

ENTERRA ENERGY CORP
Form 10KSB/A
April 10, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-KSB/A

(AMENDMENT NO. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2002

OR

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934 (NO FEE REQUIRED)

For the transition period from to

Commission file number 333-39826

ENTERRA ENERGY CORP.

(Name of Small Business Issuer in Its Charter)

Alberta, Canada

n/a

(State or Other Jurisdiction of

(I.R.S. Employer

Incorporation or Organization)

Identification No.)

Suite 2600, 500 4th Avenue S.W.

Calgary, Alberta, Canada

T2P 2V6

(Address of Principal Executive Offices)

(Zip Code)

Issuer's Telephone Number: 403/213-2502

Securities registered under Section 12(b) of the Exchange Act:

None

Edgar Filing: ENTERRA ENERGY CORP - Form 10KSB/A

Securities registered under Section 12(g) of the Exchange Act:

Common Stock, \$0.001 Par Value

(Title of class)

Check whether the issuer: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Check if no disclosure of delinquent filers in response to Item 405 of Regulation S-B is contained in this form, and no disclosure will 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-KSB or any amendment to this Form 10-KSB.

The issuer's revenues for the most recent fiscal year were Cdn. \$ 25,746,000.

The aggregate market value of the voting and non-voting common equity held by non-affiliates, based upon the average bid and asked prices of the Common Stock on March 25, 2003 was Cdn. \$ 45,912,000. Shares of Common Stock held by each officer and director and by each person who owns 5% or more of the outstanding Common Stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of shares outstanding of the issuer's Common Stock, as of March 25, 2003 was 9,183,325.

Explanatory Note

Enterra Energy Corp. has amended the exhibit index and exhibits to provide for exhibits 31.1 and 31.2 regarding the certifications pursuant to section 302 of the Sarbanes-Oxley Act of 2002.

Item 13.

Exhibits And Reports On Form 10-KSB

Exhibits

Financial Statements

Audited Annual Financial Statements:	<u>Page</u>
Reports of Deloitte & Touche LLP and KPMG LLP Independent Accountants	F-1 and F-2
Consolidated Balance Sheets	F-3
Consolidated Statement of Income (Loss) and Retained Earnings	F-4
Consolidated Statement of Cash Flows	F-5
Notes to Consolidated Financial Statements	F-6 to F-18

(b) Exhibit List

Number

Exhibit

- 1.1 Form of Underwriting Agreement.
- 2.1 Amalgamation Agreement dated May 27, 1998 between Temba Resources Ltd. and PTR Resources Ltd. pursuant to which the Registrant was amalgamated under the Business Corporations Act (Alberta) on June 30, 1998.
- 2.2 Letter Agreement dated August 12, 1999 pursuant to which the Registrant acquired all of the issued and outstanding shares of 759795 Alberta Ltd.
- 2.3 Notice of Intention to File a Normal Course Issuer Bid.
- 3.1 Certificate of Amalgamation and attached Articles of Amalgamation of the Registrant dated and filed June 30, 1998.
- 3.2 By-laws of the Registrant.
- 4.1 Form of Warrant Trust Indenture between the Registrant and Montreal Trust Company of Canada providing for the issuance of the Warrants.
- 4.2 Form of Warrant Agreement between the Registrant and the Representatives providing for the issuance of the Underwriters' Warrants.
- 10.1 Credit Facility Letter Agreement between the Alberta Treasury Branches and the Registrant as Borrower dated April 19, 2000.
- 10.2 Promissory Notes dated June 5, 2000 granted by Westlinks to each of Glenn Russell, Patrick Williams Advisors, William J. Gordica, F. Jack Wright, Lawrence W. Underwood and Sapphire Capital Inc.
- 10.3 Purchase and Sale Agreement dated April 6, 2000 between Sabre Exploration Ltd. and the Registrant.
- 10.4 Purchase and Sale Agreement dated October 1, 2000 between the Registrant and Compton Petroleum Corporation.
- 10.5 Consulting Agreement dated October 13, 2000 between Westlinks Resources Ltd. and Wells Gray Resort & Resources Ltd.
- 10.6 Arrangement Agreement among Westlinks Resources Ltd. and 3779041Canada Ltd. and Big Horn Resources Ltd.
- 10.7 Information Circular and Proxy Statement for the Plan of Arrangement between Big Horn Resources Ltd. and Westlinks Resources Ltd.

- 1 -

Edgar Filing: ENTERRA ENERGY CORP - Form 10KSB/A

- 21.1 Subsidiaries of the Registrant
- 31.1 Certification of Chief Financial Officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002.
- 99.1 Certification of Chief Executive Officer pursuant to 18 U.S.C.ss.1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 99.2 Certification of Chief Financial Officer pursuant to 18 U.S.C.ss.1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K

On October 18, 2002 a Form 8-K was filed concerning the filing of a letter to shareholders.

- 2 -

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Enterra Energy Corp.

By: Luc Chartrand

Name: Luc Chartrand

Title: Chief Financial Officer

April 10, 2003

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>Walter Dawson</u>	Director	April 10, 2003
<u>Reg J. Greenslade</u>	Director, President and Chief Executive Officer	April 10, 2003
<u>H.S. (Scobey) Hartley</u>	Director	April 10, 2003
<u>Doug Paul</u>	Director	April 10, 2003
<u>Norman G. Wallace</u>	Director	April 10, 2003
<u>Thomas J. Jacobsen</u>	Director, Chief Operating Officer	April 10, 2003
<u>Luc Chartrand</u>	Chief Financial Officer	April 10, 2003

- 3 -