

BROWN TOM INC /DE
Form 11-K
June 27, 2002

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FORM 11-K
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

ý ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the fiscal year ended December 31, 2001

OR

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

Commission file number 001-31308

Full title of the plan:

Tom Brown, Inc. 401(k) Retirement Plan

Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

TOM BROWN, INC.
555 SEVENTEENTH STREET, SUITE 1850
DENVER, COLORADO 80202

Total number of pages herein is 13.

The Exhibit Index appears on page 12.

Reference is hereby made to the Financial Statements attached hereto.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees of the Plan have duly caused this annual report to be signed by the undersigned hereunto duly authorized.

TOM BROWN, INC. 401(k) Retirement Plan

Date: June 27, 2002

By: _____ /s/ DANIEL G. BLANCHARD

Daniel G. Blanchard
*Executive Vice President, Chief
Financial Officer and Treasurer*

**TOM BROWN, INC.
401(k) RETIREMENT PLAN**

Financial Statements and Supplemental Schedule

December 31, 2001 and 2000

(With Independent Auditors' Report Thereon)

EIN 95-1949781

**TOM BROWN, INC.
401(k) RETIREMENT PLAN**

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Independent Auditors' Report

The Plan Administrator
Tom Brown, Inc. 401(k) Retirement Plan:

We have audited the accompanying statement of net assets available for benefits of the Tom Brown, Inc. 401(k) Retirement Plan (the Plan) as of December 31, 2001, and the related statement of changes in net assets available for benefits for the year then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit. The statement of net assets available for benefits and the statement of changes in net assets available for benefits as of and for the year ended December 31, 2000, were audited by other auditors whose report dated September 10, 2001 expressed an unqualified opinion on those statements.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

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In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2001, and the changes in net assets available for benefits for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audit was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2001 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

KPMG LLP

Denver, Colorado
June 14, 2002

**TOM BROWN, INC.
401(k) RETIREMENT PLAN**

Statements of Net Assets Available for Benefits

December 31, 2001 and 2000

| | <u>2001</u> | <u>2000</u> |
|--|---------------------|------------------|
| Assets: | | |
| Investments, at fair value: | | |
| Cash and cash equivalents | \$ 1,296 | 749,866 |
| Mutual funds | 8,808,487 | 6,720,446 |
| Tom Brown, Inc. common stock | 718,331 | 1,139,545 |
| | <u>9,528,114</u> | <u>8,609,857</u> |
| Participant loans | 206,493 | 229,738 |
| | <u>9,734,607</u> | <u>8,839,595</u> |
| Receivables: | | |
| Employer contributions | 95,099 | 40,836 |
| Participant contributions | 61,273 | 86,884 |
| | <u>156,372</u> | <u>127,720</u> |
| Net assets available for benefits | \$ 9,890,979 | 8,967,315 |

See accompanying notes to financial statements.

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2001 and 2000

| | <u>2001</u> | <u>2000</u> |
|---|---------------------|------------------|
| Additions to net assets attributed to: | | |
| Investment income (loss): | | |
| Interest and dividends | \$ 190,560 | 483,034 |
| Net depreciation in fair value of investments, including realized and unrealized gains and losses | (914,959) | (139,651) |
| Total investment income (loss) | (724,399) | 343,383 |
| Contributions: | | |
| Employer | 851,552 | 498,130 |
| Participant | 1,454,836 | 1,098,091 |
| Rollovers | 213,375 | 121,099 |
| Total contributions | 2,519,763 | 1,717,320 |
| Total additions | 1,795,364 | 2,060,703 |
| Deductions from net assets attributed to: | | |
| Benefits paid to participants | (871,700) | (1,181,451) |
| Net increase | 923,664 | 879,252 |
| Net assets available for benefits: | | |
| Beginning of year | 8,967,315 | 8,088,063 |
| End of year | \$ 9,890,979 | 8,967,315 |

See accompanying notes to financial statements.

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TOM BROWN, INC.
401(k) RETIREMENT PLAN

Notes to Financial Statements
December 31, 2001 and 2000

(1) Description of Plan

The Tom Brown, Inc. KSOP Plan was established effective January 1, 1996, as the result of a merger of the Tom Brown, Inc. Employee Stock Ownership Plan (ESOP) and the Tom Brown, Inc. Profit Sharing 401(k) Plan. Effective January 1, 2000, the plan was amended and restated and the plan's name was changed to the Tom Brown, Inc. 401(k) Retirement Plan (the Plan). The following description of the Plan provides only general information. Participants should refer to the Plan document, as amended and restated, for a more complete description of the Plan's provisions.

(a) General

The Plan is sponsored by Tom Brown, Inc. and adopting affiliates (collectively, the Employer). It is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

(b) Eligibility

Effective January 1, 2000, employees are eligible to participate in the Plan immediately upon employment. Prior to January 1, 2000, employees were eligible to participate in the Plan on the January 1, April 1, July 1, or October 1 following their completion of 6 months of service, as defined, providing the employee had attained age 21. The Plan specifically excludes employees governed by a collective bargaining agreement and nonresident aliens who receive no earned income within the United States.

(c) Trustee and Asset Custodian

An employee of the Employer serves as trustee and administrator of the Plan and performs certain administrative duties. Such employee does not receive compensation from the Plan. The Vanguard Group and Edward Jones serve as asset custodians for the Plan. During December 2001, the Plan changed its asset custodians from Vanguard Group to Principal Financial Group and Banker's Trust Company N.A. During January 2002, the assets held at Edward Jones were transferred to Banker's Trust Company N.A. and Edward Jones no longer serves as an asset custodian for the Plan.

(d) Contributions

Participants may elect to have a portion of their salaries deferred in whole percentages between 0% and 15% and can contribute to the Plan on a pre-tax basis subject to certain limitations and up to the maximum amount allowable under the Internal Revenue Code (\$10,500 in 2001 and 2000).

For each Plan year the Employer may make a discretionary matching contribution to the Plan. Effective July 1, 2001, the discretionary matching contribution is equal to 100% of the participant's deferral not to exceed a maximum of 7% of the participant's annual compensation for the plan year. Prior to July 1, 2001 and for 2000, the discretionary matching contribution was two-thirds of deferred compensation not to exceed 4% of annual compensation, as defined by the Plan document. The Employer may also make an additional discretionary contribution to the Plan each year. There were no additional discretionary contributions for the 2001 and 2000 Plan years.

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(e) Participant Accounts

Each participant's account is credited with the participant's contribution and Employer matching contribution plus an allocation of the Employer's discretionary contribution, if any, and investment earnings and losses. Investment earnings and losses are allocated based on the weighted value of each participant's account balance relative to the weighted value of all participants' account balances at each valuation date.

(f) Investment Options

Participants are permitted to direct the investment of their accounts into various mutual funds offered by the Principal Financial Group (prior to December 2001, the Vanguard Group) and common stock held by Edward Jones and Banker's Trust Company N.A. In addition, participants who formerly had account balances under the ESOP may continue to hold Tom Brown, Inc., common stock or direct the investment of their prior ESOP accounts into their own investment portfolio to reflect their own retirement planning needs and objectives (self-directed funds).

Beginning December 2001, a participant may direct contributions to any of the following investment options:

Fidelity Institutional Money Market Government Fund CLI

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Principal Stable Value Fund
Principal Bond Mortgage Separate Account
Principal Large Cap Stock Index Separate Account
Principal LifeTime Strategic Income Separate Account
Principal LifeTime 2010 Separate Account
Principal LifeTime 2020 Separate Account
Principal LifeTime 2030 Separate Account
Principal LifeTime 2040 Separate Account
Principal LifeTime 2050 Separate Account
Principal Real Estate Separate Account
Russell LifePoints® Consev Strategy (D) Separate Account
Russell LifePoints® Moderate Strategy (D) Separate Account
Russell LifePoints® Balanced Strategy (D) Separate Account
Russell LifePoints® Agg Strategy (D) Separate Account
Russell LifePoints® Eqty Agg Strategy (D) Separate Account
Principal Mid-Cap Stock Index Separate Account
Principal Partners Small-Cap Value Separate Account
Principal Small-Cap Stock Index Separate Account
Principal International Small Company Separate Account
T. Rowe Price Science Technology Fund
Neuberger Berman Focus Tr Cl Fund
Vanguard Health Care Fund
Fidelity Advisor Equity Growth I Fund
Vanguard Explorer Fund
American Century Value Inv Fund
T. Rowe Price Capital Appreciation Fund
T. Rowe Price New Era Fund
Putnam International Growth A Fund
Fidelity Advisor Mid Cap I Fund
Vanguard Intermediate-Term Treasury Fund
Tom Brown, Inc. Common Stock

Prior to December 2001, a participant could direct contributions to any of the following investment options:

Vanguard Prime Money Market Fund

Vanguard 500 Index Fund

Vanguard Asset Allocation Fund

Vanguard Balanced Index

Vanguard Energy Fund

Vanguard Growth and Income Fund

Vanguard Growth Index Fund

Vanguard Intermediate Term Treasury Fund

Vanguard International Growth Fund

Vanguard LifeStrategy Conservative Growth Fund

Vanguard LifeStrategy Growth Fund

Vanguard LifeStrategy Income Fund

Vanguard LifeStrategy Moderate Growth Fund

Vanguard Morgan Growth Fund

Vanguard REIT Index Fund

Vanguard Small-Cap Index Fund

Vanguard Total Bond Market Index Fund

Vanguard Total International Stock Index Fund

Vanguard U.S. Growth Fund

Vanguard Wellington Fund

Vanguard Windsor II Fund

(g) Vesting

Participants are immediately vested in their contributions plus earnings thereon. Effective July 1, 2001, participants vested in their Employer contributions immediately. Prior to July 1, 2001, vesting in Employer contributions was based on the participant's years of continuous service as follows:

| Years of service | Vested percentage |
|------------------|-------------------|
| Less than 2 | 0% |
| 2 | 40 |
| 3 | 60 |

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| <u>Years of service</u> | <u>Vested percentage</u> |
|-------------------------|--------------------------|
| 4 | 80 |
| 5 | 100 |

(h) Forfeitures

When certain terminations of participants in the Plan occur, the nonvested portion of the participant's account represents a forfeiture. Forfeitures are used to reduce future Employer contributions. Forfeitures used to reduce Employer contributions in 2001 and 2000 were \$71,905 and \$0, respectively. As of December 31, 2001 and 2000, unused forfeitures of \$0 and \$39,942, respectively, were held as Plan assets.

(i) Payment of Benefits

On termination of employment, retirement, death, or disability, participants may request to receive a lump-sum distribution equal to the vested value of their accounts. Participants may also request the distribution of their Tom Brown, Inc. common stock in cash or stock.

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(j) In-Service Withdrawals and Loans

An actively employed participant may withdraw from his or her pre-tax contribution account based upon the demonstration of financial hardship. In the event of a hardship withdrawal, the participant is prohibited from making contributions to the Plan for a 12-month period.

Participants may borrow from their accounts a minimum of \$1,000 and up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance, subject to certain restrictions. Participants are allowed only one loan outstanding at any time. All loans are amortized over a period not to exceed five years, except for loans to purchase or construct a primary residence which may be repaid over a longer period. Loans bear interest at a rate commensurate with local prevailing rates. The interest rate on loans outstanding range from 8.5% to 11.5% at December 31, 2001 and 2000.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements have been prepared using the accrual basis of accounting. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management of the Company to make estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ significantly from those estimates.

(b) Valuation of Investments and Income Recognition

Investments in mutual funds and common stocks are valued at fair value based on quoted market prices. Cash and cash equivalents and participant loans are stated at cost which approximates fair value.

Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date.

(c) Payment of Benefits

Benefits to participants are recorded when paid.

(d) Administrative Expenses

Administrative expenses of the Plan were paid by the Employer for the 2001 and 2000 Plan year, respectively.

(3) Investments

The fair values of individual investments that represent 5% or more of the Plan's net assets as of December 31, 2001 and 2000, are as follows:

| | <u>2001</u> | <u>2000</u> |
|--|-------------|-------------|
| Cash and cash equivalents: | | |
| Vanguard Prime Money Market Fund | \$ | 697,929 |
| Mutual funds: | | |
| Principal Stable Value Fund | 1,028,381 | |
| Principal Large Cap Stock Index Separate Account | 2,590,232 | |
| Neuberger Berman Focus Tr Cl Fund | 785,499 | |
| Fidelity Advisor Equity Growth I Fund | 1,231,041 | |
| Putnam International Growth A Fund | 583,633 | |
| Vanguard 500 Index Fund | | 1,472,996 |
| Vanguard Balanced Index | | 449,188 |
| Vanguard Growth and Income Fund | | 1,263,930 |
| Vanguard International Growth Fund | | 598,247 |
| Vanguard Morgan Growth Fund | | 551,297 |
| Vanguard Windsor II Fund | | 679,555 |
| Common stock: | | |
| Tom Brown, Inc. | 718,331 | 906,462 |

The Plan investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

| | <u>2001</u> | <u>2000</u> |
|---------------|---------------------|------------------|
| Mutual funds | \$ (728,585) | (834,119) |
| Common stocks | (186,374) | 694,468 |
| | <u>\$ (914,959)</u> | <u>(139,651)</u> |

(4) Plan Termination

Although it has not expressed any intent to do so, the Employer has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

(5) Federal Income Taxes

The Plan obtained its latest determination letter on March 19, 2002, in which the Internal Revenue Service stated that the Plan was in compliance with the applicable requirements of the Internal Revenue Code of 1986, as amended (the Code).

(6) Related Party Transactions

Certain Plan investments represent shares of money market funds and mutual funds offered by the asset custodians of the Plan (see note 1c). As such, these qualify as party-in-interest transactions.

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The Plan also holds Tom Brown, Inc. common stock. As Tom Brown, Inc. is the Employer, these transactions also qualify as party-in-interest transactions.

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(7) Risks and Uncertainties

The Plan provides for various investments in cash and cash equivalents, mutual funds, and common stock. Investment securities, in general, are exposed to various risks, such as significant world events, interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

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**TOM BROWN, INC.
401(k) RETIREMENT PLAN**

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2001

| Identity of issue, borrower, lessor, or similar party | Description of investment | Fair value |
|---|---|---------------|
| | Cash and cash equivalents | |
| Banker's Trust Company N.A. | * Fidelity Institutional Money Market Government Fund CLI | \$ 1,296 |
| | Mutual funds: | |
| Principal Financial Group | * Principal Stable Value Fund | 1,028,381 |
| | * Principal Bond Mortgage Separate Account | 267,037 |
| | * Principal Large Cap Stock Index Separate Account | 2,590,232 |
| | * Principal LifeTime Strategic Income Separate Account | 1,599 |
| | * Principal LifeTime 2010 Separate Account | 1,979 |
| | * Principal LifeTime 2020 Separate Account | 6,839 |
| | * Principal LifeTime 2030 Separate Account | 4,604 |
| | * Principal LifeTime 2040 Separate Account | 1,215 |
| | * Principal LifeTime 2050 Separate Account | 1,797 |
| | * Principal Real Estate Separate Account | 33,418 |
| | * Russell LifePoints® Consev Strategy (D) Separate Account | 41,767 |
| | * Russell LifePoints® Moderate Strategy (D) Separate Account | 69,082 |
| | * Russell LifePoints® Balanced Strategy (D) Separate Account | 450,251 |
| | * Russell LifePoints® Agg Strategy (D) Separate Account | 70,907 |
| | * Russell LifePoints® Eqty Agg Strategy (D) Separate Account | 2,214 |
| | * Principal Mid-Cap Stock Index Separate Account | 11,000 |
| | * Principal Partners Small-Cap Value Separate Account | 3,221 |
| | * Principal Small-Cap Stock Index Separate Account | 379,376 |
| | * Principal International Small Company Separate Account | 6,007 |

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| Identity of issue, borrower, lessor, or similar party | Description of investment | Fair value |
|---|--|--------------|
| | * T. Rowe Price Science Technology Fund | 1,459 |
| | * Neuberger Berman Focus Tr Cl Fund | 785,499 |
| | * Vanguard Health Care Fund | 128,015 |
| | * Fidelity Advisor Equity Growth I Fund | 1,231,041 |
| | * Vanguard Explorer Fund | 46,023 |
| | * American Century Value Inv Fund | 50,185 |
| | * T. Rowe Price Capital Appreciation Fund | 302,380 |
| | * T. Rowe Price New Era Fund | 236,783 |
| | * Putnam International Growth A Fund | 583,633 |
| | * Fidelity Advisor Mid Cap I Fund | 73,410 |
| | * Vanguard Intermediate-Term Treasury Fund | 399,133 |
| | Total mutual funds | 8,808,487 |
| | 10 | |
| | Common stocks: | |
| Edward Jones | * Tom Brown, Inc. Common Stock | 701,990 |
| Banker's Trust Company N.A. | * Tom Brown, Inc. Common Stock | 16,341 |
| | Total common stocks | 718,331 |
| | Participants loans (interest rates ranging from 8.5% to 11.5%), various maturity dates | 206,493 |
| | Total investments | \$ 9,734,607 |

* Represents a party-in-interest.

See accompanying independent auditors' report.

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Exhibit Index

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TOM BROWN, INC. 401(k) RETIREMENT PLAN Statements of Changes in Net Assets Available for Benefits Years ended December 31, 2001 and 2000

TOM BROWN, INC. 401(k) RETIREMENT PLAN Notes to Financial Statements December 31, 2001 and 2000

TOM BROWN, INC. 401(k) RETIREMENT PLAN Schedule H, Line 4i - Schedule of Assets (Held at End of Year) December 31, 2001

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