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CHICAGO CARBON CO
Form SC 13D/A
June 04, 2003

=====

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

SCHEDULE 13D
(Amendment No. 2)

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)

June 2, 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 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 15 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

5,800,000

Each Reporting Person With

9. Sole Dispositive Power

-0-

10. Shared Dispositive Power

5,800,000

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,800,000

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

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

14.71323% (1)

14. Type of Reporting Person

PN

(1) Based on 39,420,303 shares of common stock, \$.10 par value, outstanding as set forth in the Issuer's Form 10-Q for the quarter ended March 31, 2003.

SCHEDULE 13D

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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)

(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

5,800,000

Each Reporting Person With

9. Sole Dispositive Power

-0-

10. Shared Dispositive Power

5,800,000

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,800,000

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

[]

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

14.71323% (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 5,800,000

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

10. Shared Dispositive Power 5,800,000

11. Aggregate Amount Beneficially Owned by Each Reporting Person 5,800,000

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) 14.71323% (3)

14. Type of Reporting Person CO

(3) See footnote 1.

SCHEDULE 13D

CUSIP No. 11566020

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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

5,800,000

Each Reporting Person With

9. Sole Dispositive Power

-0-

10. Shared Dispositive Power

5,800,000

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,800,000

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)

14.71323% (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

5,800,000

Each Reporting
Person With

9. Sole Dispositive Power

-0-

10. Shared Dispositive Power

5,800,000

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,800,000

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)

14.71323% (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

7. Sole Voting Power

-0-

Number of Shares
Beneficially
Owned by

8. Shared Voting Power

5,800,000

Each Reporting
Person With

9. Sole Dispositive Power

-0-

10. Shared Dispositive Power

5,800,000

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,800,000

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)

14.71323% (6)

14. Type of Reporting Person

CO

(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 Delaware corporation (the "Issuer"), which has its principal executive offices at 555 Seventeenth Colorado 80202.

Item 2. Identity and Background.

- (a). Name: Chicago Carbon Company, an Illinois general partnership that are wholly-owned subsidiaries of Union Oil Company of California ("UOCL").
- (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 in a partnership that is engaged in the business of refining needle coke. UOCL has a 14.29% interest in Chicago, and a wholly-owned subsidiary in 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 in a partnership that is engaged in the business of refining needle coke. UOCL has a 14.29% interest in Chicago, and a wholly-owned subsidiary in 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.
- (a). Name: Midwest Natural Gas Pipeline Company, a Delaware corporation, and a general partner in a partnership that is engaged in the business of refining needle coke. UOCL has a 11.53% interest in Chicago, and a wholly-owned subsidiary in California ("Midwest").
- (b). Principal Business: General partner of Chicago, which is a general partner 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.

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- (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

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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.

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

Not applicable. See Item 4.

Item 4. Purpose of Transaction.

Union Oil originally purchased the shares of Common Stock reported herein for the purpose of investment. Union Oil subsequently sold the shares to Chicago in order to achieve a more tax-efficient corporate holding structure for the shares and at the time Chicago acquired the shares for the purpose of investment. Under the Stock Ownership and Registration Rights Agreement, dated as of June 29, 1999 by and between Union Oil and the Issuer (the "Stock Ownership Agreement"), a copy of which is attached hereto as Exhibit B, Union Oil retained (and pursuant to the Addendum referred to in the next sentence, Chicago succeeded to) the absolute right to vote its shares of Common Stock as it individually determined except as otherwise described in Item 6 hereof and in the Stock Ownership Agreement. Upon the sale of the shares to Chicago, Chicago, Union Oil and the Issuer executed an addendum to the Stock Ownership Agreement (the "Addendum"), attached hereto as Exhibit C, whereby Chicago became a party to the agreement and became bound by the same obligations as Union Oil under the agreement. With respect to plans or proposals that Union Oil may have that relate to any change in the present board of directors or management of the Issuer, Union Oil has the right under the Addendum to designate one member of the board of directors of the Issuer. Union Oil's current designated director to the Issuer's board of directors is Mr. Kenneth Butler.

The Stock Ownership Agreement affords Chicago certain rights, including the right to: (i) require the Issuer to undertake, from time to time, the registration with the U.S. Securities and Exchange Commission (the "S.E.C.") some or all of the shares of Common Stock it owns, subject to customary

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limitations as set forth in the Stock Ownership Agreement; (ii) request that some or all of its shares of Common Stock be included with other shares of Common Stock that the Issuer proposes to register with the S.E.C., whether such registration relates to a primary or secondary offering or an offering of shares of Common Stock under a universal shelf registration statement subject to customary limitations as set forth in the Stock Ownership Agreement; and (iii) to acquire as many shares of Common Stock as may be required to maintain its then current ownership percentage if the Issuer sells or transfers additional shares of Common Stock that would otherwise dilute Chicago's ownership percentage.

On May 1, 2003, the Issuer filed a universal shelf registration statement on S.E.C. Form S-3 to sell up to \$500,000,000 of debt or equity securities. In response to the Issuer's filing as well as other strategic business considerations, Chicago is presently considering its options with respect to the shares of Common Stock it holds, including whether to sell some or all of them by exercising its registration rights under the Stock Ownership Agreement or otherwise. It is unlikely that Chicago will exercise its right to acquire additional shares of Common Stock in accordance with its rights under the Stock Ownership Agreement.

Item 5. Interest in the Securities of the Issuer.

(a) There were 39,420,303 shares of Common Stock outstanding as of March 31, 2003. The Reporting Persons are deemed to be the beneficial owners of 5,800,000 shares of Common Stock, which constitute approximately 14.71323% of the total issued and outstanding Common Stock as of March 31, 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,

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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) None of the Reporting Persons, nor any person listed on Appendix A, has effected any transactions in the Common Stock during the past 60 days.

(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 Respect to Securities of the Issuer.

The shares of Common Stock acquired by Union and subsequently sold to Chicago were acquired in a private placement and are restricted securities. Pursuant to the Stock Ownership Agreement, Union retained the absolute right to vote its shares of Common Stock as it individually determined except that for so long as Union owns greater than 10% of Common Stock, it must vote its shares in

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favor of the director nominees recommended by the management of the Issuer. In addition, certain transfer restrictions, and registration rights granted by the issuer are set forth in the Stock Ownership Agreement, a copy of which was included as Exhibit B to Schedule 13D filed on July 12, 1999. After the sale of the shares to Chicago, Union and the Issuer executed an addendum to the Stock Ownership Agreement (included as Exhibit B to this Schedule 13D) which has the same force and effect as if Chicago had executed a counterpart of the Stock Ownership Agreement. Additionally, the Issuer and Union executed a covenant (attached as Exhibit D to this Schedule 13D) whereby the Issuer consents to the transfer, Chicago agrees to comply with the terms and conditions of the Stock Ownership Agreement, and Union agrees to certain conditions including maintaining not less than 80% of the voting power of Chicago. Union and Chicago also executed a Clarification and Assignment (filed as Exhibit E to this Schedule 13) whereby Union assigns, conveys, and delivers to Chicago all of Union's rights, title and interest in to, and under the Stock Ownership Agreement (other than Union's rights, titles, and interests under Article 111 of the Stock Ownership Agreement, relating to Union's right to designate a director or a director nominee to the Board of Directors of the Issuer.

Item 7. Material to be Filed as Exhibits.

- Exhibit A Joint Filing Agreement, dated June 3, 2003.
- Exhibit B Stock Ownership and Registration Rights Agreement, dated as of June 29, 1999 by and between Union Oil and the Issuer (incorporated by reference to Exhibit B to the Schedule 13D of the Reporting Persons filed July 12, 1999).
- Exhibit C Addendum to Stock Ownership and Registration Rights Agreement dated as of September 30, 1999 by and between Union and Chicago (incorporated by reference to Exhibit B to the Schedule 13D/A of the Reporting Persons filed November 16, 1999).
- Exhibit D Unocal Covenant dated as of September 30, 1999 (incorporated by reference to Exhibit C to the Schedule 13D/A of the Reporting Persons filed November 16, 1999).
- Exhibit E Clarification and Assignment dated as of September 30, 1999 by and between Union and Chicago (incorporated by reference to Exhibit D to the Schedule 13D/A of the Reporting Persons filed November 16, 1999).

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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: June 3, 2003

CHICAGO CARBON COMPANY

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

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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

MIDWEST NATURAL GAS PIPELINE CO.

By: /s/ Daniel A. Franchi

Name: Daniel A. Franchi
Title: Treasurer

UNION OIL COMPANY OF CALIFORNIA

By: /s/ Joe D. Cecil

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

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UNOCAL CORPORATION

By: /s/ Terry G. Dallas

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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 |
|-----------------|---|
| 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 |
| Edward A. Wong | Director of Lemont Carbon, Inc., Manager Planning/Tech & Shared Resources of 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 |

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

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| | |
|----------------------|--|
| | 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 |

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 |
|------|--|
|------|--|

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| | |
|------------------------|---|
| 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 |

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2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245

Frank C. Herringer Director of Unocal Corporation, Chairman and Director of Transa
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 E
2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245

Kevin W. Sharer Director of Unocal Corporation, Chairman, Chief Executive Offic
2141 Rosecrans Avenue, Suite 4000, El Segundo, California 90245

Marina v.N. Whitman Director of Unocal Corporation, Professor of business administr
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

The undersigned hereby agree that they are filing jointly pursuant to Rule 13d-1 of the Securities Exchange Act of 1934 the statement dated June 3, 2003, containing the information required by Schedule 13D, for the 5,800,000 Shares of the Common Stock of Tom Brown, Inc. held by Chicago Carbon Company.

Date: June 3, 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.

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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

MIDWEST NATURAL GAS PIPELINE CO.

By: /s/ Daniel A. Franchi

Name: Daniel A. Franchi
Title: 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

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Name: Terry G. Dallas

Title: Executive Vice President & CFO