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REMINGTON OIL & GAS CORP

Form 10-Q

August 06, 2001

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SECURITIES AND EXCHANGE COMMISSION  
Washington DC 20549

FORM 10-Q

(MARK ONE)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM TO

COMMISSION FILE NUMBER 1-11516

REMINGTON OIL AND GAS CORPORATION  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

75-2369148  
(IRS employer  
identification no.)

8201 PRESTON ROAD, SUITE 600  
DALLAS, TEXAS  
(Address of principal executive offices)

75225-6211  
(Zip code)

Registrant's telephone number, including area code  
(214) 210-2650

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

There were 22,521,468 outstanding shares of Common Stock, \$0.01 par value, on August 6, 2001.

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2

REMINGTON OIL AND GAS CORPORATION

TABLE OF CONTENTS

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|   | PAGE |
|---|------|
|   | ---- |
| PART I, FINANCIAL INFORMATION.....                        | 3    |
| ITEM 1. Financial Statements.....                         | 3    |
| Condensed Consolidated Balance Sheets.....                | 3    |
| Condensed Consolidated Statements of Income....           | 4    |
| Condensed Consolidated Statements of Cash                 |      |
| Flows.....  | 5    |
| Notes to Condensed Consolidated Financial                 |      |
| Statements.....   | 6    |
| ITEM 2. Management's Discussion and Analysis of Financial |      |
| Condition and Results of Operations.....                  | 8    |
| ITEM 3. Quantitative and Qualitative Disclosures about    |      |
| Market Risk.....  | 10   |
| PART II, OTHER INFORMATION.....                           | 11   |
| ITEM 1. Legal Proceedings.....                            | 11   |
| ITEM 2. Changes in Securities.....                        | 11   |
| ITEM 3. Defaults upon Senior Securities.....              | 11   |
| ITEM 4. Submission of Matters to a Vote of Security       |      |
| Holders.....  | 11   |
| ITEM 5. Other Information.....                            | 11   |
| ITEM 6. Exhibits and Reports on Form 8-K.....             | 11   |

2

3

PART I, FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

REMINGTON OIL AND GAS CORPORATION

CONDENSED CONSOLIDATED BALANCE SHEETS  
(IN THOUSANDS, EXCEPT SHARE DATA)

|   | JUNE 30,<br>2001 | DECEMBER 31,<br>2000 |
|---|------------------|----------------------|
|   | -----            | -----                |
|   | (UNAUDITED)      |                      |
| ASSETS  |                  |                      |
| Current assets  |                  |                      |
| Cash and cash equivalents.....                            | \$ 14,294        | \$ 18,131            |
| Restricted cash and cash equivalents.....                 | 800              | 2,592                |
| Accounts receivable.....                                  | 19,071           | 21,142               |
| Prepaid expenses and other current assets.....            | 1,328            | 2,375                |
|   | -----            | -----                |
| Total current assets.....                                 | 35,493           | 44,240               |
|   | -----            | -----                |
| Properties  |                  |                      |
| Oil and natural gas properties (successful-efforts        |                  |                      |
| method).....  | 381,520          | 336,558              |
| Other properties.....                                     | 2,747            | 2,701                |
| Accumulated depreciation, depletion and amortization..... | (209,348)        | (201,506)            |
|   | -----            | -----                |
| Total properties.....                                     | 174,919          | 137,753              |

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|  |            |            |
|--|------------|------------|
| Other assets                               |            |            |
| Cash collateral for Phillips judgment..... | --         | 9,000      |
| Other assets.....                          | 907        | 1,481      |
|  | -----      | -----      |
| Total other assets.....                    | 907        | 10,481     |
|  | -----      | -----      |
| Total assets.....                          | \$ 211,319 | \$ 192,474 |
|  | =====      | =====      |

LIABILITIES AND STOCKHOLDERS' EQUITY

|   |            |            |
|---|------------|------------|
| Current liabilities   |            |            |
| Accounts payable and accrued liabilities.....   | \$ 22,277  | \$ 25,273  |
| Short-term notes payable and current portion of other<br>long-term payables.....  | 3,872      | 7,229      |
|   | -----      | -----      |
| Total current liabilities.....  | 26,149     | 32,502     |
|   | -----      | -----      |
| Long-term liabilities   |            |            |
| Phillips judgment.....  | --         | 19,733     |
| Notes payable.....  | 24,500     | 24,685     |
| 8 1/4% Convertible subordinated notes payable due in<br>2002.....   | 3,633      | 5,880      |
| Other long-term payables.....   | 5,393      | 6,966      |
| Deferred income tax liability.....  | 7,075      | --         |
|   | -----      | -----      |
| Total long-term liabilities.....  | 40,601     | 57,264     |
|   | -----      | -----      |
| Total liabilities.....  | 66,750     | 89,766     |
|   | -----      | -----      |
| Commitments and contingencies (Note 2).....   |            |            |
|   | -----      | -----      |
| Temporary equity.....   | 18,857     | --         |
|   | -----      | -----      |
| Stockholders' equity  |            |            |
| Preferred stock, \$.01 par value, 25,000,000 shares<br>authorized, no shares outstanding.....   | --         | --         |
| Common stock, \$.01 par value, 100,000,000 shares<br>authorized, 23,104,835 shares issued and 23,070,476<br>shares outstanding in 2001, 21,598,605 shares issued<br>and 21,564,246 outstanding in 2000..... | 231        | 216        |
| Additional paid-in capital.....   | 50,209     | 45,897     |
| Restricted common stock.....  | 8,055      | --         |
| Unearned compensation.....  | (5,276)    | --         |
| Retained earnings.....  | 72,493     | 56,595     |
|   | -----      | -----      |
| Total stockholders' equity.....   | 125,712    | 102,708    |
|   | -----      | -----      |
| Total liabilities and stockholders' equity.....   | \$ 211,319 | \$ 192,474 |
|   | =====      | =====      |

See accompanying Notes to Condensed Consolidated Financial Statements.

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(UNAUDITED)  
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

|   | THREE MONTHS ENDED<br>JUNE 30, |                 | SIX MONTHS ENDED<br>JUNE 30, |                 |
|---|--------------------------------|-----------------|------------------------------|-----------------|
|   | 2001                           | 2000            | 2001                         | 2000            |
| <b>Revenues</b>   |                                |                 |                              |                 |
| Oil sales.....  | \$ 7,619                       | \$ 8,221        | \$15,633                     | \$15,691        |
| Gas sales.....  | 25,776                         | 10,602          | 56,984                       | 19,001          |
| Other income.....   | 786                            | 794             | 1,552                        | 1,365           |
| <b>Total revenues.....</b>                                | <b>34,181</b>                  | <b>19,617</b>   | <b>74,169</b>                | <b>36,057</b>   |
| <b>Costs and expenses</b>                                 |                                |                 |                              |                 |
| Operating costs and expenses.....                         | 3,686                          | 3,653           | 6,734                        | 6,033           |
| Exploration expenses.....                                 | 2,755                          | 927             | 4,171                        | 1,209           |
| Depreciation, depletion and amortization.....             | 9,459                          | 4,781           | 18,249                       | 9,199           |
| General and administrative.....                           | 1,566                          | 1,349           | 2,901                        | 2,698           |
| Stock based compensation.....                             | 389                            | --              | 2,820                        | --              |
| Settlements.....  | 13,524                         | --              | 13,524                       | 3,216           |
| Interest and financing expense.....                       | 888                            | 1,148           | 2,192                        | 2,164           |
| <b>Total costs and expenses.....</b>                      | <b>32,267</b>                  | <b>11,858</b>   | <b>50,591</b>                | <b>24,519</b>   |
| <b>Income before taxes and minority interest.....</b>     | <b>1,914</b>                   | <b>7,759</b>    | <b>23,578</b>                | <b>11,538</b>   |
| Income tax expense.....                                   | 673                            | --              | 7,680                        | --              |
| Minority interest in income of subsidiaries.....          | --                             | --              | --                           | (5)             |
| <b>Net income.....</b>                                    | <b>\$ 1,241</b>                | <b>\$ 7,759</b> | <b>\$15,898</b>              | <b>\$11,543</b> |
| <b>Basic income per share.....</b>                        | <b>\$ 0.06</b>                 | <b>\$ 0.36</b>  | <b>\$ 0.73</b>               | <b>\$ 0.54</b>  |
| <b>Diluted income per share.....</b>                      | <b>\$ 0.05</b>                 | <b>\$ 0.35</b>  | <b>\$ 0.66</b>               | <b>\$ 0.53</b>  |
| <b>Weighted average shares outstanding (basic).....</b>   | <b>21,785</b>                  | <b>21,469</b>   | <b>21,686</b>                | <b>21,386</b>   |
| <b>Weighted average shares outstanding (diluted).....</b> | <b>24,559</b>                  | <b>22,549</b>   | <b>24,431</b>                | <b>22,162</b>   |

See accompanying Notes to Condensed Consolidated Financial Statements.

REMINGTON OIL AND GAS CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(UNAUDITED)  
(IN THOUSANDS)

SIX MONTHS ENDED  
JUNE 30,

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|   | 2001      | 2000      |
|---|-----------|-----------|
|   | -----     | -----     |
| Cash flow provided by operations  |           |           |
| Net income.....   | \$ 15,898 | \$ 11,543 |
| Adjustments to reconcile net income                                     |           |           |
| Depreciation, depletion and amortization.....                           | 18,249    | 9,199     |
| Deferred income taxes.....  | 7,075     | --        |
| Amortization of deferred charges.....                                   | 85        | 80        |
| Deferred net profits expense.....                                       | 1,270     | --        |
| Dry hole costs.....   | 1,884     | 693       |
| Minority interest in income of subsidiaries.....                        | --        | (5)       |
| Royalty settlement.....   | --        | 3,216     |
| Stock issued to directors and employees for<br>compensation.....        | 2,914     | 88        |
| (Gain) on sale of properties.....                                       | --        | (13)      |
| Changes in working capital  |           |           |
| Decrease (increase) in accounts receivable.....                         | 2,063     | (5,746)   |
| Decrease in prepaid expenses and other current<br>assets.....           | 522       | 1,514     |
| (Decrease) increase in accounts payable and accrued<br>liabilities..... | (3,235)   | 5,208     |
| Decrease (increase) in restricted cash.....                             | 10,792    | (400)     |
|   | -----     | -----     |
| Net cash flow provided by operations.....                               | 57,517    | 25,377    |
|   | -----     | -----     |
| Cash from investing activities  |           |           |
| Payments for capital expenditures.....                                  | (57,299)  | (20,560)  |
| Proceeds from property sales.....                                       | --        | 232       |
|   | -----     | -----     |
| Net cash (used in) investing activities.....                            | (57,299)  | (20,328)  |
|   | -----     | -----     |
| Cash from financing activities  |           |           |
| Proceeds from note payable.....   | 5,000     | 1,790     |
| Loan origination costs for line of credit.....                          | (307)     | --        |
| Payments on notes payable and other long-term<br>payables.....          | (10,115)  | (1,329)   |
| Common stock issued.....  | 1,367     | 11        |
| Dividends paid to minority stockholders of<br>subsidiaries.....         | --        | (18)      |
|   | -----     | -----     |
| Net cash (used in) provided by financing<br>activities.....             | (4,055)   | 454       |
|   | -----     | -----     |
| Net (decrease) increase in cash and cash<br>equivalents.....            | (3,837)   | 5,503     |
| Cash and cash equivalents at beginning of period.....                   | 18,131    | 4,356     |
|   | -----     | -----     |
| Cash and cash equivalents at end of period.....                         | \$ 14,294 | \$ 9,859  |
|   | =====     | =====     |

See accompanying Notes to Condensed Consolidated Financial Statements.

REMINGTON OIL AND GAS CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. ACCOUNTING POLICIES AND BASIS OF PRESENTATION

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Remington Oil and Gas Corporation is an independent oil and gas exploration and production company incorporated in Delaware. Our oil and gas properties are located in the offshore Gulf of Mexico and onshore Gulf Coast.

We prepared these financial statements according to the instructions for Form 10-Q. Therefore, the financial statements do not include all disclosures required by accounting principles generally accepted in the United States. However, we have recorded all transactions and adjustments necessary to fairly present the financial statements included in this Form 10-Q. The adjustments made are normal and recurring. The following notes describe only the material changes in accounting policies, account details or financial statement notes during the first six months of 2001. Therefore, please read these financial statements and notes to the financial statements together with the audited financial statements and notes to financial statements in our 2000 Form 10-K. The income statements for the three and six months ended June 30, 2001, cannot necessarily be used to project results for the full year.

### NEW ACCOUNTING STANDARDS

In June 1998, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 133 "Accounting for Derivative Instruments and Hedging Activities." As amended, the statement is effective for all fiscal years beginning after June 15, 2000. As of January 1, 2001, we adopted this statement. Currently we do not utilize any derivative instruments that fall under the criteria defined in the accounting standard. Accordingly, the adoption of SFAS No. 133 did not have a material effect on our financial statements or disclosures.

### NOTE 2. CONTINGENCIES

#### PHILLIPS PETROLEUM LITIGATION

On May 22, 2001, we settled the litigation with Phillips Petroleum Company and acquired Phillips' Net Profits Interest in South Pass block 89, offshore Louisiana. As consideration for the settlement and acquisition of the net profits interest, we paid \$21.25 million cash and issued 1,189,344 shares of our common stock valued at \$21.25 million on May 22, 2001, for a total settlement amount of \$42.5 million.

Of the total \$42.5 million settlement, we had previously recorded \$20.2 million as an accrued liability. We recorded \$12.3 million as additional settlement expense and capitalized \$10.0 million as the cost for our purchase of the net profits interest based on our estimate of the fair value thereof. In addition, in the current quarter we charged to the settlement expense \$1.2 million of deferred net profits expense related to a royalty settlement in 2000.

Phillips has the right to sell the stock at prices at or above \$17.867 per share over a six-month period from the date of settlement until their net proceeds from the sales are \$21.25 million. If the market price is less than \$17.867 per share after 31 days following this agreement, Phillips can sell back to us, and we must purchase from Phillips, up to 100,000 shares per week at \$17.867 per share. We initially recorded in permanent equity the issuance of 1,189,344 shares to Phillips at fair value on May 22, 2001. We transferred to temporary equity an amount equal to the possible cash redemption amount under the settlement agreement. As of June 30, 2001, Phillips had sold 33,900 shares, and we transferred \$606,000 back into permanent equity. In addition as of June 30, 2001, we had repurchased 100,000 shares under the settlement agreement.

### NOTE 3. STOCK BASED COMPENSATION AND RESTRICTED COMMON STOCK

In June 1999, the Board of Directors approved a contingent stock grant to

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our employees and directors. The number of shares granted is relative to the employee's salary (or base number in the case of directors)

6

7

### REMINGTON OIL AND GAS CORPORATION

#### NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

and the closing stock price on June 17, 1999. In order for the grant to become effective, the price of our stock had to increase from \$4.19 per share to a trigger price of \$10.42 per share and close at or above \$10.42 per share for 20 consecutive trading days. The required increase in the stock price represented the equivalent of a compounded annual rate of return of 20% for five years. This trigger was achieved on January 24, 2001. When the stock grant became effective, we recorded \$8.1 million as restricted common stock, \$5.7 million as unearned compensation reported as a separate reduction in stockholders' equity on the balance sheet, and \$2.4 million as stock based compensation expense. We will amortize the \$5.7 million unearned compensation expense quarterly over five years as the shares vest. During the second quarter of 2001, we amortized \$0.4 million and recorded it as stock based compensation expense. The employees and directors will actually receive the shares only if they remain with the company through the vesting dates.

#### NOTE 4. INCOME PER SHARE

The following table presents our calculation of basic and diluted income per share.

|   | THREE MONTHS ENDED<br>JUNE 30, |          | SIX MONTHS ENDED<br>JUNE 30, |          |
|---|--------------------------------|----------|------------------------------|----------|
|   | 2001                           | 2000     | 2001                         | 2000     |
| Net income available for basic income per share.....            | \$ 1,241                       | \$ 7,759 | \$15,898                     | \$11,543 |
| Interest expense on Convertible Notes (net of tax).....         | 66                             | 80       | 143                          | 160      |
| Net income available for diluted income per share.....          | \$ 1,307                       | \$ 7,839 | \$16,041                     | \$11,703 |
| Basic income per share.....                                     | \$ 0.06                        | \$ 0.36  | \$ 0.73                      | \$ 0.54  |
| Diluted income per share.....                                   | \$ 0.05                        | \$ 0.35  | \$ 0.66                      | \$ 0.53  |
| Weighted average  |                                |          |                              |          |
| Total common shares for basic income per share.....             | 21,785                         | 21,469   | 21,686                       | 21,386   |
| Dilutive stock options outstanding (treasury stock method)..... | 1,586                          | 539      | 1,524                        | 235      |
| Common stock grant.....   | 663                            | --       | 663                          | --       |
| Warrant issued.....   | 76                             | --       | 66                           | --       |
| Shares assumed issued by conversion of the Notes.....           | 449                            | 541      | 492                          | 541      |
| Total common shares for diluted income per share.....           | 24,559                         | 22,549   | 24,431                       | 22,162   |

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|  |    |     |    |     |
|--|----|-----|----|-----|
| Potential issues of common stock for diluted<br>income per share |    |     |    |     |
| Weighted average warrant outstanding.....                        | -- | 200 | -- | 200 |

7

8

### ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion will assist in the understanding our financial position and results of operations. The information below should be read in conjunction with the financial statements, the related notes to financial statements, and our Form 10-K for the year ended December 31, 2000.

Our discussion contains both historical and forward-looking information. We assess the risks and uncertainties about our business, long-term strategy, and financial condition before we make any forward-looking statements, but we cannot guarantee that our assessment is accurate or that our goals and projections can or will be met. Statements concerning results of future exploration, exploitation, development, and acquisition expenditures as well as revenue, expense, and reserve levels are forward-looking statements. We make assumptions about commodity prices, drilling results, production costs, administrative expenses, and interest costs that we believe are reasonable based on currently available information of known facts and trends.

This discussion is primarily an update to the Management's Discussion and Analysis of Financial Condition and Results of Operations included in the 2000 Form 10-K. We recommend that you read this discussion in conjunction with the Form 10-K.

Our long-term strategy is to increase shareholder value by economically increasing reserves, production, and cash flow on an annual basis. At the same time, we believe it is important to maintain a strong balance sheet by keeping our total debt at a manageable level. We will balance our capital expenditures, financed primarily by operating cash flow and bank debt, among exploration, development, and acquisitions.

#### LIQUIDITY AND CAPITAL RESOURCES

On June 30, 2001, our current assets exceeded our current liabilities by \$9.3 million. Our current ratio is 1.36 to 1.

Cash flow from operations before changes in working capital increased by \$22.6 million primarily because of increased gas revenues during the first half of 2001. Gas sales increased by \$38.0 million or 200% because of increased production (\$23.2 million) and average prices (approximately \$14.8 million).

During the first half of 2001, we incurred capital expenditures totaling \$57.3 million for platform facilities, drilling and completing activities, lease acquisitions, and the purchase of the Net Profits interest from Phillips Petroleum. During the remainder of 2001, we expect to incur costs of approximately \$53.0 million related to our exploration and development activities. We expect that our cash flow from operations and available bank line of credit will be adequate to fund the capital budget for the remainder of this year.

On May 22, 2001, we settled the litigation with Phillips Petroleum Company and acquired Phillips' Net Profits Interest in South Pass block 89, offshore Louisiana. As consideration for the settlement and acquisition of the net profits interest, we paid \$21.25 million cash and issued 1,189,344 shares of our



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common stock valued at \$21.25 million on May 22, 2001, for a total settlement amount of \$42.5 million.

Phillips has the right to sell the stock at prices at or above \$17.867 per share over a six-month period from the date of settlement until their net proceeds from the sales are \$21.25 million. If the market price is less than \$17.867 per share after 31 days following this agreement, Phillips can sell back to us, and we must purchase from Phillips, up to 100,000 shares per week at \$17.867 per share. As of August 6, 2001, Phillips has sold 33,900 shares of the common stock issued, and we have repurchased from Phillips 700,000 shares of common stock.

Effective May 3, 2001, we entered into a new credit facility that was amended on June 15, 2001, and now has a borrowing base of \$75.0 million. As of August 1, 2001, we had \$34.0 million borrowed under the facility. The banks review the borrowing base semi-annually and may increase or decrease the borrowing base relative to a redetermined estimate of proved oil and gas reserves. Our oil and gas properties are pledged as collateral for the line of credit. Additionally, we have agreed not to pay dividends. The line of credit expires on May 3, 2004, when all principal becomes due.

8

9

### RESULTS OF OPERATIONS

We recorded net income for the first six months of 2001 of \$15.9 million or \$0.73 per share basic and \$0.66 per share diluted compared to first six months of 2000 of \$11.5 million or \$0.54 per share basic and \$0.53 per share diluted. For the three months ended June 30, 2001, we recorded net income of \$1.2 million or \$0.06 per share basic and \$0.05 per share diluted compared to \$7.8 million or \$0.36 per share basic and \$0.35 per share diluted for the three months ended June 30, 2000. The increase in net income results from an increase in total gas sales partially offset by a one-time pre-tax charge of \$13.5 million in connection with the settlement of the Phillips litigation. The following table reflects the increase or decrease in oil and gas sales revenue due to the changes in prices and volumes.

|   | THREE MONTHS ENDED            |          | SIX MONTHS ENDED |          |
|---|-------------------------------|----------|------------------|----------|
|   | JUNE 30,                      |          | JUNE 30,         |          |
|   | 2001                          | 2000     | 2001             | 2000     |
|   | (IN THOUSANDS, EXCEPT PRICES) |          |                  |          |
| Oil production volume (Bbls).....             | 307                           | 321      | 612              | 613      |
| Oil sales revenue.....                        | \$ 7,619                      | \$ 8,221 | \$15,633         | \$15,691 |
| Price per barrel.....                         | \$ 24.82                      | \$ 25.61 | \$ 25.54         | \$ 25.60 |
| (Decrease) in oil sales revenue due to:       |                               |          |                  |          |
| Change in prices.....                         | \$ (254)                      |          | \$ (37)          |          |
| Change in production volume.....              | (348)                         |          | (21)             |          |
|   | -----                         |          | -----            |          |
| Total (decrease) in oil sales<br>revenue..... | \$ (602)                      |          | \$ (58)          |          |
|   | =====                         |          | =====            |          |
| Gas production volume (Mcf).....              | 5,496                         | 3,175    | 10,698           | 6,329    |
| Gas sales revenue.....                        | \$25,776                      | \$10,602 | \$56,984         | \$19,001 |
| Price per Mcf.....                            | \$ 4.69                       | \$ 3.34  | \$ 5.33          | \$ 3.00  |
| Increase in gas sales revenue due to:         |                               |          |                  |          |
| Change in prices.....                         | \$ 4,286                      |          | \$14,747         |          |
| Change in production volume.....              | 10,888                        |          | 23,236           |          |

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|                             |          |          |
|-----------------------------|----------|----------|
|                             | -----    | -----    |
| Total increase in gas sales |          |          |
| revenue.....                | \$15,174 | \$37,983 |
|                             | =====    | =====    |

Oil revenue during the second quarter and first six months of 2001 decreased slightly when compared to 2000. Decreased oil production from offshore Gulf of Mexico properties, primarily the South Pass blocks, was offset by increased production from Mississippi and South Texas. In addition, the average oil prices decreased slightly which caused oil revenues to decrease by \$254,000 for the three months ended June 30, 2001, and by \$37,000 for the six months ended June 30, 2001, when compared to the same periods in the prior year.

Gas revenues for the first six months of 2001 increased \$38.0 million or 200% compared to the prior year because of the 69% increase in production and the 78% increase in the average price per Mcf. Offshore Gulf of Mexico gas production increased by 4.8 Bcf, or 99%. However, gas production from the onshore gulf coast decreased by 0.4 Bcf, or 25% because of the sale of certain South Texas Properties in August 2000. Average gas prices per Mcf increased by \$2.33, which added an additional \$14.7 million to total gas revenue. Gas revenues during the second quarter of 2001 increased \$15.2 million or 143% compared to the second quarter of 2000 because of the 73% increase in production and the 40% increase in the average price per Mcf. Offshore Gulf of Mexico gas production increased by 2.5 Bcf, or 103%. Gas production from the onshore gulf coast decreased slightly during the second quarter of 2001 because of the sale of certain South Texas Properties in August 2000.

Operating expenses including transportation and net profits expense increased during the three and six months ended June 30, 2001, compared to the same period in 2000 primarily because of an increase in the number of producing properties partially offset by a \$1.3 million workover on West Cameron block 170 charged to expense during the second quarter of 2000. Since we purchased the Net profits interest in South Pass block 89 from Phillips in May of this year we will no longer incur the net profits expense.

Exploration expense increased by \$1.8 million during the second quarter of 2001 and by \$3.0 million during the first six months of 2001 primarily because of increased seismic expenditures in Mississippi and the Gulf of Mexico and increased dry hole expense. Depreciation, depletion, and amortization expense increased by \$4.7 million during the second quarter of 2001 and by \$9.1 million during the first six months of 2001 compared to the same period in the prior year because of increased production and an increase in the number of producing properties.

In June 1999, the Board of Directors approved a contingent stock grant to our employees and directors. The number of shares granted is relative to the employee's salary (or base number in the case of directors) and the closing stock price on June 17, 1999. In order for the grant to become effective, the price of our stock had to increase from \$4.19 per share to a trigger price of \$10.42 per share and close at or above \$10.42 per share for 20 consecutive trading days. The required increase in the stock price represented the equivalent of a compounded annual rate of return of 20% for five years. This trigger was achieved on January 24, 2001. When the stock grant became effective, we recorded \$8.1 million as restricted common stock, \$5.7 million as unearned compensation reported as a separate reduction in stockholders' equity on the balance sheet, and \$2.4 million as stock based compensation expense. We will amortize the \$5.7 million unearned compensation expense quarterly over five years as the shares vest. During the second quarter of 2001, we amortized \$0.4

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million and recorded it as stock based compensation expense. The employees and directors will actually receive the shares only if they remain with the company through the vesting dates.

In May 2000, we reached an agreement with the Minerals Management Service concerning the royalties due on the settlement of a 1990 gas purchase contract. Because of the agreement, we recorded an expense of \$3.2 million in the first quarter of 2000.

During the first six months of 2001, we recorded income tax expense totaling \$7.7 million, of which an estimated \$7.1 million is deferred. We fully utilized our net deferred income tax benefit during 2000 and the first quarter of 2001.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our market risk sensitive instrument at June 30, 2001, is a revolving line of credit from a bank. At June 30, 2001, the unpaid principal balance under the line was \$24.5 million. The interest rate on this debt is sensitive to market fluctuations, however, we do not believe that significant fluctuations in the market rate of interest have a material effect on our consolidated financial position, results of operations, or cash flow from operations.

10

11

## PART II, OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

Incorporated herein by reference is the discussion of litigation set forth in Part I, Item 1, Notes to the Financial Statements -- Note 2. Contingencies of this Form 10-Q.

### ITEM 2. CHANGES IN SECURITIES

None

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

On May 23, 2001, we held our annual stockholders meeting to elect the company's board of directors, to ratify Arthur Andersen LLP as the independent accountants for 2001, and to consider and vote on a proposal to amend our 1997 stock option plan to authorize an increase in the number of shares issuable. The stockholders voted as follows:

|                           | FOR        | WITHHELD/AGAINST | ABSTAINED |
|---------------------------|------------|------------------|-----------|
|                           | -----      | -----            | -----     |
| Election of Directors     |            |                  |           |
| Don D. Box.....           | 16,300,179 | 2,146,849        |           |
| John E. Goble, Jr. ....   | 17,664,117 | 782,911          |           |
| William E. Greenwood..... | 17,664,117 | 782,911          |           |
| David H. Hawk.....        | 17,661,317 | 785,711          |           |
| James Arthur Lyle.....    | 17,660,187 | 786,841          |           |
| David E. Preng.....       | 17,660,917 | 786,111          |           |

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|  |            |           |         |
|--|------------|-----------|---------|
| Thomas W. Rollins.....                           | 17,664,217 | 782,811   |         |
| Alan C. Shapiro.....                             | 17,664,217 | 782,811   |         |
| James A. Watt.....                               | 16,302,284 | 2,144,744 |         |
| Ratification of independent auditors for 2000... | 18,303,042 | 110,252   | 33,734  |
| 1997 stock option plan amendment.....            | 12,827,656 | 5,515,322 | 104,050 |

The members of the board of directors do not serve staggered terms of office. All directors elected at the meeting were already members of the board at the time of election. No director serving at the time of the election failed to retain his seat on the board.

### ITEM 5. OTHER INFORMATION

None

### ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits:

- 2.0##            -- Agreement and Plan of Merger dated as of June 22, 1998, by and between Remington Oil and Gas Corporation and S-Sixteen Holding Company.
- 3.1\*            -- Certificate of Incorporation, as amended.
- 3.2#            -- Certificate of Amendment of Certificate of Incorporation of Box Energy Corporation.
- 3.2.1##        -- Certificate of Amendment of Certificate of Incorporation of Remington Oil and Gas Corporation.
- 3.3###        -- By-Laws as amended.

11

12

- 4.1\*            -- Form of Indenture Box Energy Corporation to United States Trust Company, Trustee, dated December 1, 1992, 8 1/4% Convertible Subordinated, 2002.
- 10.1\*          -- Farmout Agreement with Aminoil USA, Inc., effective May 1, 1977,
- 10.2\*          -- Transportation Agreement with CKB Petroleum, Inc. dated March 1, April 19, 1989.
- 10.3\*          -- Agreement of Compromise and Amendment to Farmout Agreement, dated
- 10.4\*\*        -- Pension Plan of Box Energy Corporation, effective April 16, 1992.
- 10.5\*\*\*        -- First Amendment to the Pension Plan of Box Energy Corporation dated 1993.
- 10.6+         -- Second Amendment to the Pension Plan of Box Energy Corporation dated 1994.
- 10.7+++        -- Agreement by and between Box Energy Corporation and James A. Watt
- 10.8#          -- Box Energy Corporation Severance Plan.
- 10.9++        -- Box Energy Corporation 1997 Stock Option Plan (as amended June 17
- 10.10#        -- Box Energy Corporation Non-Employee Director Stock Purchase Plan
- 10.11(-)      -- Form of Employment Agreement effective September 30, 1999, by and between Oil and Gas Corporation and two executive officers.
- 10.12(-)      -- Form of Employment Agreement effective September 30, 1999, by and between Oil and Gas Corporation and an executive officer.
- 10.13(-)(-)    -- Employment Agreement effective January 31, 2000, by and between Remington Oil and Gas Corporation and James A. Watt.
- 10.14(-)(-)(-) -- Form of Contingent Stock Grant Agreement -- Directors.
- 10.15(-)(-)(-) -- Form of Contingent Stock Grant Agreement -- Employees.

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10.16(-) (-) (-) -- Form of Amendment to Contingent Stock Grant Agreement -- Director  
10.17(-) (-) (-) -- Form of Amendment to Contingent Stock Grant Agreement -- Employee  
10.18x -- Compromise and Settlement Agreement between Remington Oil and Gas  
Phillips Petroleum Company dated May 22, 2001.

(b) One Form 8-K was filed on May 31, 2001, reporting in Item 5 therein the settlement of the Phillips litigation.

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- \* Incorporated by reference to the Company's Registration Statement on Form S-2 (file number 33-52156) filed with the Commission and effective on December 1, 1992.
  - \*\* Incorporated by reference to the Company's Form 10-K (file number 0-19967) for the fiscal year ended December 31, 1992, filed with the Commission and effective on or about March 30, 1993.
  - \*\*\* Incorporated by reference to the Company's Form 10-K (file number 0-19967) for the fiscal year ended December 31, 1993, filed with the Commission and effective on or about March 30, 1994.
  - + Incorporated by reference to the Company's Form 10-K (file number 0-19967) for the fiscal year ended December 31, 1994, filed with the Commission and effective on or about March 30, 1995.
  - ++ Incorporated by reference to the Company's Form 10-Q (file number 1-11516) for the fiscal quarter ended June 30, 1999, filed with the Commission and effective on or about August 13, 1999.
  - +++ Incorporated by reference to the Company's Form 10-Q (file number 1-11516) for the fiscal quarter ended June 30, 1997, filed with the Commission and effective on or about August 12, 1997.
  - # Incorporated by reference to the Company's Form 10-K (file number 1-11516) for the fiscal year ended December 31, 1997, filed with the Commission and effective on or about March 30, 1998.
  - ## Incorporated by reference to the Company's Registration Statement on Form S-4 (file number 333-61513) filed with the Commission and effective on November 27, 1998.

12

13

- ### Incorporated by reference to the Company's Form 10-K (file number 1-11516) for the fiscal year ended December 31, 1998, filed with the Commission and effective on or about March 30, 1999.
- (-) Incorporated by reference to the Company's Form 10-Q (file number 1-11516) for the fiscal quarter ended September 30, 1999, filed with the Commission and effective on or about November 12, 1999.
- (-) (-)  
Incorporated by reference to the Company's Form 10-K (file number 1-11516) for the fiscal year ended December 31, 1999, filed with the Commission and effective on or about March 30, 2000.
- (-) (-) (-)  
Incorporated by reference to the Company's Form 10-K (file number 1-11516) for the fiscal year ended December 31, 2000, filed with the Commission and effective on or about March 16, 2001.

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x Incorporated by reference to the Company's Form 8-K (file number 1-11516) filed with the Commission on or about May 31, 2001.

13

14

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 thereunto duly authorized.

REMINGTON OIL AND GAS CORPORATION

Date: August 6, 2001

By: /s/ JAMES A. WATT

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James A. Watt  
President and Chief Executive Officer

Date: August 6, 2001

By: /s/ J. BURKE ASHER

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J. Burke Asher  
Vice President/Finance

14