US ENERGY CORP
Form 8-K/A
April 15, 2004

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 and 15(d) of the
Securities Exchange Act of 1934

Date of Report (date of earliest event reported): April 15, 2004 (January 30, 2004)

U.S. ENERGY CORP.

(Exact Name of Registrant as Specified in its Charter)

Wyoming	000-6814	83-205516
(State or othe jurisdiction of incorporation)	(Commission File No.)	(I.R.S. Employer Identification No.)

Glen L. Larsen Building
877 North 8th West
Riverton, WY 82501

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (307) 856-9271

Not Applicable

(Former Name, Former Address or Former Fiscal Year, if Changed From Last Report)

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ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS.

On January 30, 2004, U.S. Energy Corp., ("USE" or "the Company") through its 88.5% owned subsidiary Rocky Mountain Gas, Inc. ("RMG") closed on the acquisition of the assets of Hi-Pro, Production LLC ("Hi-Pro") for $6,800,000. The purchase included an average working interest of 58% (average 46.4% net revenue) in approximately 108 producing coalbed methane gas wells located in the Powder River Basin of Wyoming and 40,120 undeveloped fee acres in the Powder River Basin of Wyoming ("the Properties"). The purchase also included miscellaneous equipment, inventory and office facilities.

The transaction was structured as an asset purchase, with a wholly owned subsidiary of RMG, RMG I, LLC ("RMG I") as the purchaser, in connection with the establishment of a mezzanine credit facility for up to $25,000,000 of secured loans to acquire and develop more proven coalbed methane reserves. RMG replaced Hi-Pro as the contract operator for 89% of the wells that were acquired.

For information about the terms of the transaction not summarized below, see the Form 8-K/A filed on March 5, 2004. This Form 8-K/A files financial information about the purchased assets and pro forma financial information. See Item 7.

RMG negotiated the purchase based on the $7,113,000 present value, discounted 10%, of gas reserves recoverable (and the estimated future net revenues to be derived) from proved reserves in the Hi-Pro properties, as estimated as of November 1, 2003.

The $6,800,000 purchase price reflects a deduction, negotiated by the parties in January 2004, to account for the decrease in gas production from October 2003 due to the impact on production from deferred maintenance on the properties, and the expected cost of such maintenance work after closing.

- TERMS OF THE PURCHASE. The purchase price of $6,800,000 was paid:

  * $ 776,700 cash by RMG, $75,000 of which was non refundable as of December 31, 2003.
  * $ 588,300 net revenues from November 1, 2003 to December 31, 2003, which were retained by Hi-Pro.(1)
  * $ 500,000 by USE's 30 day promissory note (secured by 166,667 restricted shares of USE common stock, valued at $3.00 per share).(2)
  * $ 600,000 by 200,000 restricted shares of USE common stock (valued at $3.00 per share).(3)
  * $ 700,000 by 233,333 restricted shares of RMG common stock (valued at $3.00 per share).(4)
  * $3,635,000 cash, loaned to RMG I under the credit facility agreement

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    $6,800,000

(1) RMG I paid all January operating costs at closing. Net revenues from the purchased properties for January 2003 were credited to RMG I's obligations under the credit facility agreement. These net revenues were considered by the parties to be a reduction in the purchase price which RMG I otherwise would have paid at the January 30, 2004 closing.

(2) Pursuant to the terms of the promissory note, USE issued 166,667 shares as payment in full of this obligation during the first quarter of 2004.

(3) USE agreed to file a resale registration statement with the SEC to cover public resale of these 200,000 shares.

(4) From November 1, 2004 to November 1, 2006, the RMG shares shall be convertible at Hi-Pro's sole election into restricted shares of common stock of USE. The number of USE shares to be issued to Hi-Pro shall equal (A) the number of RMG shares to be converted, multiplied by $3.00 per share, divided by (B) the average closing sale price of the shares of USE for the 10 trading days prior to notice of conversion. The conversion right is exercisable cumulatively, as to at least 16,666 RMG shares per conversion.

USE issued the participating lenders three year warrants to purchase a total of 318,465 shares of common stock of USE (subject to vesting) at $3.30 cash per share. At closing of the Hi-Pro acquisition, warrants on 63,693 shares vested. The remaining warrants will vest at the rate of the right to buy one USE share for each $157 which RMG I subsequently borrows under the credit facility. Regardless of when or if vested, all warrants will expire on the earlier of January 30, 2007, or the 180th day after USE notifies the warrant holders that USE's stock price has achieved or exceeded $6.60 per share for 15 consecutive business days. USE has agreed to file a registration statement with the SEC to cover public resale of the warrant shares.

RMG assumed a liability in the amount of $155,700 for royalty owner payments that were in suspense. The assumption of this liability resulted in an increase in the basis of proven properties.

RMG also signed a promissory note payable to Hi-Pro in the amount of $115,000 for the purchase of miscellaneous inventory and office equipment and field equipment. The purchase of these assets was in addition to the $6,800,000 purchase price of the Hi-Pro coalbed methane properties. The promissory note was due on March 30, 2004 and bore no interest if it was timely paid. RMG retired the note prior to its maturity date in March 2004.

In a separate transaction, RMG purchased 5 trucks from an affiliate of Hi-Pro for $120,000. This transaction was completed by the payment of $4,500 in cash and a promissory note to a commercial bank in the amount of $115,700.

As disclosed in the Company's Form 10-K for the year ended December 31, 2003, in June 2003, the Company and RMG contributed all their producing properties into a newly formed entity for an equity position in that entity (Pinnacle Gas Resources, Inc.). The Company and RMG therefore had no production of coal bed methane gas as of December 31, 2003. The acquisition of Hi-Pro therefore became 100% of the coal bed methane production for the Company and RMG.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(a) FINANCIAL STATEMENTS OF BUSINESSES ACQUIRED. The following financial statements for the Properties acquired in the Hi-Pro acquisition for the years ended December 31, 2003, 2002 and 2001 are filed herewith:

(b) PRO FORMA FINANCIAL INFORMATION. The unaudited pro forma combined balance sheet as of December 31, 2003, and the unaudited pro forma combined statement of

operations for the year ended December 31, 2003, which give effect to the acquisition of the Hi-Pro Properties are filed herein on pages 10-16.

Board of Directors
U.S. Energy Corp.

We have audited the accompanying Combined Statements of Revenue and Direct Operating Expenses of Certain Acquired Property Interests (combined statements) for the years ended December 31, 2003, 2002 and 2001. The combined statements are the responsibility of the Acquired Properties management. Our responsibility is to express an opinion on the combined statements based on our audits.

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

The accompanying combined statements were prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission (for inclusion in the Form 8-K of U.S. Energy Corp.) as described in Note A and are not intended to be a complete presentation of the Acquired Properties revenue and expenses.

In our opinion, the combined statements referred to above present fairly, in all material respects, the revenue and direct operating expenses as described in Note A of the Acquired Property Interests for the years ended December 31, 2003, 2002 and 2001, in conformity with accounting principles generally accepted in the United States of America.

/s/ Grant Thornton LLP

Oklahoma City, Oklahoma
April 7, 2004

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U.S. ENERGY CORP.
STATEMENTS OF REVENUE AND DIRECT OPERATING EXPENSES
OF ACQUIRED HI-PRO PROPERTIES

	Year ended December 31,		
	2003	2002	2001
Revenue- gas sales	$ 4,381,100	$3,846,600	$6,922,500

Direct operating expenses			
Lease operations	1,091,700	956,100	1,181,700
Production taxes	521,800	495,800	849,800
	1,613,500	1,451,900	2,031,500
Excess of revenue over direct operating expenses	$ 2,767,600	$2,394,700	$4,891,000

The accompanying notes are an integral part of these statements.

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U.S. ENERGY CORP.
NOTES TO STATEMENTS OF REVENUE AND
DIRECT OPERATING EXPENSES OF
ACQUIRED HI-PRO PROPERTIES

December 31, 2003, 2002 and 2001

NOTE A - BASIS OF PRESENTATION AND GENERAL INFORMATION

The accompanying combined statements present the ownership interests of the Company in the revenue and direct operating expenses of certain coalbed methane gas properties acquired in the acquisition of the Hi-Pro Properties on January 30, 2004. The combined statements include the revenue and direct operating expenses of the Properties for the years ended December 31, 2003, 2002 and 2001.

The accompanying combined statements do not reflect provisions for depletion, depreciation, and amortization, if any, which may have been recorded in the financial records of the previous owner. The combined statements do not reflect certain additional expenses that may have been incurred in connection with the ownership of the Properties such as interest on indebtedness and general and administrative expenses incurred individually by the prior interest owners as such costs are not comparable to those which will result from the future operation of the Properties.

Lease operations expense includes direct costs of operating the Properties.

The Properties are not taxpaying entities. Any taxable income arising from the operation of the Properties accrues directly to the interest owners Accordingly, no provision for income taxes has been made in the combined statements of revenue and direct operating expenses.

NOTE B - GAS RESERVE DATA (UNAUDITED)

The following estimates of proved developed and proved undeveloped reserve quantities and related standardized measure of discounted future net cash flows are estimates only, and do not purport to reflect realizable values or fair market values of the Properties' reserves. It is emphasized that reserve estimates are inherently imprecise and that estimates of new discoveries are more imprecise than those of producing oil and gas properties. Accordingly, these estimates are expected to change as future information becomes available.

Proved reserves are estimated reserves of coalbed methane gas that geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions. Proved developed reserves are those expected to be recovered through existing wells, equipment, and operating methods.

U.S. ENERGY CORP.
NOTES TO STATEMENTS OF REVENUE AND
DIRECT OPERATING EXPENSES OF
ACQUIRED HI-PRO PROPERTIES

December 31, 2003, 2002 and 2001

The standardized measure of discounted future net cash flows is computed by applying year-end prices of gas (with consideration of price changes only to the extent provided by contractual arrangements) to the estimated future production of proved gas reserves, less estimated future expenditures (based on year-end costs) to be incurred in developing and producing the proved reserves, and assuming continuation of existing economic conditions. The estimated future net cash flows are then discounted using a rate of 10% a year to reflect the estimated timing of the future cash flows. The following summaries of changes in reserves and standardized measure of discounted future net cash flows were prepared from estimates of proved reserves developed by an independent petroleum engineer and Company personnel. The acquired properties have no proved undeveloped reserves.

CHANGE IN STANDARDIZED MEASURE OF QUANTITIES

	December 31,		
	2003	2002	2001
	MCF	MCF	MCF
Beginning of Year	5,409,210	7,349,918	8,997,579
Revision of previous estimates	(170,404)	628,246	(276,442)
Extensions & Discoveries	-	-	2,088,700
Production	(1,834,113)	(2,568,954)	(3,459,919)
End of Year	3,404,693	5,409,210	7,349,918

U.S. ENERGY CORP.
NOTES TO STATEMENTS OF REVENUE AND
DIRECT OPERATING EXPENSES OF
ACQUIRED HI-PRO PROPERTIES

December 31, 2003, 2002 and 2001

NOTE B - OIL AND GAS RESERVE DATA (UNAUDITED) - CONTINUED

Changes in Standardized Measure of Discounted Future Net Cash Flows
Related to Proved Gas Reserves

	December 31,		
	2003	2002	2001
Standardized measure - beginning of year	$11,000,591	$ 4,727,437	$ 45,547,500
Sale & Transfer, net of production cost	(2,767,511)	(2,394,703)	(4,890,983)
Net change in sales & transfer price, net of production cost	370,529	5,373,659	(30,173,881)
Extensions, discoveries and improved recovery, net of future production and development cost	-	-	1,343,452
Revision of Quantity Estimate	(353,171)	1,277,650	(177,806)
Accretion of Discount	1,100,059	472,743	4,554,750
Change in Production Rate & Other	(2,294,097)	1,543,805	(11,475,595)
Standardized measure - end of year	$ 7,056,400	$11,000,591	$ 4,727,437

U.S. ENERGY CORP.

PRO FORMA COMBINED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2003
(UNAUDITED)

The unaudited pro forma combined condensed consolidated balance sheet as of December 31, 2003 and the unaudited pro forma combined condensed consolidated statement of operations for the year ended December 31, 2003 give effect to the acquisition of certain property interests acquired in the acquisition of the Hi-Pro Properties by U.S. Energy Corp. ("USE" or "the Company"), and its subsidiary Rocky Mountain Gas, ("RMG") which has been accounted for using the purchase method of accounting. The pro forma combined financial statements are presented for illustrative purposes only and are not necessarily indicative of the operating results that would have occurred if the transactions given pro forma effect herein had been consummated as of the time reflected herein, nor are they necessarily indicative of the future operating results or financial position of the Company. The pro forma adjustments are based upon available information and certain assumptions that the Company believes are reasonable. This information should be read in conjunction with the historical financial statements and related notes of the Company and the Statements of Revenue and Direct Operating Expenses of Hi-Pro Acquired Properties.

U.S. ENERGY CORP. AND SUBSIDIARIES
PRO FORMA COMBINED CONDENSED CONSOLIDATED BALANCE SHEET
ASSETS
DECEMBER 31, 2003
(UNAUDITED)

	U.S. ENERGY HISTORICAL	ACQUISITION ADJUSTMENTS FOR HI-PRO PROPERTIES		COMBINED
CURRENT ASSETS:				
Cash and cash equivalents	$ 4,084,800	$ (706,200)	(1)	$ 3,378,600
Accounts Receivable	397,700	551,100	(1)	948,800
Other Current Assets	708,900	88,300	(1)	797,200
Total current assets	5,191,400	(66,800)		5,124,600
INVESTMENTS:	7,831,900			7,831,900
PROPERTIES AND EQUIPMENT:				
Land, Buildings, Machinery and Oil Properties	12,884,100	146,700	(1)	13,030,800
Proven coal bed methane properties		3,285,300	(1)	3,285,300
Unproved coal bed methane properties excluded from amortization	1,204,400	3,213,000	(1)	4,417,400
Total property and equipment	14,088,500	6,645,000		20,733,500
Less accumulated depreciation, depletion and amortization	(6,901,400)			(6,901,400)
Net property and equipment	7,187,100	6,645,000		13,832,100
OTHER ASSETS:	3,719,300	145,000	(1)	3,864,300
Total assets	$23,929,700	$ 6,723,200		30,652,900

The accompanying notes are an integral part of these statements.

U.S. ENERGY CORP. AND SUBSIDIARIES
PRO FORMA COMBINED CONDENSED CONSOLIDATED BALANCE SHEET
LIABILITIES AND STOCKHOLDERS EQUITY
DECEMBER 31, 2003
(UNAUDITED)

	U.S. ENERGY HISTORICAL	ACQUISITION ADJUSTMENTS FOR HI-PRO PROPERTIES		COMBINED
CURRENT LIABILITIES	$ 1,909,700	$ 1,615,400	(1)	$ 3,525,100
LONG-TERM DEBT	1,317,600	3,242,200	(1)	4,559,800
ASSET RETIREMENT OBLIGATIONS	7,264,700	372,100	(1)	7,636,800
OTHER ACCRUED LIABILITIES	2,158,600			2,158,600
DEFERRED GAIN ON SALE OF ASSET	1,295,700			1,295,700
MINORITY INTERESTS	496,000	700,000	(1)	1,196,000
COMMITMENTS AND CONTINGENCIES				
FORFEITABLE COMMON STOCK, $.01 par value 465,880 and 500,788 shares issued, forfeitable until earned	2,726,600			2,726,600
SHAREHOLDERS' EQUITY				
Common Stock, $.01 par value; unlimited shares authorized; 12,824,698 and 13,024,698 shares issued respectively	49,833,800	793,500	(1)	50,627,300
Accumulated deficit	(43,073,000)			(43,073,000)
Total shareholders' equity	6,760,800	793,500		7,554,300
Total liabilities and shareholders' equity	$ 23,929,700	$ 6,723,200		30,652,900

The accompanying notes are an integral part of these statements

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U.S. ENERGY CORP. AND SUBSIDIARIES

PRO FORMA COMBINED CONDENSED CONSOLIDATED
STATEMENTS OF OPERATIONS
Year Ended December 31, 2003
(Unaudited)

	U.S. ENERGY	HI - PRO PROPERTIES	ADJUSTMENTS		COMBINED
OPERATING REVENUES:					
Gas sales	$ 287,400	$ 4,381,100	$ -		$ 4,668,500
Other	549,900	-	-		549,900
	837,300	4,381,100	-		5,218,400
OPERATING COSTS AND EXPENSES:					
Gas operations	313,100	1,613,600	1,601,600	(2)	3,528,300
Mineral holding costs	1,461,700	-	-		1,461,700
General and administrative	6,300,400	-	485,900	(3)	6,786,300
	8,075,200	1,613,600	2,087,500		11,776,300
OPERATING (LOSS) GAIN:	(7,237,900)	2,767,500	(2,087,500)		(6,557,900)
OTHER INCOME & EXPENSES:					
Other Income	758,500	-	-		758,500
Other Expenses	(831,500)	-	-		(831,500)
	(73,000)	--	--		(73,000)
(LOSS) GAIN INCOME BEFORE MINORITY INTEREST, PROVISION FOR INCOME TAXES, DISCONTINUED OPERATIONS AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE:	$ (7,310,900)	$ 2,767,500	$ (2,087,500)		$ (6,630,900)
NET (LOSS) INCOME PER SHARE BASIC	$ (0.65)				$ (0.58)
NET (LOSS) INCOME PER SHARE DILUTED	$ (0.65)				$ (0.58)
BASIC WEIGHTED AVERAGE SHARES OUTSTANDING	11,180,975				11,380,975
DILUTED WEIGHTED AVERAGE SHARES OUTSTANDING	11,180,975				11,380,975

The accompanying notes are an integral part of these statements.

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U.S. ENERGY CORP.
NOTES TO UNAUDITED PRO FORMA
COMBINED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2003

NOTE A - BASIS OF PRESENTATION

On January 30, 2004, the Company acquired the Hi-Pro coalbed methane Properties for $6,800,000 and other equipment, inventory and vehicles were also purchased for approximately $235,000. The accompanying pro forma combined condensed consolidated balance sheet has been presented as if the acquisition occurred on December 31, 2003 and the accompanying pro forma combined condensed consolidated statement of operations for the year ended December 31, 2003 has been prepared as if the acquisition was consummated on January 1, 2003.

Basic earnings per share are based upon the weighted average number of common shares outstanding. Diluted earnings per common share are based on the assumption that all of the common stock options and purchase warrants are converted into common shares using the treasury stock method. There are no differences in net earnings for purposes of computing basic and diluted earnings per share as conversion of the common stock options and purchase warrants would have not effect on net earnings.

NOTE B - PRO FORMA ADJUSTMENTS

Pro forma adjustments are necessary to reflect the assumed effect of the acquisition on the balance sheet as of December 31, 2003 and statement of operations assuming the acquisition was consummated on January 1, 2003. The accompanying pro forma balance sheet and statement of operations reflect the following adjustments:

(1) To record the acquisition of the Hi-Pro properties as of December 31, 2003. The fair value of stock warrants to acquire USE stock and overriding royalty interests on acquired properties conveyed to the lender are reflected as discount on debt.

(2) To record pro forma overriding royalty to lender, depletion, fixed operating expenses and asset retirement accretion related to the Hi-Pro properties as though they had been purchased as of January 1, 2003.

(3) To record interest expense on the long term debt and the amortization of warrants issued in relation to that debt and other debt issue cost as though the Hi-Pro properties had been purchased as of January 1, 2003.

U.S. ENERGY CORP.
NOTES TO UNAUDITED PRO FORMA
COMBINED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2003

NOTE C - GAS RESERVE DATA (UNAUDITED)

The following tables contain certain gas disclosures reflecting the pro forma combined gas activities as of and for the year ended December 31, 2003.

Summary of Changes in Proved Reserves

	December 31, 2003 MCF
Beginning of Year	5,994,813
Revision of previous estimates	(170,404)
Exchange of reserves in place (1)	(504,087)
Production	(1,915,629)
End of Year	3,404,693

(1) During June 2003, RMG contributed proved and unproved properties in exchange for a 37.5% interest in Pinnacle

Standardized Measure of Discounted Future Net Cash Flows
Relating to Proved Gas Reserves

	December 31, 2003
Future Cash Inflows	$ 14,217,600
Future Cost	$ (5,613,700)
Future Net Cash Flows	$ 8,603,900
10% Discount Factor	$ (1,547,500)
Standardized measure of discounted future net cash flows	$ 7,056,400

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U.S. ENERGY CORP.
NOTES TO UNAUDITED PRO FORMA
COMBINED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2003

NOTE C - OIL AND GAS RESERVE DATA (UNAUDITED) - CONTINUED

Changes in Standardized Measure of Discounted Future Net Cash Flows
Related to Proved Gas Reserves

	December 31, 2003
Standardized measure - beginning of year	$ 11,889,019

Sale & Transfer, net of production cost	(2,830,711)
Net change in sales & transfer price, net of production cost	370,529
Revision of Quantity Estimate	(353,171)
Accretion of Discount	1,188,902
Net Change in income tax (1)	-
Exchange of reserves in place (2)	(825,228)
Change in Production Rate & Other	(2,382,940)
Standardized measure - end of year	$ 7,056,400

(1) Due to significant net operating loss carryforwards no income tax expense is recognized

(2) During June 2003, RMG contributed proved and unproved properties in exchange for a 37.5% interest in Pinnacle

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, hereunto duly authorized.

U.S. ENERGY CORP.

Dated: April 15, 2004 By: /s/ Robert Scott Lorimer

Robert Scott Lorimer

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