

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

CHAPARRAL RESOURCES INC
Form SC 13D/A
May 09, 2002

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 4)
(Final Amendment)

Chaparral Resources, Inc.

(Name of Issuer)

Warrants to Purchase Shares
of Common Stock, Par Value \$0.0001 Per Share

(Title of Class of Securities)

159420207

(CUSIP Number)

Miss J. E. Munsiff
Shell Centre
London SE1 7NA
England

Tel.: +44 (0) 207 934-3080

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

May 7, 2002
(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 / /.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 (the "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

CUSIP No. 159420207

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

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / /
(b) / /

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
England

NUMBER OF SHARES 7 SOLE VOTING POWER
0
BENEFICIALLY OWNED
BY EACH REPORTING 8 SHARED VOTING POWER
0
PERSON WITH 9 SOLE DISPOSITIVE POWER
0
10 SHARED DISPOSITIVE POWER
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

SCHEDULE 13D

CUSIP No. 159420207

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1 NAME OF REPORTING PERSON

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Shell Petroleum Company Limited

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) / / (b) / /
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 England	
NUMBER OF SHARES	7	SOLE VOTING POWER 0
BENEFICIALLY OWNED	8	SHARED VOTING POWER 0
BY EACH REPORTING	9	SOLE DISPOSITIVE POWER 0
PERSON WITH	10	SHARED DISPOSITIVE POWER 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	HC

This Amendment No. 4 (Final Amendment) amends and supplements the Schedule 13D, as amended (the "Schedule 13D"), originally filed with the Securities and Exchange Commission on February 15, 2000 by Shell Capital Limited and The Shell Petroleum Company Limited (collectively, the "Reporting Persons"). Information in the Schedule 13D remains in effect except to the extent that it is superseded and/or supplemented by the information contained in this Amendment No. 4. Information given in response to each item shall be deemed to be incorporated by reference in all other items. Capitalized terms used and not defined herein shall have the meanings ascribed to such terms in the Schedule 13D.

The items of the Schedule 13D set forth below are hereby amended and supplemented as follows:

Item 4. Purpose of the Transaction

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Item 4 is amended to replace the fourth and fifth paragraphs with the following:

The transactions contemplated by the Sale and Purchase Agreement were consummated on May 7, 2002. On the date of such consummation, the following, among other things, occurred: (i) Shell Capital Limited and the Issuer entered into Amendment No. 1 to the Amended and Restated Warrant Agreement, the purpose of which was to remove any existing prohibition set forth in the Amended and Restated Warrant Agreement with respect to the ability of Shell Capital Limited to transfer the Warrants to non-affiliates of Shell Capital Limited (the foregoing summary of Amendment No. 1 to the Amended and Restated Warrant Agreement is qualified in its entirety by reference to Exhibit E which is attached hereto) and (ii) Shell Capital Limited transferred the Warrants to CAIH. As a result of the consummation of the transactions contemplated by the Sale and Purchase Agreement, the Reporting Persons no longer have beneficial ownership with respect to the Warrants.

Item 5. Interest in Securities of the Issuer

Item 5(a) is hereby amended and restated in its entirety as follows:

"At the close of business on May 7, 2002, each of the Reporting Persons had no beneficial ownership of the Warrants."

Item 5(b) is hereby amended and restated in its entirety as follows:

"At the close of business on May 7, 2002, each of the Reporting Persons had no sole or shared power to vote, direct the vote, dispose, or direct the disposition of, the Warrants or the underlying shares of Common Stock."

Item 5(c) is hereby amended and restated in its entirety as follows:

"Other than the transactions contemplated by the Sale and Purchase Agreement described in Item 4, which description is incorporated by reference in this Item, there have been no transactions by the Reporting Persons since the most recent amendment to Schedule 13D filed on May 6, 2002."

Item 5(d) is hereby amended and restated in its entirety as follows:

"Not applicable."

Item 5(e) is hereby amended and restated in its entirety as follows:

"As a result of the consummation of the transactions contemplated by the Sale and Purchase Agreement on May 7, 2002, the Reporting Persons no longer have beneficial ownership of the Warrants."

Item 6. Contracts, Arrangements, Understandings or Relationship with Respect to Securities of the Issuer

Item 6 is amended and restated in its entirety as follows:

"Other than as described in Item 4, which description is incorporated by reference in this Item, none of the Reporting Persons or, to the best knowledge of such persons, any person named in Schedule A to this statement has any contract, arrangement, understanding or relationship (legal or otherwise) with any person with respect to any securities of the Issuer, including, but not limited to, the transfer or voting of securities, finder's fees, joint ventures, loan or option arrangement, puts or calls, guarantees of profits, division of profits or losses or the giving or withholding of proxies."

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Item 7. Material to be filed as Exhibits:

Exhibit A - Sale and Purchase Agreement, dated May 3, 2002, between Shell Capital Inc. and Central Asian Industrial Holdings N.V.

Exhibit B - Amended and Restated Warrant Agreement, dated April 18, 2001, between Chaparral Resources, Inc. and Shell Capital Limited.

Exhibit C - Loan Agreement, dated as of November 1, 1999, among Chaparral Resources, Inc., Central Asian Petroleum (Guernsey) Limited, Central Asian Petroleum, Inc., Closed Type JSC Karakudukmunay, Shell Capital Services Limited and Shell Capital Limited.

Exhibit D - Supplemental Agreement, dated February 10, 2000, to the Loan Agreement set out in Exhibit C, among Chaparral Resources, Inc., Central Asian Petroleum (Guernsey) Limited, Central Asian Petroleum, Inc., Closed Type JSC Karakudukmunay, Shell Capital Services Limited and Shell Capital Limited.

Exhibit E - Amendment No. 1 to the Amended and Restated Warrant Agreement, dated May 7, 2002, between Chaparral Resources, Inc. and Shell Capital Limited.

Exhibit F - Agreement to Joint Filing of The Shell Petroleum Company Limited.

Exhibit G - Power of Attorney given by Shell Capital Limited to Roderick Innes Owen, dated May 1, 2002.

SIGNATURE

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

Dated: May 9, 2002

SHELL CAPITAL LIMITED

/s/ Roderick Innes Owen

Name: Roderick Innes Owen
Title: Attorney in fact

SCHEDULE A

I. Shell Capital Limited

Each person named below is a director and/or executive officer of Shell Capital Limited, whose principal business is described in Item 2 of Schedule 13D filed on February 15, 2000 by Shell Capital Limited and The Shell Petroleum Company Limited.

NAME	BUSINESS ADDRESS	OCCUPATION	CITY
Judith Gubala Boynton	Shell Centre London SE1 7NA	Member of the Board of Directors of Shell Capital Limited;	Ame

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		Director of Finance The Shell Petroleum Company Limited	
Michael Patrick Treanor	Shell Centre London SE1 7NA	Member of the Board of Directors of Shell Capital Limited	Bri
Ralph Neil Gaskell	Shell Centre London SE1 7NA	Member of the Board of Directors of Shell Capital Limited; Group Treasurer Shell International Limited	Bri

II. The Shell Petroleum Company Limited

Each person named below is a director of The Shell Petroleum Company Limited, whose principal business is described in Item 2 of Schedule 13D filed on February 15, 2000 by Shell Capital Limited and The Shell Petroleum Company Limited.

NAME	BUSINESS ADDRESS	OCCUPATION	CIT
Mr Hendrikus de Ruiter	Carel van Bylandtlaan 30 2596 HR The Hague	Retired Former Executive Royal Dutch Petroleum Company	Dut
Sir Mark Moody-Stuart	Shell Centre London SE1 7NA	Director The "Shell" Transport and Trading Company, p.l.c.	Bri
Mr Henricus Josephus Maria Roels	Carel van Bylandtlaan 30 2596 HR The Hague	Managing Director Royal Dutch Petroleum Company	Dut
Ms Judith Gubala Boynton	Shell Centre London SE1 7NA	Member of the Board of Directors of Shell Capital Limited; Director of Finance The Shell Petroleum Company Limited	Ame
Mr Paul David Skinner	Shell Centre London SE1 7NA	Managing Director The "Shell" Transport and Trading Company, p.l.c.	Bri
Mr Walter van de Vijver	Carel van Bylandtlaan 30 2596 HR The Hague	Managing Director Royal Dutch Petroleum Company	Dut
Mr Maarten Albert van den Bergh	71 Lombard Street London EC3P 3BS	Chairman Lloyds TSB Group Plc	Dut
Mr Jeroen van der Veer	Carel van Bylandtlaan 30 2596 HR The Hague	Managing Director Royal Dutch Petroleum Company	Dut
Mr Lodewijk Christiaan van Wachem	Carel van Bylandtlaan 30 2596 HR The Hague	Chairman Supervisory Board Royal Dutch Petroleum Company	Dut
Mr Philip Beverley Watts	Shell Centre	Chairman & Managing Director	Bri

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London SE1 7NA

The "Shell" Transport and
Trading Company, p.l.c.

EXHIBIT INDEX

Exhibit No.	Description
A	Sale and Purchase Agreement, dated May 3, 2002, between Shell Capital Inc. and Central Asian Industrial Holdings N.V. ****
B	Amended and Restated Warrant Agreement, dated April 18, 2001, between Chaparral Resources, Inc. and Shell Capital Limited.*
C	Loan Agreement, dated as of November 1, 1999, among Chaparral Resources, Inc., Central Asian Petroleum (Guernsey) Limited, Central Asian Petroleum, Inc., Closed Type JSC Karakudukmunay, Shell Capital Services Limited and Shell Capital Limited.**
D	Supplemental Agreement, dated February 10, 2000 to the Loan Agreement set out in Exhibit C, among Chaparral Resources, Inc., Central Asian Petroleum (Guernsey) Limited, Central Asian Petroleum, Inc., Closed Type JSC Karakudukmunay, Shell Capital Services Limited and Shell Capital Limited.***
E	Amendment No. 1 to the Amended and Restated Warrant Agreement, dated May 7, 2002, between Chaparral Resources, Inc. and Shell Capital Limited.
F	Agreement to Joint Filing of The Shell Petroleum Company Limited.
G	Power of Attorney given by Shell Capital Limited to Roderick Innes Owen, dated May 1, 2002.****

* Incorporated herein by reference to Amendment No. 1 to Schedule 13-D filed by the Reporting Persons with respect to the Common Stock of the Issuer with the Securities and Exchange Commission on April 27, 2001.

** Incorporated herein by reference to Form 8-K (Current Report for the period ending October 25, 1999) filed by the Issuer with the Securities and Exchange Commission on November 17, 1999.

*** Incorporated herein by reference to Schedule 13-D filed by the Reporting Persons with respect to the Common Stock of the Issuer with the Securities and Exchange Commission on February 15, 2000.

**** Incorporated herein by reference to Amendment No. 3 to Schedule 13-D filed by the Reporting Persons with respect to the Common Stock of the Issuer with the Securities and Exchange Commission on May 6, 2001.

EXHIBIT F

Agreement to Joint Filing

The Shell Petroleum Company Limited

The undersigned agrees that Amendment No. 4 to the Schedule 13D executed by Shell Capital Limited to which this Agreement to Joint Filing is attached as an

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exhibit is filed on behalf of The Shell Petroleum Company Limited pursuant to Rule 13d-1(k)(1) of the Securities Exchange Act of 1934.

Dated: May 8, 2002

THE SHELL PETROLEUM
COMPANY LIMITED

By: /s/ Jyoti Eruch Munsiff

Name: Jyoti Eruch Munsiff
Title: Company Secretary