REMINGTON OIL & GAS CORP
Form 10-Q
October 28, 2004

Table of Contents

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington DC 20549

Form 10-Q

(Mark One)

þ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended September 30, 2004

or

o **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	**75-2369148**
(State or other jurisdiction of incorporation or organization)	*(IRS employer identification no.)*

8201 Preston Road, Suite 600,

Dallas, Texas 75225-6211
(Address of principal executive offices)
(Zip code)

(214) 210-2650

(Registrant s telephone number, including area code)

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 þ No o

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes þ No o

There were 27,751,880 outstanding shares of Common Stock, $0.01 par value, on October 27, 2004.

REMINGTON OIL AND GAS CORPORATION

TABLE OF CONTENTS

		Page
PART I, FINANCIAL INFORMATION		2
Item 1.	**Financial Statements**	2
	Condensed Consolidated Balance Sheets	2
	Condensed Consolidated Statements of Income	3
	Condensed Consolidated Statements of Cash Flows	4
	Notes to Condensed Consolidated Financial Statements	5
Item 2.	**Management s Discussion and Analysis of Financial Condition and Results of Operations**	8
Item 3.	**Quantitative and Qualitative Disclosures about Market Risk**	11
Item 4.	**Controls and Procedures**	12
PART II, OTHER INFORMATION		12
Item 1.	**Legal Proceedings**	12
Item 2.	**Unregistered Sales of Equity Securities and Use of Proceeds**	12
Item 3.	**Defaults upon Senior Securities**	12
Item 4.	**Submission of Matters to a Vote of Security Holders**	12
Item 5.	**Other Information**	12
Item 6.	**Exhibits and Reports on Form 8-K**	12

Form of Amendment to the Employment Agreements
Certification of James A. Watt Pursuant to Section 302
Certification of Frank T. Smith, Jr. Pursuant to Section 302
Certification of James A. Watt Pursuant to Section 906
Certification of Frank T. Smith, Jr. Pursuant to Section 906

Table of Contents

PART I, FINANCIAL INFORMATION

Item 1. *Financial Statements*

REMINGTON OIL AND GAS CORPORATION

CONDENSED CONSOLIDATED BALANCE SHEETS

	September 30, 2004	December 31, 2003
	(Unaudited)	(In thousands, except share data)
ASSETS		
Current assets		
Cash and cash equivalents	$ 36,812	$ 31,408
Accounts receivable	52,039	43,004
Prepaid expenses and other current assets	5,364	2,846
Total current assets	94,215	77,258
Properties		
Oil and natural gas properties (successful-efforts method)	713,604	609,599
Other properties	3,123	3,450
Accumulated depreciation, depletion and amortization	(386,178)	(333,011)
Total properties	330,549	280,038
Other assets	1,402	2,089
Total assets	$ 426,166	$ 359,385
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	$ 64,617	$ 58,266
Short-term notes payable	45	45
Total current liabilities	64,662	58,311
Long-term liabilities		
Notes payable	5,000	18,000
Asset retirement obligation	16,585	12,446
Deferred income tax liability	48,138	28,751
Total long-term liabilities	69,723	59,197
Total liabilities	134,385	117,508
Commitments and contingencies (Note 6)		
Stockholders equity		

Preferred stock, $.01 par value, 25,000,000 shares authorized, no shares outstanding		
Common stock, $.01 par value, 100,000,000 shares authorized, 27,743,639 shares issued and 27,709,280 shares outstanding in 2004, 26,946,768 shares issued and 26,912,409 shares outstanding in 2003	277	269
Additional paid-in capital	129,954	120,925
Restricted common stock	1,573	3,156
Unearned compensation	(844)	(1,668)
Retained earnings	160,821	119,195
Total stockholders equity	291,781	241,877
Total liabilities and stockholders equity	$ 426,166	$ 359,385

See accompanying Notes to Condensed Consolidated Financial Statements.

Table of Contents

REMINGTON OIL AND GAS CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2004	2003	2004	2003
	(Unaudited) (In thousands, except per-share amounts)			
Revenues				
Gas sales	$42,724	$34,580	$117,550	$ 96,428
Oil sales	17,180	12,287	46,674	38,524
Other income	192	98	417	354
Total revenues	60,096	46,965	164,641	135,306
Costs and expenses				
Operating	6,784	5,322	18,860	14,991
Exploration	5,562	7,654	15,968	20,671
Depreciation, depletion and amortization	18,504	15,050	51,267	38,599
Impairment	3,422	1,307	8,408	1,754
General and administrative	1,271	1,710	4,818	5,634
Interest and financing	305	433	783	1,318
Total costs and expenses	35,848	31,476	100,104	82,967
Income before taxes	24,248	15,489	64,537	52,339
Income tax expense	8,609	5,421	22,911	18,319
Net income	$15,639	$10,068	$ 41,626	$ 34,020
Basic income per share	$ 0.57	$ 0.38	$ 1.53	$ 1.28
Diluted income per share	$ 0.55	$ 0.36	$ 1.47	$ 1.22
Weighted average shares outstanding (Basic)	27,596	26,771	27,286	26,548
Weighted average shares outstanding (Diluted)	28,503	28,046	28,294	27,953

See accompanying Notes to Condensed Consolidated Financial Statements.

Table of Contents

REMINGTON OIL AND GAS CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Nine Months Ended September 30,	
	2004	**2003**
	(Unaudited) (In thousands)	
Cash flow provided by operations		
Net income	$ 41,626	$ 34,020
Adjustments to reconcile net income		
Depreciation, depletion and amortization	51,267	38,599
Deferred income taxes	22,601	18,244
Amortization of deferred charges	137	161
Dry hole costs	9,229	19,689
Impairment costs	8,408	1,754
Cash paid for dismantlement costs	(1,064)	(1,284)
Stock based compensation	939	1,171
Changes in working capital:		
(Increase) in accounts receivable	(9,028)	(11,494)
(Increase) in prepaid expenses and other current assets	(1,975)	(139)
Increase (decrease) in accounts payable and accrued liabilities	6,351	(11,739)
Net cash flow provided by operations	128,491	88,982
Cash from investing activities		
Payments for capital expenditures	(114,212)	(89,147)
Net cash (used in) investing activities	(114,212)	(89,147)
Cash from financing activities		
Loan origination costs		(293)
Payments on notes payable and other long-term payables	(13,000)	(1,239)
Common stock issued	4,770	2,150
Treasury stock acquired and retired	(645)	(809)
Net cash (used in) financing activities	(8,875)	(191)
Net increase (decrease) in cash and cash equivalents	5,404	(356)
Cash and cash equivalents at beginning of period	31,408	14,929
Cash and cash equivalents at end of period	$ 36,812	$ 14,573

See accompanying Notes to Condensed Consolidated Financial Statements.

Table of Contents

REMINGTON OIL AND GAS CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1. Accounting Policies and Basis of Presentation

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 the 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 generally accepted accounting principles. 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 nine months of 2004. 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 2003 Form 10-K. The income statements for the three and nine months ended September 30, 2004, cannot necessarily be used to project results for the full year. We have made certain reclassifications to prior year financial statements in order to conform to current year presentations.

Note 2. Net Income per Share

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2004	2003	2004	2003
	(In thousands, except per-share amounts)			
Net income available for basic income per share	$15,639	$10,068	$41,626	$34,020
Basic income per share	$ 0.57	$ 0.38	$ 1.53	$ 1.28
Diluted income per share	$ 0.55	$ 0.36	$ 1.47	$ 1.22
Weighted average common stock				
Total common shares for basic income per share	27,596	26,771	27,286	26,548
Dilutive stock options outstanding (treasury stock method)	778	1,015	857	1,145
Restricted common stock grant	129	260	151	260
Total common shares for diluted income per share	28,503	28,046	28,294	27,953
Non-dilutive stock options outstanding	888	1,053	787	923

Note 3. Stock Based Compensation

Included in our general and administrative costs is stock based compensation expense as follows:

	Three Months Ended September 30,	Nine Months Ended September 30,

	2004	2003	2004	2003
	(In thousands, except per-share amounts)			
Stock based compensation	$207	$379	$939	$1,171

Table of Contents

REMINGTON OIL AND GAS CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table summarizes relevant information as to the reported results under our intrinsic value method of accounting for stock awards, with supplemental information as if the fair value recognition provision of SFAS No. 123 had been applied:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2004	2003	2004	2003
	(In thousands, except per-share amounts)			
As reported:				
Net income	$15,639	$10,068	$41,626	$34,020
Basic income per share	$ 0.57	$ 0.38	$ 1.53	$ 1.28
Diluted income per share	$ 0.55	$ 0.36	$ 1.47	$ 1.22
Stock based compensation (net of tax at statutory rate of 35%) included in net income as reported	$ 135	$ 246	$ 610	$ 761
Stock based compensation (net of tax at statutory rate of 35%) if using the fair value method as applied to all awards	$ 1,665	$ 733	$ 4,935	$ 2,203
Pro forma (if using the fair value method applied to all awards):				
Net income	$14,109	$ 9,581	$37,301	$32,578
Basic income per share	$ 0.51	$ 0.36	$ 1.37	$ 1.23
Diluted income per share	$ 0.50	$ 0.34	$ 1.32	$ 1.17
Weighted average shares used in computation				
Basic	27,596	26,771	27,286	26,548
Diluted	28,503	28,046	28,294	27,953

Note 4. Pension Benefits

Components of Net Periodic Pension Benefit Costs

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2004	2003	2004	2003
	(In thousands, except per-share amounts)			
Service costs	$ 148	$103	$ 444	$ 309
Interest costs on projected benefit obligation	93	81	280	243
Expected return on plan assets	(118)	(88)	(354)	(264)
Recognized net actuarial loss	39	39	115	117
Amortization or prior service costs	1	1	3	3
Net periodic pension benefit costs	$ 163	$136	$ 488	$ 408

Employer Contributions

We disclosed in our financial statements for the year ended December 31, 2003, that we do not expect to make a contribution to the plans in 2004. During the nine months ended September 30, 2004, we made no contributions to the plans. At this time we do not expect to make a contribution for 2004.

Table of Contents

REMINGTON OIL AND GAS CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Note 5. Notes Payable

As of September 30, 2004, our credit facility of $150.0 million had a borrowing base of $100.0 million. Interest and commitment fees only are payable quarterly through May 3, 2006, at which time the line expires and all principal becomes due, unless the line is extended or renegotiated. As of October 27, 2004, we had no outstanding balance under the facility. The banks review the borrowing base semi-annually and may decrease or propose an increase in 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.

Note 6. Commitments and Contingencies

We have no material pending legal proceedings.

Table of Contents

Item 2. ***Management s Discussion and Analysis of Financial Condition and Results of Operations***

The following discussion will assist in the understanding of 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 2003 Form 10-K.

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.

This discussion is primarily an update to the Management s Discussion and Analysis of Financial Condition and Results of Operations included in the 2003 Form 10-K. We recommend that you read this discussion in conjunction with that Form 10-K.

Our long-term strategy is to increase our oil and gas reserves and production while keeping our finding and development costs and operating costs (on a per Mcf equivalent (Mcfe) basis) competitive with our industry peers. We implement this strategy through drilling exploratory and development wells from our inventory of available prospects that we have evaluated for geologic and mechanical risk and future reserve potential. Our drilling program usually contains some high risk/ high reserve potential opportunities as well as some lower risk/ lower reserve potential opportunities, so as to achieve a balanced program of reserve and production growth. Success of this strategy is subject to various risk factors, as discussed in our filings with the Securities and Exchange Commission.

Liquidity and Capital Resources

On September 30, 2004, our current assets exceeded our current liabilities by $29.6 million. Our current ratio was 1.46 to 1. During the first nine months of 2004 compared to the first nine months of 2003, net cash flow provided by operations increased by $39.5 million, or 44%, primarily because of higher oil and gas revenues. Oil and gas revenues increased by $29.3 million, or 22%, because production increased by 2.6 Bcfe (Bcf equivalents), or 10%, and average prices increased for both oil and gas.

During the first nine months of 2004, our capital expenditures totaled $114.2 million. The expenditures were incurred primarily to drill and complete wells and fabricate and install new platforms and facilities in the Gulf of Mexico. We have budgeted $104.0 million for capital expenditures during 2004. The capital and exploration budget includes $56.0 million for 29 exploratory wells, $21.0 million for offshore platforms and development drilling, and $27.0 million for workovers and property and seismic acquisitions. However, our capital and exploration budget assumes no exploratory completions or follow-up development activities on new discoveries. When our exploratory drilling results in significant new discoveries, we will expend additional capital for completion, development, and potential additional opportunities generated by our success. If we continue at our historical success rates, the 2004 capital expenditures are estimated to be between $140.0 million and $150.0 million. We expect that our cash and estimated future cash flow from operations will be adequate to fund these expenditures for the remainder of 2004. In addition to our existing cash and estimated cash flow from operations, we also have a $150.0 million credit facility with an available borrowing base of $100.0 million. We also have a $200.0 million shelf registration that has been in effect since December 2003 that would allow us to issue common stock, debt securities, preferred stock, and/ or warrants.

As of September 30, 2004, our credit facility had a borrowing base of $100.0 million. As of October 27, 2004, we had no outstanding balance under the facility. Interest and commitment fees only are payable quarterly through May 3, 2006. Unless the line is extended or renegotiated, the line expires and all principal becomes due on that date. The banks review the borrowing base semi-annually and may decrease or propose an increase in 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

Table of Contents

dividends. The following table summarizes contractual obligations and commercial commitments as of September 30, 2004.

		Payments Due by Period			
	Total	Less Than 1 Year	1-3 Years	4-5 Years	After 5 Years
		(In thousands)			
Contractual obligations					
Bank debt(1)	$5,000	$	$5,000	$	$
Interest and financing costs	677	464	213		
Short-term notes payable	45	45			
Office lease	1,807	577	984	246	
Total	$7,529	$1,086	$6,197	$246	$

(1) We paid off the bank debt on October 14, 2004. The related credit facility remains in effect, and we may borrow funds in the future.

Results of Operations

We achieved net income for the three months ended September 30, 2004, of $15.6 million or $0.57 basic income per share and $0.55 diluted income per share compared to $10.1 million or $0.38 basic income per share and $0.36 diluted income per share for the three months ended September 30, 2003. For the first nine months of 2004 we recorded net income of $41.6 million or $1.53 basic income per share and $1.47 diluted income per share compared to $34.0 million or $1.28 basic income per share and $1.22 diluted income per share for the first nine months of 2003. Net income for the three and nine months ended September 30, 2004, was higher than in the prior year primarily because of increased oil and gas revenues, partially offset by higher depreciation, depletion and amortization of oil and gas properties and operating expenses. 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 September 30,		Nine Months Ended September 30,	
	2004	2003	2004	2003
		(In thousands, except prices)		
Gas production volume (Mcf)	7,728	6,918	20,189	17,278
Gas sales revenue	$42,724	$34,580	$117,550	$96,428
Average price per Mcf	$ 5.53	$ 5.00	$ 5.82	$ 5.58
Increase in gas sales revenue due to:				
Change in prices	$ 3,667		$ 4,147	
Change in production volume	4,477		16,975	
Total increase in gas sales revenue	$ 8,144		$ 21,122	
Oil production volume (Bbls)	416	436	1,258	1,308
Oil sales revenue	$17,180	$12,287	$ 46,674	$38,524
Average price per barrel	$ 41.30	$ 28.18	$ 37.10	$ 29.45
Increase (decrease) in oil sales revenue due to:				
Change in prices	$ 5,720		$ 10,006	
Change in production volume	(827)		(1,856)	
Total increase (decrease) in oil sales revenue	$ 4,893		$ 8,150	
Total production Mcfe	10,224	9,534	27,737	25,126
Average price per Mcfe	$ 5.86	$ 4.92	$ 5.92	$ 5.37

9

Table of Contents

Overall production increased by 0.7 Bcfe to 10.2 Bcfe during the third quarter of 2004 and by 2.6 Bcfe to 27.7 Bcfe during the first nine months of 2004 compared to the same periods in the prior year primarily due to increased gas production partially offset by declining oil production.

Gas sales revenue for the three and nine months ended September 30, 2004, increased by $8.1 million and $21.1 million, or 24% and 22%, respectively, compared to the same periods in 2003. Total gas production for the three and nine months ended September 30, 2004 increased by 0.8 Bcf and 2.9 Bcf, respectively, when compared to the same periods in 2003. New properties in the offshore Gulf of Mexico added approximately 1.1 Bcf of production during the third quarter of 2004 and approximately 3.9 Bcf of production during the first nine months of 2004. These increases were partially offset by anticipated depletion of existing producing properties. The net increase in gas volumes accounted for 58% of our total increase in oil and gas sales revenue for the nine months ended September 30, 2004.

Oil sales revenue for the respective three and nine month periods ended September 30, 2004, compared to the same periods in 2003 increased by $4.9 million, or 40%, and $8.2 million, or 21% because of higher average oil prices. Average oil prices increased by $13.12 per barrel, or 47% during the third quarter of 2004 compared to 2003 and by $7.65 per barrel, or 26% for the first nine months of 2004 compared to 2003. Decreases in oil volumes caused by anticipated natural depletion of existing properties was partially offset by oil production of 33,000 barrels during the third quarter of 2004 and 124,000 barrels during the first nine months of 2004 from new offshore Gulf of Mexico properties.

Operating costs and expenses for the third quarter of 2004 compared to the third quarter of 2003 increased by $1.5 million, or 27%, and for the first nine months of 2004 compared to 2003 increased by $3.9 million, or 26% because of new operated properties in the Gulf of Mexico and workover operations on existing properties.

Exploration expense decreased by $2.1 million during the third quarter of 2004 and by $4.7 million during the first nine months of 2004 primarily because of lower dry hole expense. During the third quarter of 2004 our geological and geophysical expenditures included $1.0 million for a license for 3-D seismic data purchased in 2004 covering the deeper water trends in the Gulf of Mexico and $1.9 million for payments related to previously acquired seismic data in the offshore Gulf of Mexico shelf. Dry hole expense for the first nine months of 2004 includes 4 wells in the Gulf of Mexico for a total cost of $9.2 million compared to $19.7 million dry hole expense for the same period in 2003.

Depreciation, depletion, and amortization expense including the amortization and accretion of the asset retirement obligations increased by $3.5 million during the third quarter of 2004 and by $12.7 million during the first nine months of 2004 compared to the same periods in the prior year primarily because of increased production from new higher cost properties and downward oil and gas reserve revisions as of January 1, 2004, on some existing properties. Impairment expense during the third quarter of 2004, increased by $2.1 million due to the recognition of a $3.1 million impairment of High Island block 441. This compared to impairment expense during the third quarter of 2003 of $1.3 million of which $855,000 was associated with an onshore gulf coast well. We recorded an impairment expense on High Island 441 because under Statement of Financial Accounting Standards No. 144 Accounting for the Impairment and Disposal of Long-Lived Assets, our future net cash flow was insufficient to fully recover our investment in the property. The full nine months ended September 30, 2004, also includes $4.5 million for impairment of the Fleishaker #2 well in Mississippi that was recorded in the second quarter of 2004.

General and administrative expenses have decreased because of an increase in the allocation of overhead costs to an increased number of drilling and construction activities operated by the company. Also included in general and administrative expenses is stock based compensation expense which includes the amortized compensation cost related to the contingent stock grant and the directors fees paid in common stock.

Interest and financing expenses decreased during the third quarter of 2004 compared to the third quarter of 2003 because of lower bank debt during the quarter partially offset by slightly higher rates. During the first nine months of 2004 interest and financing expenses decreased by 41% primarily because of lower bank debt.

Table of Contents

Income tax expense increased primarily due to the increase in income before taxes and but also because of a slightly higher effective rate to provide for deferred state income taxes.

Presenting the expenses on a cost per Mcfe of production basis normalizes for the impact of production gains/ losses and provides a measure of expense control efficiencies. The following table highlights certain relevant expense items on this basis with barrels of oil converted to Mcfe at a ratio of one barrel to six Mcf.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2004	2003	2004	2003
Operating costs and expenses	$0.66	$0.56	$0.68	$0.60
Depreciation, depletion and amortization	$1.81	$1.58	$1.85	$1.54
General and administrative expense*	$0.12	$0.18	$0.17	$0.22
Interest and financing expense	$0.03	$0.05	$0.03	$0.05
* Stock based compensation included in general and administrative expense	$0.02	$0.04	$0.03	$0.05

Expressed in this fashion, year-over-year lease operating expenses for the third quarter rose 18% to $0.66 per Mcfe. In addition, for the nine months ended September 30, 2004 operating expense increased by 13% to $0.68 per Mcfe. The primary reason for the increase includes costs associated with workover operations on Eugene Island 148.

Depreciation, depletion and amortization increased to $1.81 per Mcfe, or 15%, during the third quarter of 2004 compared to 2003 and to $1.85 per Mcfe, or 20%, during the first nine months of 2004 compared to 2003. The primary reason for the increase is the higher finding and development costs in the offshore Gulf of Mexico.

General and administrative expenses for the three months ended September 30, 2004, declined by 33% compared to the third quarter of 2003 and by 23% for the first nine months of 2004 compared to 2003. The reduced expenses reflect the impact of operating economies of scale gained by increasing production volumes against a relatively fixed overhead cost base. In addition, these decreases are partially attributable to that portion of overhead expenses allocated to drilling and construction activities. These are coincident, financial byproducts of pursuing a strategy of increasing our operating activities with respect to the properties in which we invest.

Interest and financing expenses declined to $0.03 per Mcfe for the three and nine months ended September 30, 2004 compared to the same periods in the prior year. As discussed above, reduced debt outstanding accounted for this improvement as well as higher production volumes.

Item 3. ***Quantitative and Qualitative Disclosures About Market Risk***

Interest Rate Risk

Our revolving bank line of credit is sensitive to changes in interest rates. At September 30, 2004, the unpaid principal balance under the line was $5.0 million which approximates its fair value. The interest rate on this debt is based on a premium of 150 to 225 basis points over the London Interbank Offered Rate (Libor). The rate is reset periodically, usually every three months. If on September 30, 2004, Libor changed by one full percentage point (100 basis points) the fair value of our revolving debt would change by approximately $13,000. We have not entered into any interest rate hedging contracts.

Commodity Price Risk

A vast majority of our production is sold on the spot markets. Accordingly, we are at risk for the volatility in the commodity prices inherent in the oil and gas industry. Occasionally we sell forward portions of our production under physical delivery contracts that by their terms cannot be settled in cash or other financial

11

Table of Contents

instruments. We do not currently have any such contracts in place. Such contracts are not subject to the provisions of Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities. Accordingly, we do not provide sensitivity analysis for such contracts.

Item 4. ***Controls and Procedures***

As of the end of the period covered by this report, our management, including our Chief Executive Officer and our Principal Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as defined in Exchange Act Rule 13a-15(e). Based on that evaluation, our management, including the Chief Executive Officer and the Principal Financial Officer, concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report. Further, during the period covered by this report, there was no significant change in internal controls over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II, OTHER INFORMATION

Item 1. ***Legal Proceedings***

We have no material pending legal proceedings.

Item 2. ***Unregistered Sale of Equity Securities and Use of Proceeds***

None

Item 3. ***Defaults upon Senior Securities***

None

Item 4. ***Submission of Matters to a Vote of Security Holders***

None

Item 5. ***Other Information***

None

Item 6. ***Exhibits***

3.1#	Certificate of Amendment of Certificate of Incorporation of Remington Oil and Gas Corporation.
3.3###	By-Laws as amended.
10.1***	Pension Plan of Remington Oil and Gas as Amended and Restated Effective January 1, 2000.
10.2***	Amendment Number One to the Pension Plan of Remington Oil and Gas Corporation.
10.3###	Amendment Number Two to the Pension Plan of Remington Oil and Gas Corporation.
10.4###	Amendment Number Three to the Pension Plan of Remington Oil and Gas Corporation.
10.5##	Amendment Number Four to the Pension Plan of Remington Oil and Gas Corporation.
10.6*	Box Energy Corporation Severance Plan.
10.7	Box Energy Corporation 1997 Stock Option Plan. (as amended June 17, 1999 and May 23, 2001)
10.8****	Remington Oil and Gas Corporation 2004 Stock Incentive Plan.
10.9*	Box Energy Corporation Non-Employee Director Stock Purchase Plan
10.10	Form of Employment Agreement effective September 30, 1999, by and between Remington Oil and Gas Corporation and two executive officers.
10.11	Form of Employment Agreement effective September 30, 1999, by and between Remington Oil and Gas Corporation and an executive officer.

12

Table of Contents

10.12**	Employment Agreement effective January 31, 2000, by and between Remington Oil and Gas Corporation and James A. Watt.
10.13###	Form of Employment Agreement effective April 30, 2002, by and between Remington Oil and Gas Corporation and an executive officer.
10.14	Form of Amendment to the Employment Agreements by and between Remington Oil and Gas Corporation and James A. Watt and an Executive Officer.
10.15**	Form of Contingent Stock Grant Agreement Directors.
10.16**	Form of Contingent Stock Grant Agreement Employees.
10.17**	Form of Amendment to Contingent Stock Grant Agreement Directors.
10.18**	Form of Amendment to Contingent Stock Grant Agreement Employees.
31.1	Certification of James A. Watt, Chief Executive Officer, as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Frank T. Smith, Jr., Principal Financial Officer, as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of James A. Watt, Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as required pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Frank T. Smith, Jr., Principal Financial Officer, pursuant to 18 U.S.C. Section 1350, as required pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* 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 on 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.

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 on 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 on March 29, 2000.

Incorporated by reference to the Company s Form 10-Q (file number 1-11516) for the fiscal quarter ended September 30, 2001 filed with the Commission and effective on November 9, 2001.

*** Incorporated by reference to the Company s Form 10-K (file number 1-11516) for the fiscal year ended December 31, 2001 filed with the Commission and effective on March 21, 2002.

Incorporated by reference to the Company s Form 10-K (file number 1-11516) for the fiscal year ended December 31, 2002, filed with the Commission on March 31, 2003.

Incorporated by reference to the Company s Form 10-K (file number 1-11516) for the fiscal year ended December 31, 2003, filed with the Commission on March 11, 2004.

**** Incorporated by reference to the Company s Proxy Statement and Notice of Annual Meeting (Definitive Schedule 14-A) filed with the Commission on April 16, 2004.

Filed herewith.

Table of Contents

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

By: /s/ JAMES A. WATT

James A. Watt
President and Chief Executive Officer

Date: October 28, 2004

By: /s/ FRANK T. SMITH, JR.

Frank T. Smith, Jr.
Senior Vice President/ Finance

Date: October 28, 2004

Table of Contents

INDEX TO EXHIBITS

3.1#	Certificate of Amendment of Certificate of Incorporation of Remington Oil and Gas Corporation.
3.3###	By-Laws as amended.
10.1***	Pension Plan of Remington Oil and Gas as Amended and Restated Effective January 1, 2000.
10.2***	Amendment Number One to the Pension Plan of Remington Oil and Gas Corporation.
10.3###	Amendment Number Two to the Pension Plan of Remington Oil and Gas Corporation.
10.4###	Amendment Number Three to the Pension Plan of Remington Oil and Gas Corporation.
10.5##	Amendment Number Four to the Pension Plan of Remington Oil and Gas Corporation.
10.6*	Box Energy Corporation Severance Plan.
10.7	Box Energy Corporation 1997 Stock Option Plan. (as amended June 17, 1999 and May 23, 2001)
10.8****	Remington Oil and Gas Corporation 2004 Stock Incentive Plan.
10.9*	Box Energy Corporation Non-Employee Director Stock Purchase Plan
10.10	Form of Employment Agreement effective September 30, 1999, by and between Remington Oil and Gas Corporation and two executive officers.
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