

Edgar Filing: CHICAGO CARBON CO - Form SC 13D/A

CHICAGO CARBON CO  
Form SC 13D/A  
September 18, 2003

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13D  
(Amendment No. 4)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

-----

TOM BROWN, INC.  
(Name of Issuer)

-----

Common Stock, par value \$.10 per share  
(Title of Class of Securities)

Common Stock - 11566020  
(CUSIP Number)

Barry A. L. Hoffman  
Deputy General Counsel  
Union Oil Company of California  
2141 Rosecrans Avenue, Suite 4000  
El Segundo, CA 90245  
(310) 726-7600  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

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September 16, 2003  
(Date of Event Which Requires Filing of This Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this statement because of Rule 13d-1(b) (3) or (4), check the following box [ ].

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(Continued on following pages)  
(Page 1 of 16 Pages)

SCHEDULE 13D

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CUSIP No. 11566020

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1. Name of Reporting Person

Chicago Carbon Company 36-3657233

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds

Not applicable. See Item 4.

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Illinois

7. Sole Voting Power

-0-

Number of Shares Beneficially Owned by

8. Shared Voting Power

875,000

Each Reporting Person With

9. Sole Dispositive Power

-0-

10. Shared Dispositive Power

875,000

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

875,000

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain shares [ ]

13. Percent of Class Represented by Amount in Row (11)

2.21% (1)

14. Type of Reporting Person

PN

(1) Based on 39,559,197 shares of common stock, \$.10 par value, outstanding as of August 7, 2003, as set forth in the Issuer's Form 10-Q for the quarter ended June 30, 2003.

SCHEDULE 13D

CUSIP No. 11566020

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1. Name of Reporting Person

Lemont Carbon, Inc. 94-3103118

2. Check the Appropriate Box if a Member of a Group

(a) [X]

(b) [ ]

3. SEC Use Only

4. Source of Funds

Not applicable. See Item 4.

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5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [X]

6. Citizenship or Place of Organization

Illinois

7. Sole Voting Power

-0-

Number of Shares Beneficially Owned by

8. Shared Voting Power

875,000

Each Reporting Person With

9. Sole Dispositive Power

-0-

10. Shared Dispositive Power

875,000

11. Aggregate Amount Beneficially Owned by Each Reporting Person

875,000

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

[ ]

13. Percent of Class Represented by Amount in Row (11)

2.21% (2)

14. Type of Reporting Person

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CO

(2) See footnote 1.

SCHEDULE 13D

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1. Name of Reporting Person

Midwest 76, Inc. 94-3091652

2. Check the Appropriate Box if a Member of a Group

(a)  [X ]

(b)  [ ]

3. SEC Use Only

4. Source of Funds

Not applicable. See Item 4.

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[X ]

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

-0-

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Number of Shares Beneficially Owned by 8. Shared Voting Power 875,000

Each Reporting Person With 9. Sole Dispositive Power -0-

10. Shared Dispositive Power 875,000

11. Aggregate Amount Beneficially Owned by Each Reporting Person 875,000

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See instructions) [ ]

13. Percent of Class Represented by Amount in Row (11) 2.21% (3)

14. Type of Reporting Person CO

(3) See footnote 1.

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1. Name of Reporting Person

Midwest Natural Gas Pipeline Co. 33-0710784

2. Check the Appropriate Box if a Member of a Group

(a)  [X ]

(b)  [ ]

3. SEC Use Only

4. Source of Funds

Not applicable. See Item 4.

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[X ]

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

-0-

Number of Shares Beneficially Owned by

8. Shared Voting Power

875,000

Each Reporting Person With

9. Sole Dispositive Power

-0-

10. Shared Dispositive Power

875,000

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

875,000

12. Check Box if the Aggregate Amount in Row (11) Excludes  
Certain Shares (See Instructions)

[ ]

13. Percent of Class Represented by Amount in Row (11)

2.21% (4)

14. Type of Reporting Person

CO

(4) See footnote 1.

SCHEDULE 13D

CUSIP No. 11566020

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1. Name of Reporting Person

Union Oil Company of California 95-1315450

2. Check the Appropriate Box if a Member of a Group

(a) [X ]  
(b) [ ]

3. SEC Use Only



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4. Source of Funds

Not applicable. See Item 4.

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[X ]

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

-0-

Number of Shares Beneficially Owned by

8. Shared Voting Power

875,000

Each Reporting Person With

9. Sole Dispositive Power

-0-

10. Shared Dispositive Power

875,000

11. Aggregate Amount Beneficially Owned by Each Reporting Person

875,000

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

[ ]

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13. Percent of Class Represented by Amount in Row (11)

2.21% (5)

14. Type of Reporting Person

CO

(5) See footnote 1.

SCHEDULE 13D

CUSIP No. 11566020

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1. Name of Reporting Person

Unocal Corporation 95-3825062

2. Check the Appropriate Box if a Member of a Group

(a)  [X ]

(b)  [ ]

3. SEC Use Only

4. Source of Funds

Not applicable. See Item 4.

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[X ]

6. Citizenship or Place of Organization

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Delaware

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-----

7. Sole Voting Power

-0-

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Number of Shares  
Beneficially  
Owned by

8. Shared Voting Power

875,000

-----  
-----

Each Reporting  
Person With

9. Sole Dispositive Power

-0-

-----  
-----

10. Shared Dispositive Power

875,000

-----  
-----

11. Aggregate Amount Beneficially Owned by Each Reporting Person

875,000

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-----

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions) [ ]

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13. Percent of Class Represented by Amount in Row (11)

2.21% (6)

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-----

14. Type of Reporting Person

CO

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(6) See footnote 1.

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Item 1. Security and Issuer.

This statement relates to the shares of common stock, par value \$0.10 per share (the "Common Stock"), of Tom Brown, Inc., a Delaware corporation (the "Issuer"), which has its principal executive offices at 555 Seventeenth Street, Suite 1850, Denver, Colorado 80202.

Item 2. Identity and Background.

(a). Name: Chicago Carbon Company, an Illinois general partnership with three general partners that are wholly-owned subsidiaries of Union Oil Company of California ("Chicago").

(b). Principal Business: General partner in a partnership that is engaged in the business of refining needle coke.

(c). Principal Business Address: 317 West New Avenue, Lemont, Illinois 60439.

(a). Name: Lemont Carbon, Inc. a Delaware corporation, and a general partner of Chicago with a 14.29% interest in Chicago, and a wholly-owned subsidiary of Union Oil Company of California ("Lemont").

(b). Principal Business: General partner in a partnership that is engaged in the business of refining needle coke.

(c). Principal Business Address: 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245.

(a). Name: Midwest 76, Inc., a Delaware corporation, and a general partner of Chicago with a 74.18% interest in Chicago, and a wholly-owned subsidiary of Union Oil Company of California ("Midwest 76").

(b). Principal Business: Managing general partner of Chicago Carbon Company, which is a general partner in a partnership that is engaged in the business of refining needle coke.

(c). Principal Business Address: 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245.

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- (a). Name: Midwest Natural Gas Pipeline Company, a Delaware corporation, and a general partner of Chicago with a 11.53% interest in Chicago, and a wholly-owned subsidiary of Union Oil Company of California ("Midwest").
- (b). Principal Business: General partner of Chicago, which is a general partner in a partnership that is engaged in the business of refining needle coke.
- (c). Principal Business Address: 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245
- (a). Name: Union Oil Company of California, a California corporation and a wholly owned subsidiary of Unocal Corporation ("Union Oil")
- (b). Principal Business: Oil and gas exploration and production.
- (c). Principal Business Address: 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245
- (a). Name: Unocal Corporation, a Delaware corporation ("Unocal")
- (b). Principal Business: Oil and gas exploration and production
- (c). Principal Business Address: 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245

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Attached as Appendix A is information concerning each partner of Chicago and the executive officers and directors of Lemont, Midwest 76, Midwest, Union and Unocal required to be disclosed in response to Item 2 and General Instruction C to Schedule 13D. Such persons may be deemed, but are not conceded to be, controlling persons of these entities. Collectively, Chicago, Lemont, Midwest 76, Midwest, Union and Unocal are hereinafter referred to as the "Reporting Persons."

(d) During the past five years, none of the Reporting Persons nor any of the persons referred to in Appendix A has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).

(e) None of the Reporting Persons nor any of the persons referred to in Appendix A has been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws, during the last five years.

(f) All persons named in Appendix A are citizens of the United States.

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Item 3. Source and Amount of Funds or Other Consideration.

Not applicable. See Item 4.

Item 4. Purpose of Transaction.

On May 1, 2003, the Issuer filed a universal shelf registration statement on Form S-3 (as amended, to date, the "Registration Statement") registering the sale of up to \$500,000,000 of debt or equity securities. On July 14, 2003, Chicago gave notice to the Issuer (and such notice was acknowledged by the Issuer) that it desired to include all of the 5,800,000 shares of Common Stock owned by it in the Registration Statement and the Issuer subsequently amended the Registration Statement to provide for the offering of such shares by Chicago. On August 20, 2003, the Security Exchange Commission declared the Registration Statement effective. On September 10, 2003, Chicago entered into an Underwriting Agreement with the Issuer, Chicago and J.P. Morgan Securities Inc., as representative (the "Representative") of the several underwriters listed therein (the "Underwriting Agreement") a copy of which is attached as Exhibit B, whereby Chicago agreed to sell to the Representative up to 4,925,000 shares of Issuer's Common Stock. On September 16, 2003, the transactions contemplated by the Underwriting Agreement were consummated and Chicago sold 4,925,000 shares of Common Stock to the Representative.

As a result of this sale, Chicago no longer beneficially owns in excess of 5% of the Issuer's outstanding Common Stock and, pursuant to Rules 13d-1 and 13d-2, is no longer required to file any amendments to its Schedule 13D.

Item 5. Interest in the Securities of the Issuer.

(a) There were 39,559,197 shares of Common Stock outstanding as of August 7, 2003. The Reporting Persons are deemed to be the beneficial owners of 875,000 shares of Common Stock, which constitute approximately 2.21% of the total issued and outstanding Common Stock as of August 7, 2003.

(b) Chicago is controlled by three general partners - Lemont, Midwest 76 and Midwest - which are wholly owned subsidiaries of Union. Union is a wholly owned subsidiary of Unocal. Therefore, Unocal may be deemed to control Union, Lemont, Midwest 76, Midwest, and Chicago. Thus, the Reporting Persons may be deemed to share voting power and investment power with respect to the Common Stock.

(c) On September 16, 2003, the Reporting Persons sold 4,925,000 shares of Common Stock of the Issuer and ceased to be beneficial owners of 5% or more of the Common Stock of the Issuer.

(d) To the best of the knowledge of the Reporting Persons, none of the Reporting Persons nor any person listed on Appendix A beneficially owns any Common Stock of the Issuer except as set forth above. To the best of the knowledge of each reporting Person, no persons other than Chicago has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock beneficially owned by the Reporting Persons.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with

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Respect to Securities of the Issuer.

Not Applicable

Item 7. Material to be Filed as Exhibits.

- Exhibit A            Joint Filing Agreement, dated September 17, 2003
- Exhibit B            Underwriting Agreement dated September 10, 2003, by and among the Issuer, Chicago and J.P. Morgan as representative of the several underwriters listed therein (incorporated by reference to Exhibit 1.1 of the Issuer's Report on Form 8-K dated September 16, 2003).

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SIGNATURE

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: September 16, 2003

CHICAGO CARBON COMPANY

By: Midwest 76, Inc.,  
its Managing General Partner

By:                            /s/     Darrell D. Chessum

-----  
Name: Darrell D. Chessum  
Title: Treasurer

LEMONT CARBON, INC.

By:                            /s/     Darrell D. Chessum

-----  
Name: Darrell D. Chessum  
Title: Treasurer

MIDWEST 76, INC.

By:                            /s/     Darrell D. Chessum

-----  
Name: Darrell D. Chessum  
Title: Treasurer

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MIDWEST NATURAL GAS PIPELINE CO.

By: \_\_\_\_\_ /s/ Richard L. Walton

Name: Richard L. Walton  
Title: Assistant Treasurer

UNION OIL COMPANY OF CALIFORNIA

By: \_\_\_\_\_ /s/ Joe D. Cecil

Name: Joe D. Cecil  
Title: Vice President and Comptroller

UNOCAL CORPORATION

By: \_\_\_\_\_ /s/ Terry G. Dallas

Name: Terry G. Dallas  
Title: Executive Vice President & CFO

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APPENDIX A

EACH PARTNER OF CHICAGO CARBON COMPANY

The following table sets forth the name, business address and present principal occupation or employment of each partner of Chicago Carbon Company. Unless otherwise indicated below, each such person is a citizen of the United States of America.

Name	Present Principal Business; Business Address
LeMont Carbon, Inc.	See below
Midwest 76, Inc.	See below
Midwest Natural Gas Pipeline Co.	See below

DIRECTORS, EXECUTIVE OFFICERS AND CONTROLLING PERSONS OF LEMONT CARBON, INC.

The following table sets forth the name, business address and present principal occupation or employment of each executive officer of Lemont Carbon Company, Inc. Unless otherwise indicated below, each such person is a citizen of the United States of America.

Name	Present Principal Occupation or Employment; Business Address
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John K. Bassett      Director and President of Lemont Carbon, Inc., General  
Manager Chicago Carbon Plant of Union Oil Company of  
California  
12308 South New Avenue, Lemont, Illinois 60439

Mark A. Smith      Director and Vice President of Lemont Carbon, Inc., Real  
Estate, Remediation, Mining & Carbon, Vice President of  
Union Oil Company of California  
376 South Valencia Avenue, Brea, CA 92823

Patrick S. Glynn      Director of Lemont Carbon, Inc., Superintendent of  
Operations, Union Oil Company of California  
376 South Valencia Avenue, Brea, CA 92823

DIRECTORS, EXECUTIVE OFFICERS AND CONTROLLING PERSONS OF MIDWEST 76, INC.

The following table sets forth the name, business address and present principal occupation or employment of each executive officer of Midwest 76, Inc. Unless otherwise indicated below, each such person is a citizen of the United States of America.

Name	Present Principal Occupation or Employment; Business Address
John K. Bassett	Director and Vice President of Midwest 76, Inc., General Manager Chicago Carbon Plant of Union Oil Company of California 12308 South New Avenue, Lemont, Illinois 60439
Mark A. Smith	Director and President of Midwest 76, Inc., Real Estate, Remediation, Mining & Carbon, Vice President of Union Oil Company of California 376 South Valencia Avenue, Brea, CA 92823
James J. Dean	Director and Vice President of Midwest 76, Inc., Team Manager, Operations of Union Oil Company of California 12308 South New Avenue, Lemont, Illinois 60439

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DIRECTORS, EXECUTIVE OFFICERS AND CONTROLLING PERSONS OF  
MIDWEST NATURAL GAS PIPELINE CO.

The following table sets forth the name, business address and present principal occupation or employment of each executive officer of Midwest Natural Gas Pipeline Co. Unless otherwise indicated below, each such person is a citizen of the United States of America.

Name	Present Principal Occupation or Employment; Business Address
Joseph A. Blount, Jr.	Director and President of Midwest Natural Gas Pipeline Co., President Unocal Midstream and Trade of Union Oil Company of California and

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President Unocal Midstream and Trade of Unocal Corporation 14141 Southwest Fwy, Sugarland, Texas 77478

John F. Oveson  
Director and Vice President of Midwest Natural Gas Pipeline Co., Midstream Asset Manager of Union Oil Company of California  
14141 Southwest Fwy, Sugarland, Texas 77478

Christopher Keene  
Director and Vice President of Midwest Natural Gas Pipeline Co., Manager, Midstream Development of Union Oil Company of California  
14141 Southwest Fwy, Sugarland, Texas 77478

### DIRECTORS, EXECUTIVE OFFICERS AND CONTROLLING PERSONS OF UNION OIL COMPANY OF CALIFORNIA

The following table sets forth the name, business address and present principal occupation or employment of each executive officer of Union Oil Company of California. Unless otherwise indicated below, each such person is a citizen of the United States of America.

Name	Present Principal Occupation or Employment; Business Address
Charles R. Williamson	Director, Chief Executive Officer of Union Oil Company of California 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245
Timothy H. Ling	Director, President and Chief Operating Officer of Union Oil Company of California 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245
Terry G. Dallas	Executive Vice President and Chief Financial Officer of Union Oil Company of California 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245
Thomas E. Fisher	Senior Vice President, Commercial Affairs of Union Oil Company of California 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245
Charles O. Strathman	Vice President and Chief Legal Officer of Union Oil Company of California 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245
Douglas M. Miller	Vice President, Corporate Development of Union Oil Company of California 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245
Joe D. Cecil	Vice President and Comptroller of Union Oil Company of California 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245

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### DIRECTORS, EXECUTIVE OFFICERS AND CONTROLLING PERSONS OF UNOCAL CORPORATION

The following table sets forth the name, business address and present principal occupation or employment of each executive officer of Unocal Corporation. Unless otherwise indicated below, each such person is a citizen of the United States of America.

Name	Present Principal Occupation or Employment; Business Address
Charles R. Williamson	Director, Chief Executive Officer of Unocal Corporation 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245
Timothy H. Ling	Director, President and Chief Operating Officer of Unocal Corporation 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245
Terry G. Dallas	Executive Vice President and Chief Financial Officer of Unocal Corporation 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245
Thomas E. Fisher	Senior Vice President, Commercial Affairs of Unocal Corporation 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245
Charles O. Strathman	Vice President and Chief Legal Officer of Unocal Corporation 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245
Douglas M. Miller	Vice President, Corporate Development of Unocal Corporation 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245
Joe D. Cecil	Vice President and Comptroller of Unocal Corporation 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245
John W. Creighton, Jr.	Director, Vice Chairman of Unocal Corporation 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245
John W. Amerman	Director of Unocal Corporation 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245
James W. Crownover	Director of Unocal Corporation 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245
Frank C. Herringer	Director of Unocal Corporation, Chairman and

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	Director of Transamerica Corporation 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245
Ferrell P. McClean	Director of Unocal Corporation 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245
Donald B. Rice	Director of Unocal Corporation, Chairman, President and Chief Executive Officer of Agensys, Inc. 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245
Kevin W. Sharer	Director of Unocal Corporation, Chairman, Chief Executive Officer and President of Amgen Inc. 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245
Marina v.N. Whitman	Director of Unocal Corporation, Professor of business administration and public policy at University of Michigan 2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245

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EXHIBIT A

Agreement re Joint Filing of Schedule 13D

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The undersigned hereby agree that they are filing jointly pursuant to Rule 13d-1 of the Securities Exchange Act of 1934 the statement dated September 17, 2003, containing the information required by Schedule 13D, for the 875,000 Shares of the Common Stock of Tom Brown, Inc. held by Chicago Carbon Company.

Date: September 17, 2003

CHICAGO CARBON COMPANY

By: Midwest 76, Inc.,  
its Managing General Partner

By: /s/ Darrell D. Chessum

-----  
Name: Darrell D. Chessum

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Title: Treasurer

LEMONT CARBON, INC.

By: /s/ Darrell D. Chessum

-----  
Name: Darrell D. Chessum  
Title: Treasurer

MIDWEST 76, INC.

By: /s/ Darrell D. Chessum

-----  
Name: Darrell D. Chessum  
Title: Treasurer

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MIDWEST NATURAL GAS PIPELINE CO.

By: /s/ Richard L. Walton

-----  
Name: Richard L. Walton  
Title: Assistant Treasurer

UNION OIL COMPANY OF CALIFORNIA

By: /s/ Joe D. Cecil

-----  
Name: Joe D. Cecil  
Title: Vice President and Comptroller

UNOCAL CORPORATION

By: /s/ Terry G. Dallas

-----  
Name: Terry G. Dallas

Title: Executive Vice President and CFO

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