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BROWN TOM INC /DE
Form 10-K/A
April 09, 2002

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A

(MARK ONE)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
[FEE REQUIRED]

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2001

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
[NO FEE REQUIRED]

FOR THE TRANSITION PERIOD FROM TO

COMMISSION FILE NUMBER 0-3880

TOM BROWN, INC.

(Exact name of registrant as specified in its charter)

DELAWARE 95-1949781
(State or other jurisdiction of incorporation (I.R.S. Employer Identification No.)
or organization)

555 SEVENTEENTH STREET
SUITE 1850
DENVER, COLORADO 80202
(Address of principal executive offices) (Zip Code)

303-260-5000
(Registrant's telephone number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act: None

Securities Registered Pursuant to Section 12(g) of the Act:
COMMON STOCK, \$.10 PAR VALUE
CONVERTIBLE PREFERRED STOCK, \$.10 PAR VALUE
(TITLE OF CLASS)

Indicate by check mark whether the registrant (1) has filed all reports
required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the

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registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No []

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes [] No []

The aggregate market value of the Registrant's Common Stock held by non-affiliates (based upon the last sale price of \$26.56 per share as quoted on the NASDAQ National Market System) on April 5, 2002 was approximately \$1,040,382,397.

As of April 5, 2002, there were 39,171,024 shares of Common Stock outstanding.

PART IV

ITEM 14. EXHIBITS, CONSOLIDATED FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

- (1) See Index to Consolidated Financial Statements under Item 8 of this Annual Report on Form 10-K.
- (2) None
- (3) Exhibits:
 - 2.1 -- Purchase and Sale Agreement, dated June 8, 1999, between Union Oil Company of California and the Registrant. (Incorporated by reference to Exhibit 10.1 in the Registrant's Form 8-K Report dated July 19, 1999 and filed with the Securities and Exchange Commission on July 19, 1999)
 - 2.2 -- Pre-Acquisition Agreement, dated December 13, 2000, between Stellarton Energy Corporation and the Registrant. (Incorporated by reference to Exhibit 2.2 in the Registrant's Form 10-K Report for the fiscal year ended December 31, 2000, and filed with the Securities and Exchange Commission on March 13, 2001)
 - 3.1 -- Certificate of Incorporation, as amended, of the Registrant. (Incorporated by reference to Exhibit 3.1 in the Registrant's Form S-8 Report filed with the Securities and Exchange Commission on December 6, 2000)
 - 3.2 -- Amended and Restated Bylaws, dated May 10, 2001. (Incorporated by reference to Exhibit 3.1 in the Registrant's Form 10-Q, for the quarterly period ended March 31, 2001, and filed with the Securities and Exchange Commission on May 14, 2001)
 - 4.1 -- First Amended and Restated Rights Agreement dated March 1, 2001 between the Registrant and EquiServe Trust Company, N.A. (Incorporated by reference to

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- Exhibit 4.2 in the Registrant's Form 10-K Report for the fiscal year ended December 31, 2000, and filed with the Securities and Exchange Commission on March 13, 2001)
- 10.1 -- Stock Ownership and Registration Rights Agreement dated June 29, 1999 between Union Oil Company of California and the Registrant. (Incorporated by reference to Exhibit 10.2 in the Registrant's Form 8-K Report dated July 19, 1999, and filed with the Securities and Exchange Commission on July 19, 1999)
- 10.2 -- U.S. Revolving Credit Agreement dated March 20, 2001. (Incorporated by reference to Exhibit 10.2 in the Registrant's Form 10-Q Report for the quarterly period ended March 31, 2001 and filed with the Securities and Exchange Commission on May 14, 2001)
- 10.3 -- Canadian Revolving Credit Agreement dated March 20, 2001. (Incorporated by reference to Exhibit 10.3 in the Registrant's Form 10-Q Report for the quarterly period ended March 31, 2001 and filed with the Securities and Exchange Commission on May 14, 2001)
- 10.4 -- Canadian Term Credit Agreement dated March 20, 2001. (Incorporated by reference to Exhibit 10.4 in the Registrant's Form 10-Q Report for the quarterly period ended March 31, 2001 and filed with the Securities and Exchange Commission on May 14, 2001)
- 10.5 -- Credit Agreement dated June 30, 2000, among the Registrant, The Chase Manhattan Bank and the other lenders parties thereto. (Incorporated by reference to Exhibit 10.1 in the Registrant's Form 10-Q Report for the quarterly period ended June 30, 2000, and filed with the Securities and Exchange Commission on August 14, 2000)
- 10.6 -- Credit Agreement, dated as of April 17, 1998, among the Registrant, The Chase Manhattan Bank and the other lenders parties thereto. (Incorporated by reference to Exhibit 10.1 in the Registrant's Form 10-Q for the quarterly period ended March 31, 1998, and filed with the Securities and Exchange Commission on May 14, 1998)
- 10.7 -- First Amendment, dated October 19, 1998, to the Credit Agreement, dated April 17, 1998. (Incorporated by reference to Exhibit 10.1 in the Registrant's Form 10-Q Report for the quarterly period ended September 30, 1998, and filed with the Securities and Exchange Commission on November 13, 1998)
- 10.8 -- Second Amendment and Waiver, dated March 15, 1999, to the Credit Agreement, dated April 17, 1998.

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(Incorporated by reference to Exhibit 10.7 in the Registrant's Form 10-K Report for the fiscal year ended December 31, 1998 and filed with the Securities and Exchange Commission on March 19, 1999)

- 10.9 -- Third Amendment, dated June 25, 1999, to the Credit Agreement, dated April 17, 1998. (Incorporated by reference to Exhibit 10.1 in the Registrant's Form 10-Q Report for the quarterly period ended June 30, 1999, and filed with the Securities and Exchange Commission on August 13, 1999)

Executive Compensation Plans and Arrangements (Exhibits 10.10 through 10.23):

- 10.10 -- Second Amendment and Restated Employment Agreement dated January 1, 1997, between the Registrant and Donald L. Evans. (Incorporated by reference to Exhibit 10.15 in the Registrant's Form 10-K Report for the fiscal year ended December 31, 1996, and filed with the Securities and Exchange Commission on March 27, 1997)
- 10.11 -- First Amendment to Employment Agreement dated as of July 1, 1998, between the Registrant and Donald L. Evans. (Incorporated by reference to Exhibit 10.3 in the Registrant's Form 10-Q Report for the quarterly period ended June 30, 1998, and filed with the Securities and Exchange Commission on August 10, 1998)
- 10.12 -- Employment Agreement dated May 3, 1999 between the Registrant and James D. Lightner. (Incorporated by reference to Exhibit 10.3 in the Registrant's Form 8-K Report dated July 19, 1999, and filed with the Securities and Exchange Commission on July 19, 1999)
- 10.13 -- The Registrant's Severance Plan dated as of July 1, 1998. (Incorporated by reference to Exhibit 10.2 in the Registrant's Form 10-Q Report for the quarterly period ended June 30, 1998, and filed with the Securities and Exchange Commission on August 12, 1998)
- 10.14 -- First Amendment to Tom Brown, Inc. Severance Plan dated May 10, 2001. (Incorporated by reference to Exhibit 10.5 in the Registrant's Form 10-Q Report for the quarterly period ended March 31, 2001 and filed with the Securities and Exchange Commission on May 14, 2001)
- 10.15 -- Severance Agreement dated as of July 1, 1998, together with a schedule identifying officers of the Registrant who are parties thereto and the multiple of earnings payable to each officer upon termination resulting from certain change in control events. (Incorporated by reference to

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- Exhibit 10.1 in the Registrant's Form 10-Q Report for the quarterly period ended June 30, 1998, and filed with the Securities and Exchange Commission on August 12, 1998)
- 10.16 -- First Amendment to Severance Agreement dated May 10, 2001. (Incorporated by reference to Exhibit 10.8 in the Registrant's Form 10-Q Report for the quarterly period ended March 31, 2001 and filed with the Securities and Exchange Commission on May 14, 2001)
- 10.17 -- Amended Schedule to Severance Agreement identifying officers and executives of the Registrant who are parties thereto and the multiple of earnings payable to each officer or executive upon termination resulting from certain change in control events. (Incorporated by reference to Exhibit 10.17 in the registrants Form 10-K report dated March 19, 2002)
- 10.18 -- Deferred Compensation Plan dated March 1, 2001. (Incorporated by reference to Exhibit 10.22 in the Registrant's Form 10-K Report for the fiscal year ended December 31, 2000, and filed with the Securities and Exchange Commission on March 13, 2001)
- 10.19 -- 1999 Long-Term Incentive Plan effective as of February 17, 1999. (Incorporated by reference to Exhibit 10.11 in the Registrant's Form 10-K Report for the fiscal year ended December 31, 1999, and filed with the Securities and Exchange Commission on March 22, 2000)
- 10.20 -- Amendment to Tom Brown, Inc. 1999 Long-Term Incentive Plan dated May 10, 2001. (Incorporated by reference to Exhibit 10.6 in the Registrant's Form 10-Q Report for the quarterly period ended March 31, 2001 and filed with the Securities and Exchange Commission on May 14, 2001)
- 10.21 -- Amended and Restated 1993 Stock Option Plan. (Incorporated by reference to Exhibit 10.1 in the Registrant's Form 10-Q Report for the quarterly period ended March 31, 2001 and filed with the Securities and Exchange Commission on May 14, 2001)
- 10.22 -- Amendment to Tom Brown, Inc. Amended and Restated 1993 Stock Option Plan dated May 10, 2001. (Incorporated by reference to Exhibit 10.7 in the Registrant's Form 10-Q Report for the quarterly period ended March 31, 2001 and filed with the Securities and Exchange Commission on May 14, 2001)
- 10.23 -- 1989 Stock Option Plan. (Incorporated by reference to Exhibit 10.17 in the Registrant's Form S-1 Registration Statement dated February 14, 1990, and filed with the Securities and Exchange Commission on February 13, 1990)

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21.1 -- Subsidiaries of the Registrant
 23.1 -- Consent of Arthur Andersen LLP
 23.3 -- Consent of Ryder Scott Company
 99.1* -- Acknowledgment of receipt of Arthur Andersen, LLP
 representation letter

* Filed herewith
 (4) Reports on Form 8-K:
 None

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TOM BROWN, INC.

By /s/ JAMES B. WALLACE

 James B. Wallace
 Chairman of the Board of Directors

Date: April 9, 2002

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	
/s/ JAMES B. WALLACE ----- James B. Wallace	Chairman of the Board	Apr
/s/ JAMES D. LIGHTNER ----- James D. Lightner	President, Chief Executive Officer and Director	Apr
/s/ DANIEL G. BLANCHARD ----- Daniel G. Blanchard	Executive Vice President, Chief Financial Officer and Treasurer	Apr
/s/ RICHARD L. SATRE ----- Richard L. Satre	Controller	Apr
/s/ THOMAS C. BROWN	Director	Apr

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-----	Thomas C. Brown		
/s/ DAVID M. CARMICHAEL		Director	Apr
-----	David M. Carmichael		
/s/ HENRY GROPPE		Director	Apr
-----	Henry Groppe		
/s/ EDWARD W. LEBARON, JR.		Director	Apr
-----	Edward S. LeBaron, Jr.		
/s/ ROBERT H. WHILDEN, JR.		Director	Apr
-----	Robert H. Whilden, Jr.		
/s/ WAYNE W. MURDY		Director	Apr
-----	Wayne W. Murdy		

EXHIBIT INDEX

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-----		-----
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| 23.1 | -- | Consent of Arthur Andersen LLP |
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