards granted.

The following table presents the dollar values of award opportunities for NEOs and the actual awards recommended by the Compensation Committee and approved by the Board for fiscal 2011 and awarded in March 2011 (fiscal 2012):

NEO	Type of Award	Minimum	Target	Maximum	Actual Award (Restricted Stock/SAR)(1)	Market Value of Award (2)
R. C. Warren Jr.	Restricted Stock/SAR	\$ 275,400	\$ 550,800	\$ 1,101,600	11,319/22,415	\$ 1,101,600
R. S. Anderson	Restricted Stock/SAR	124,500	249,000	498,000	5,117/10,133	498,000
J. G. Pointer	Restricted Stock/SAR	59,062	118,125	236,250	2,428/4,807	236,250
J. K. Nickoloff	Restricted Stock/SAR	51,000	102,000	204,600	2,102/4,163	204,600
S. Chazin-Wright	Restricted Stock/SAR	51,250	102,500	205,000	2,106/4,171	205,000

- (1) Following a Compensation Committee recommendation, the Board determined on March 29, 2011, that one-half the value of equity grants to all executive officers should be in the form of restricted stock and one-half in the form of SARs.
- (2) Market value of restricted stock equals the market price of our common stock (\$48.66 per share) on the award date, April 1, 2011, multiplied by the number of restricted shares granted. This is also the grant price for SARs awards. Market value of SARs equals the estimated grant date fair value (\$24.57 per SAR) based on the Black Scholes method calculated as of the award date, April 1, 2011, multiplied by the number of SAR awards granted.

**Timing of Compensation Committee Actions** For fiscal years 2008, 2009, 2010 and 2011, the Compensation Committee considered base salary adjustments and annual incentive payments based on performance for the prior fiscal year, usually at meetings held in late March or early April. Long term incentive awards based on performance for the prior fiscal year and annual incentive payment thresholds for the current year for NEOs at its first scheduled meeting of the fiscal year and long term incentive grant ranges for the current fiscal year were considered at the Committee's second scheduled meeting, usually held in June. For fiscal 2012,



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the Committee has decided to consider all elements of NEO compensation, including base salaries, cash incentive payments and current year thresholds, and long term incentive awards and ranges, at its first scheduled meeting of the fiscal year. As a result, long term incentive awards based on performance for fiscal 2011 were granted and priced as of the close of business on April 1, 2011, rather than in June, as in the past.

**Perquisites and Other Personal Benefits** We provide the NEOs with the use of a company automobile and reimburse them for personal income taxes attributable to such use. We also contribute to each NEO's 401(k) plan account and provide reimbursement for the cost of executive physicals. Contributions to 401(k) accounts were based on plan guidelines and provided a matching contribution of up to 4% of compensation and an additional Company contribution of 4% of compensation. These perquisites, which the Compensation Committee believes are reasonable and consistent with our overall compensation program and objectives, are provided to allow us to attract and retain executive talent.

## **Change in Control Agreements**

In 2000, the Compensation Committee approved change in control agreements (CICs) for Robert C. Warren, Jr. and Richard S. Anderson. The CICs were implemented to help us retain these executives, particularly after a change of control has been proposed, and remain competitive in the market. The CICs provide the following benefits for these individuals if they are involuntarily terminated within 12 months following a change in control of Cascade:

Lump sum cash payment of three times average annual salary for three years prior to change in control.

Acceleration of all outstanding stock awards not exercisable at date of change of control.

Health care benefits for up to two years at Cascade's expense.

A change of control under the CICs occurs upon:

A change in the composition of a majority of the Board as a result of contested elections over a 24 month period.

Sale or transfer of all or substantially all of our assets in complete liquidation or dissolution.

Merger or consolidation in which securities possessing more than 50% of the total combined voting power of our outstanding securities are transferred.

Acquisition by a person or group of related persons of securities possessing more than 35% of the total combined voting power of our outstanding securities, pursuant to a transaction which the Board does not recommend to our shareholders.

We believe our approach requiring both an involuntary termination and a change in control is more reasonable and reflective of our intent to compensate the executive in the event of a termination of employment than CICs provided by some other companies that provide executives with benefits solely upon the occurrence of a change in control.

The Compensation Committee does not consider the CICs for purposes of determining the annual compensation levels as discussed in Determination of Compensation Levels.

## **Internal Revenue Code Section 162(m)**

Section 162(m) of the Internal Revenue Code limits to \$1 million the amount of our tax deduction for certain compensation paid to the NEOs. Certain qualifying performance-based compensation is not subject to



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the \$1 million deduction limit, including compensation related to stock appreciation rights issued under our Stock Appreciation Rights Plan. Annual cash incentive amounts payable under our executive incentive program and compensation related to certain awards under our 1995 Senior Managers Incentive Stock Option Plan would not be exempt from the \$1 million limit. For fiscal 2011, certain compensation paid to Robert C. Warren, Jr., exceeded the Section 162(m) deductibility limit. The Compensation Committee intends to preserve the tax deductibility of executive compensation to the extent practicable but reserves the right to recommend future compensation that does not comply with the Section 162(m) requirements for deductibility if it concludes that this is in the best interests of Cascade.

***Compensation Committee Report***

We have reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement and in Cascade's Annual Report on Form 10-K for the fiscal year ended January 31, 2011.

COMPENSATION COMMITTEE

Nicholas R. Lardy, Ph.D., Chair

Duane C. McDougall

Peter D. Nickerson

James S. Osterman

Henry W. Wessinger II

Nancy A. Wilgenbusch, Ph.D.

**Table of Contents****Summary Compensation Table for Fiscal 2011, 2010 and 2009**

The following table summarizes compensation information for our named executive officers for the fiscal years ended January 31, 2011, 2010 and 2009.

Name and Principal Position	Fiscal Year	Salary	Bonus	Stock Awards (1)	Option Awards (2)	Non-Equity Incentive Plan Compensation (3)	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation (4)	Total
Robert C. Warren, Jr., President and Chief Executive Officer	2011	\$ 526,500		\$ 275,000		\$ 810,000		\$ 42,255	\$ 1,653,755
	2010	\$ 486,000		\$ 269,500				\$ 42,710	\$ 798,210
	2009	\$ 540,000		\$ 472,483				\$ 65,581	\$ 1,078,064
Richard S. Anderson, Senior Vice President and Chief Operating Officer	2011	\$ 292,500		\$ 125,000		\$ 390,000		\$ 41,617	\$ 849,117
	2010	\$ 270,000		\$ 122,500				\$ 41,394	\$ 433,894
	2009	\$ 300,000		\$ 196,868				\$ 50,630	\$ 547,498
Joseph G. Pointer, Chief Financial Officer	2011	\$ 226,875			\$ 55,526	\$ 236,500		\$ 37,791	\$ 556,692
	2010	\$ 203,000			\$ 57,704			\$ 35,068	\$ 295,772
	2009	\$ 219,000			\$ 44,616	\$ 68,000		\$ 37,876	\$ 369,492
Susan Chazin-Wright (6) Vice President Human Resources	2011	\$ 199,875			\$ 55,526	\$ 205,000		\$ 31,889	\$ 492,290
	2010	\$ 185,000			\$ 57,704			\$ 26,708	\$ 269,412
Jeffrey K. Nickoloff Vice President Corporate Manufacturing	2011	\$ 193,750			\$ 55,526	\$ 204,600		\$ 27,375	\$ 481,251
	2010	\$ 167,000			\$ 57,704			\$ 25,294	\$ 249,998
	2009	\$ 186,000			\$ 44,616	\$ 52,000		\$ 30,879	\$ 313,495

- (1) Amounts reflect the aggregate grant date fair value of restricted stock awards computed in accordance with U.S. GAAP. Restricted stock awards were valued at \$32.01 per share for fiscal 2011, \$24.50 per share for fiscal 2010, and \$44.24 per share for fiscal 2009, which represented the closing price of a share of Cascade common stock on the grant date. Additional details regarding the terms of awards under the Stock Appreciation Rights and Restricted Stock Plan (the SAR Plan) and Stock Option Plan are described in the following tables: Grants of Plan-Based Awards in Fiscal 2011 and Outstanding Equity Awards at Fiscal Year-End.
- (2) Amounts reflect the aggregate grant date fair value of SARs computed in accordance with U.S. GAAP. The fair value of each SAR is estimated on the date of grant using the Black-Scholes option-pricing model. SAR awards were made on June 8, 2010 with a Black-Scholes value of \$16.16 per share. A more detailed discussion of the assumptions used in the valuation of SARs awarded in fiscal year 2011 may be found in Note 13 to our Consolidated Financial Statements included in our 2011 Form 10-K. Additional details regarding the terms of awards under the SAR Plan and Stock Option Plan are described in the Outstanding Equity Awards at Fiscal Year-End table.
- (3) Amounts reflect annual executive incentive payments earned for fiscal 2011 (paid in April 2011) and fiscal 2009 (paid in April 2009) under our executive incentive plan (Executive Incentive Plan). No executive incentive payments were made for fiscal 2010. The Executive Incentive Plan and the metrics used to determine the amounts paid are described in the Compensation Discussion and Analysis under Elements of Fiscal 2011 Executive Compensation Annual Cash Incentive Compensation.

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- (4) All Other Compensation amounts consist of the following items:

Name	Fiscal Year	Company automobile usage (a)	Company contributions to 401(k) plan (b)	Restricted Stock Dividends (c)	Others (d)	Total
R.C. Warren, Jr.	2011	\$ 17,263	\$ 19,600	\$ 5,392		\$ 42,255
	2010	\$ 18,178	\$ 19,600	\$ 4,932		\$ 42,710
	2009	\$ 22,053	\$ 18,400	\$ 25,128		\$ 65,581
R.S. Anderson	2011	\$ 19,611	\$ 19,600	\$ 2,406		\$ 41,617
	2010	\$ 19,708	\$ 19,600	\$ 2,086		\$ 41,394
	2009	\$ 23,318	\$ 16,842	\$ 10,470		\$ 50,630
J.G. Pointer	2011	\$ 19,865	\$ 17,926			\$ 37,791
	2010	\$ 18,718	\$ 16,350			\$ 35,068
	2009	\$ 21,463	\$ 16,413			\$ 37,876
S. Chazin-Wright	2011	\$ 16,035	\$ 15,854			\$ 31,889
	2010	\$ 15,024	\$ 11,684			\$ 26,708
J.K. Nickoloff	2011	\$ 12,123	\$ 15,252			\$ 27,375
	2010	\$ 11,778	\$ 13,516			\$ 25,294
	2009	\$ 16,039	\$ 14,840			\$ 30,879

- (a) Amounts relate to the taxable value attributable to the personal use of company owned automobiles, as well as taxable auto allowances and reimbursed expenses.
- (b) Amounts relate to Cascade 401(k) plan contributions for the benefit of the named executive officers.
- (c) Amounts relate to dividends paid on unvested restricted stock.
- (5) Under the executive cash incentive plan for fiscal 2009 calculated incentive awards for Mr. Warren and Mr. Anderson were \$222,000 and \$106,000, respectively, but the Compensation Committee and the Board of Directors concurred with the recommendation of Mr. Warren and Mr. Anderson that they forego cash incentive awards for fiscal 2009.
- (6) Ms. Chazin-Wright was not a named executive officer in fiscal 2009.



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The following table shows all plan-based awards granted to the named executive officers during fiscal 2011. The option awards (in the form of SARs) and the unvested portion of the stock awards identified in the table below are also reported in the Outstanding Equity Awards at Fiscal 2011 Year-End Table on the following page.

**Grants of Plan-Based Awards in Fiscal 2011**

Name	Plan Name (1)	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (2)			Estimated Future Payouts Under Equity Incentive Plan Awards	All Other Stock Awards: Number of Shares of Stock or Underlying Securities (3)	All Other Option Awards: Exercise or Base Price of Option Awards (4)	Grant Date Fair Value of Stock and Option Awards (5)
			Threshold	Target	Maximum				
R.C. Warren, Jr.	SAR	6/8/2010					8,591		\$ 275,000
	Executive Incentive	6/2/2010	\$ 108,000	\$ 405,000	\$ 810,000				
R.S. Anderson	SAR	6/8/2010					3,905		\$ 125,000
	Executive Incentive	6/2/2010	\$ 51,000	\$ 195,000	\$ 390,000				
J.G. Pointer	SAR	6/8/2010						1,099	\$ 55,526
	Executive Incentive	6/2/2010	\$ 33,000	\$ 118,000	\$ 236,500				
S. Chazin-Wright	SAR	6/8/2010						1,099	\$ 55,526
	Executive Incentive	6/2/2010	\$ 29,000	\$ 102,500	\$ 205,000				
J.K. Nickoloff	SAR	6/8/2010						1,099	\$ 55,526
	Executive Incentive	6/2/2010	\$ 29,000	\$ 102,300	\$ 240,600				

- (1) Stock Appreciation Rights and Restricted Stock Plan and Executive Incentive Plan.
- (2) Amounts earned under the fiscal 2011 Executive Incentive Plan, which was approved by the Board in March 2010, are shown in the Summary Compensation Table in the Non-Equity Incentive Plan Compensation column. Additional details regarding the Executive Incentive Plan can be found in the Compensation Discussion and Analysis section.
- (3) Mr. Pointer, Ms. Chazin-Wright, and Mr. Nickoloff were each granted 3,436 SARs at a base price of \$16.16 for each SAR. Each SAR is payable only in shares of Cascade common stock, with the number of shares into which the SAR is payable calculated by determining the difference between the closing price of Cascade's common stock on the date of exercise and the base price of the SAR established at the time of grant, and then dividing the difference by the closing price of Cascade common stock on the date of exercise. The number of underlying shares was calculated by determining the difference between \$47.07, the closing price of Cascade's common stock on January 31, 2011, and \$32.01, the base price of the SARs established at the time of grant, multiplying that figure by the number of SARs granted and then dividing the product by the closing price of Cascade common stock on January 31, 2011.
- (4) Exercise or base price of SARs is the closing price of our common stock on the grant date, June 8, 2010.
- (5) Represents grant date fair value of SARs calculated in accordance with U.S. GAAP. Assumptions used in calculating expense as required by U.S. GAAP are described in Note 13 to our Consolidated Financial Statements included in our fiscal 2011 Form 10-K, except that the

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deduction related to estimated forfeitures has been disregarded. Additional details regarding the terms of awards under the SAR Plan are described in the following tables: Summary Compensation Table and Outstanding Equity Awards at Fiscal Year-End.

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(6) SAR awards were approved by the Board on June 2, 2010.

The following table shows all outstanding equity awards held by the NEOs at the end of fiscal 2011.

***Outstanding Equity Awards at Fiscal Year-End***

Name	Grant Year (fiscal)	Options Awards					Stock Awards			
		Number of Securities Underlying Unexercised Options (1) Exercisable	Number of Securities Underlying Unexercised Options (1) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options	Option Exercise Price (2)	Option Expiration Date	Market Value of Shares or Units that have Not Vested	Market Value of Shares or Units that have Not Vested	Equity Incentive Awards: Number of Shares, or Other Rights that have Not Vested	Equity Incentive Awards: Market or Payout Value of Unearned Shares, or Other Rights that have Not Vested
R.C. Warren, Jr.	2002									