

Edgar Filing: PLAINS RESOURCES INC - Form SC 13D/A

PLAINS RESOURCES INC
Form SC 13D/A
June 10, 2003

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

SCHEDULE 13D/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)

Plains Resources Inc.

(Name of Issuer)

Common Stock, \$.10 par value

(Title of Class of Securities)

726540 50 6

(CUSIP Number)

Steven J. Paul, Assistant Secretary
Shell Oil Company
910 Louisiana Street
Houston, Texas 77002
(713) 241-4112

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

June 6, 2003

(Date of Event which Requires Filing of This Statement)

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 schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (However, see the Notes).

SCHEDULE 13D/A

CUSIP NO. 726540 50 6

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Shell Land & Energy Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) []

N/A

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)
[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER
NUMBER OF -0-

8 SHARED VOTING POWER
SHARES -0-
BENEFICIALLY OWNED BY

9 SOLE DISPOSITIVE POWER
EACH -0-
REPORTING PERSON

10 SHARED DISPOSITIVE POWER
WITH -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUN IN ROW (11)

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-0-

14 TYPE OF REPORTING PERSON

CO

SCHEDULE 13D/A

CUSIP NO. 726540 50 6

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Shell Oil Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) []

N/A

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)
[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF -0-

SHARES

BENEFICIALLY 8 SHARED VOTING POWER

-0-

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING -0-

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PERSON 10 SHARED DISPOSITIVE POWER

WITH -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

-0-

14 TYPE OF REPORTING PERSON

CO

ITEM 1. AMENDMENT.

This amendment is being filed for the purpose of giving notice that Shell Land & Energy Company, a Delaware corporation ("SLEC") and Shell Oil Company, a Delaware corporation ("Shell") on June 6, 2003, sold 46,600 shares of Series D Cumulative Convertible Preferred Stock (the "Stock") of Plains Resources Inc. (the "Company") to the Company, for the amount of \$23,300,000, plus \$253,483.52 representing the pro-rated portion of the current accrued but unpaid dividend which represents 46,600 shares at \$500.00 per share which is the face value of the Stock.

Additionally, on May 20, 2002, SLEC and Shell sold a Warrant to purchase 150,000 shares of Common Stock of Plains Resources Inc., a Delaware corporation, to Kayne Anderson Energy Fund II L.P., a Delaware limited liability company, for the amount of \$404,805. As a result of these transactions, SLEC and Shell no longer own any beneficial ownership interest in any equity security of the Company.

SIGNATURE

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certify that the information set forth in this statement is true, complete and correct. June 10, 2003.

SHELL LAND & ENERGY COMPANY

By: /S/ Steve J. Paul
Name: Steve J . Paul

Title: Secretary

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SHELL OIL COMPANY

By: /S/ Steve J. Paul
Name: Steve J. Paul
Title: Assistant Secretary

DIRECTORS AND EXECUTIVE OFFICERS
SHELL LAND & ENERGY COMPANY

| NAME AND BUSINESS ADDRESS | CITIZENSHIP | POSITION |
|---|-------------|-----------------------------------|
| J. R. Eagan 200 N. Dairy Ashford Houston, Texas 77479 | U.S.A. | Director Chairman President |
| J. R. Crossman 200 N. Dairy Ashford Houston, Texas 77479 | U.S.A. | Director Treasurer |
| W. T. Mooney 910 Louisiana Street Houston, Texas 77002 | U.S.A. | Director Vice-President |
| S. J. Paul 910 Louisiana Street Houston, Texas 77002 | U.S.A. | Secretary |
| Kenetta D. Joseph 910 Louisiana Street Houston, Texas 77002 | U.S.A. | Asst. Secretary |

DIRECTORS AND EXECUTIVE OFFICERS
SHELL OIL COMPANY

| NAME AND BUSINESS ADDRESS | CITIZENSHIP | POSITION |
|---|-------------|----------|
| Robert F. Daniell 910 Louisiana Street Houston, Texas 77002 | U.S.A. | Director |
| M. F. Keeth 910 Louisiana Street Houston, Texas 77002 | U.S.A. | Director |
| Vilma S. Martinez 910 Louisiana Street Houston, Texas 77002 | U.S.A. | Director |
| A. Y. Noojin, III 910 Louisiana Street Houston, Texas 77002 | U.S.A. | Director |

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|--|--------|--|
| R. M. Restucci 910 Louisiana Street Houston, Texas 77002 | U.S.A. | Director |
| R. J. Routs 910 Louisiana Street Houston, Texas 77002 | U.S.A. | Director President |
| General Gordon R. Sullivan 910 Louisiana Street Houston, Texas 77002 | U.S.A. | Director |
| Philip B. Watts 910 Louisiana Street Houston, Texas 77002 | U.S.A. | Director Chairman |
| R. J. Decyk 910 Louisiana Street Houston, Texas 77002 | U.S.A. | Sr. Vice President |
| P. M. Dreckman 910 Louisiana Street Houston, Texas 77002 | U.S.A. | Vice President General Tax Counsel |
| J. R. Eagan 910 Louisiana Street Houston, Texas 77002 | U.S.A. | Vice President CFO |
| C. A. Lambolely 910 Louisiana Street Houston, Texas 77002 | U.S.A. | Sr. Vice President General Counsel Corp. Secretary |
| S. E. Ward 910 Louisiana Street Houston, Texas 77002 | U.S.A. | Vice President |
| G. R. Hullinger 910 Louisiana Street Houston, Texas 77002 | U.S.A. | Controller Treasurer |
| W. G. Hougland 910 Louisiana Street Houston, Texas 77002 | U.S.A. | Asst. Secretary |
| K. D. Joseph 910 Louisiana Street Houston, Texas 77002 | U.S.A. | Asst. Secretary |
| S. J. Paul 910 Louisiana Street Houston, Texas 77002 | U.S.A. | Asst. Secretary |
| E. C. Deal 910 Louisiana Street Houston, Texas 77002 | U.S.A. | Asst. Controller |
| A. M. Nolte 910 Louisiana Street Houston, Texas 77002 | U.S.A. | Asst. Treasurer |
| C. K. Potter 910 Louisiana Street | U.S.A. | Asst. Treasurer |

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Houston, Texas 77002

INDEX TO EXHIBITS

Exhibit 1 - Stock Purchase Agreement