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COASTAL CARIBBEAN OILS & MINERALS LTD  
Form 10-K  
March 14, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended DECEMBER 31, 2002

OR

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 001-04668

COASTAL CARIBBEAN OILS & MINERALS, LTD.

-----  
(Exact name of registrant as specified in its charter)

BERMUDA

NONE

-----  
State or other jurisdiction of  
incorporation or organization

(I.R.S. Employer  
Identification No.)

Clarendon House  
Church Street  
Hamilton, Bermuda

HM 11

-----  
(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area cod (441) 295-1422

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on  
which registered

-----  
NONE

Securities registered pursuant to Section 12(g) of the Act:

Common stock, par value \$.12 per share

-----  
(Title of Class)

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.

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Yes       No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.   

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).

Yes       No

The aggregate market value of the common stock held by non-affiliates of the registrant was approximately \$6,145,290 (U.S.) at March 10, 2003.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date:

Common stock, par value \$.12 per share, 46,211,604 shares outstanding as of March 10, 2003.

## DOCUMENTS INCORPORATED BY REFERENCE

None

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All monetary figures set forth are expressed in United States currency.

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### PART I

#### RISK FACTORS

An investment in the Company's common stock involves a high degree of risk. You should carefully consider the following risk factors and other information in this Form 10-K and the documents incorporated by reference in evaluating the Company. If any of the following risks actually occur, the Company's business, financial condition or results of operations could be materially adversely affected.

#### RISKS RELATED TO OUR BUSINESS AND THE LITIGATION

##### WE MAY BE FORCED TO FILE FOR BANKRUPTCY.

The Company's current liabilities exceed its current assets. Certain creditors of the Company have deferred payment of amounts owed to them. There is no assurance that those creditors will continue to permit the Company to defer payments of amounts owed.

The Company has limited funds to continue its operations. Unless the Company is able to raise adequate additional funds to continue its business, the Company may be required to file for bankruptcy under the laws of Bermuda within the next several months.

##### WE HAVE A HISTORY OF LOSSES AND ANTICIPATE FURTHER LOSSES, WHICH COULD CAUSE US TO DISCONTINUE OUR BUSINESS.

Our business has never had substantial revenues and has operated at a loss in each year since our inception in 1953. We recorded a loss of \$2,448,000 for

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the year ended December 31, 2002, a loss of \$6,585,000 for the year 2001 and a loss of \$1,386,000 for the year 2000. If we continue to sustain losses and are unable to achieve profitability, we may not be able to continue our business and may have to curtail, suspend or cease operations. You should also see Note 1 to our financial statements regarding the uncertainty as to our ability to continue as a going concern.

During the three years ended December 31, 2002, we spent approximately \$3,853,000 on legal expenses primarily for the lawsuits against the State of Florida relating to drilling permits and royalty interests. If we continue to incur significant expenses and are unable to raise additional funds to meet these expenses, we may have to cease or suspend our lawsuits and/or cease operations entirely.

In the unlikely event that we were to receive drilling permits related to the St. George Island prospect or other exploratory wells, we would be required to incur a significant amount of operating expenditures to commence drilling operations and would need to generate significant revenues to achieve profitability. We may not be

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able to achieve or sustain revenues, profitability or positive cash flow and cannot assure that profitability, if achieved, will be sustained.

OUR AUDITORS HAVE EXPRESSED THE VIEW THAT OUR NEGATIVE WORKING CAPITAL, STOCKHOLDERS' DEFICIT AND CAPITAL DEFICIENCIES RAISE SUBSTANTIAL DOUBT ABOUT OUR ABILITY TO CONTINUE AS A GOING CONCERN.

Our auditors have included an explanatory paragraph in their report for the year ended December 31, 2002, indicating there is substantial doubt regarding our ability to continue as a going concern. The financial statements included elsewhere in this prospectus do not include any adjustments to asset values or recorded liability amounts that might be required in the event we are unable to continue as a going concern.

WITHOUT ADDITIONAL FINANCING, WE ONLY HAVE ENOUGH LIQUID ASSETS ON HAND TO CONTINUE TO OPERATE THE COMPANY FOR PART OF THE YEAR 2003.

We believe that our funds on hand will be sufficient to permit us to continue to operate through July of 2003. After that time, we may have to suspend or cease operations unless and until we can secure additional financing. In 2002 certain of our directors, officers, legal counsel and administrative consultants agreed to defer the payment of their salaries and fees. At December 31, 2002, the amount of salaries and fees deferred totaled approximately \$1,368,000. We currently do not have any commitments for additional financing. We may be unable to obtain additional financing in the future on acceptable terms or at all.

IF ULTIMATELY THE COURTS RULE THAT THE STATE OF FLORIDA MAY DENY US A PERMIT AND NOT COMPENSATE US FOR THE TAKING OF OUR PROPERTY, WE MAY BE UNABLE TO CONTINUE OUR BUSINESS.

In the event that the courts determine that the State of Florida is entitled to deny Coastal Petroleum a permit without compensation, it is likely that we would be unable to continue our business.

WE MAY BE UNABLE TO RAISE THE ADDITIONAL FINANCING NEEDED TO COVER THE SUBSTANTIAL LITIGATION COSTS OF PROVING OUR PROPERTIES HAVE BEEN TAKEN AND THEIR VALUE.

Coastal Petroleum has filed a claim with the Florida Circuit Court that

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its property has been taken by the State of Florida, and that Coastal Petroleum is owed compensation by the State of Florida. We will need to secure additional financing to cover the costs of this litigation, which we estimate will be substantial. If we are unable to secure the additional financing adequate to fund the costs of such litigation for a lengthy period of time, we might not be able to conclude the litigation and might have to cease the lawsuits against the State of Florida without any meaningful recovery.

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THE STATE OF FLORIDA HAS FAR GREATER RESOURCES THAN WE DO TO PROSECUTE THE LITIGATION.

The State of Florida utilizes lawyers from the Florida Attorney General's Office, the Department of Environmental Protection and at least two private law firms to represent its interests in the litigation. In the event that our funds are exhausted before the conclusion of the litigation, we may be unable to conclude the litigation and might be required to cease business.

IF THE AMOUNT OF MONEY WE RECOVER FROM THE STATE OF FLORIDA IS INADEQUATE TO COVER OUR COSTS, WE MAY BE FORCED TO CEASE OPERATIONS.

Coastal Petroleum's lawsuits against the State of Florida involve highly specialized technical engineering and legal judgments. Any recovery that Coastal Petroleum may receive as a result of a court judgment against the State of Florida may be insufficient to cover the costs of prosecuting the claims at trial. If this occurs, we may be forced to cease operations.

COASTAL CARIBBEAN IS CURRENTLY A PASSIVE FOREIGN INVESTMENT COMPANY, OR PFIC, FOR U. S. FEDERAL INCOME TAX PURPOSES, WHICH COULD RESULT IN NEGATIVE TAX CONSEQUENCES TO YOU.

If, for any taxable year, our passive income or our assets that produce passive income exceed levels provided by U.S. law, we would be a "passive foreign investment company," or PFIC, for U.S. federal income tax purposes. For the years 1987 through 2002, Coastal Caribbean's passive income and assets that produce passive income exceeded those levels and for those years Coastal Caribbean constituted a PFIC. Based upon Coastal Caribbean's current passive income, it is likely that Coastal Caribbean will be classified as a PFIC in 2003. If Coastal Caribbean is a PFIC for any taxable year, then our U.S. shareholders potentially would be subject to adverse U.S. tax consequences of holding and disposing of shares of our common stock for that year and for future tax years. Any gain from the sale of, and certain distributions with respect to, shares of our common stock, would cause a U.S. holder to become liable for U.S. federal income tax under Code section 1291 (the interest charge regime). The tax is computed by allocating the amount of the gain on the sale or the amount of the distribution, as the case may be, to each day in the U.S. shareholder's holding period. To the extent that the amount is allocated to a year, other than the year of the disposition or distribution, in which the corporation was treated as a PFIC with respect to the U.S. holder, the income will be taxed as ordinary income at the highest rate in effect for that year, plus an interest charge.

Please see a discussion of these consequences below in Item 5. Market for the Company's Common Stock and Related Stockholder Matters. We encourage you to consult with a personal tax advisor for advice relating to the potential adverse tax consequences related to an investment in our common shares.

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OUR BYE-LAWS CONTAIN PROVISIONS WHICH MAY LIMIT A SHAREHOLDER'S EFFORTS TO INFLUENCE OUR POLICIES AND PREVENT OR DELAY A CHANGE IN CONTROL OF OUR COMPANY.

Bye-Law 1 provides that any matter to be voted on at any meeting of shareholders must be approved not only by a simple majority of the shares voted at such meeting, but also by a majority of the shareholders present in person or by proxy and entitled to vote at the meeting. This provision may have the effect of making it more difficult to take corporate action than customary "one share one vote" provisions, because it may not be possible to obtain the necessary majority of both votes. As a consequence, Bye-Law 1 may make it more difficult that a takeover of the company will be consummated, which could prevent the company's shareholders from receiving a premium for their shares. In addition, an owner of a substantial number of shares of our common stock may be unable to influence our policies and operations through the shareholder voting process (e.g., to elect directors).

Our Bye-Laws also require the approval of 75% of the voting shareholders and of the voting shares for the consummation of any business combination (such as a merger, amalgamation or acquisition proposal) involving our company. This higher vote requirement may deter business combination proposals which shareholders may consider favorable.

YOU MAY FACE OBSTACLES TO BRINGING SUIT IN BERMUDA AGAINST OUR OFFICERS AND DIRECTORS.

We are a Bermuda company and certain of our directors and officers are residents of Bermuda and are not citizens of the United States. As a result, it may be difficult for investors to effect service of process on us or on these directors and officers within the United States or to enforce against these directors and officers judgments of U.S. courts predicated on the civil liabilities under the federal securities laws. If investors are unable to bring such suits, they may be unable to recover a loss on their investment resulting from any violations of the federal securities laws.

There is no precedent for, and therefore no assurance that, the courts in Bermuda would enforce civil liabilities, whether in original actions in Bermuda or in the form of final judgments of U.S. courts, arising under the federal securities laws against us or the persons signing this report on Form 10-K. In addition, there is no treaty in effect between the U.S. and Bermuda providing for the enforcement of civil liabilities and there are grounds upon which Bermuda Courts may not enforce judgments of U.S. courts. In addition, some remedies available under the laws of U.S. jurisdictions, including some remedies available under the U. S. federal securities laws, may not be allowed in Bermuda courts as contrary to that nation's public policy.

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WE ARE UNABLE TO PAY DIVIDENDS.

We have never declared or paid dividends on our common stock and do not anticipate declaring or paying any dividends in the foreseeable future. We plan to retain any future earnings to reduce our deficit accumulated during the development stage of \$38,443,000 at December 31, 2002 and to finance our operations.

ANY DIVIDENDS WOULD BE SUBJECT TO A 30% WITHHOLDING TAX.

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We are a Bermuda corporation. Bermuda currently imposes no taxes on corporate income or capital gains realized outside of Bermuda. However, any dividends we receive from Coastal Petroleum are subject to a 30% United States withholding tax.

### RISKS RELATED TO OUR INDUSTRY

THE STATE OF FLORIDA HAS STATED THAT ITS POLICY IS NOT TO PERMIT OIL AND GAS DRILLING OFFSHORE FLORIDA AND THE STATE HAS DENIED COASTAL PETROLEUM A PERMIT WITH RESPECT TO ITS ST. GEORGE'S ISLAND PROSPECT. CONSEQUENTLY, WE DO NOT BELIEVE THAT THE STATE OF FLORIDA WILL GRANT DRILLING PERMITS TO COASTAL PETROLEUM WITH RESPECT TO ITS LEASES. IN THE UNLIKELY EVENT THAT THE STATE EVER DOES GRANT COASTAL PETROLEUM A DRILLING PERMIT, COASTAL PETROLEUM WOULD HAVE TO CONTEND WITH OTHER RISKS.

After obtaining a state drilling permit, Coastal Petroleum would have to do the following:

- obtain a federal permit;
- finance drilling of the well (including the cost of the recommended surety), which is currently estimated to cost approximately \$5.5 million; and
- begin drilling the well within one year of the date the state permit is issued.

We may be unable to obtain the necessary federal permits or we may be unable to finance and commence drilling operations in a timely manner.

If we fail to discover and develop sufficient oil and gas reserves, we would be unable to generate sufficient revenues to cover our costs and might have to curtail, suspend or cease our business operations.

Drilling activities involve numerous risks, including the risk that no commercially productive natural gas or oil reservoirs will be discovered. The cost of drilling, completing and operating wells is often uncertain, and drilling operations may be curtailed, delayed or canceled as a result of adverse conditions beyond our control.

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Poor results from our exploration and drilling activities could prevent us from developing sufficient oil and gas reserves at a commercially acceptable cost.

COMPLIANCE WITH ENVIRONMENTAL AND OTHER GOVERNMENTAL REGULATIONS COULD BE COSTLY.

Our operations and right to obtain interests in and hold properties or to conduct our business might be affected to an unpredictable extent by limitations imposed by the laws and regulations which are now in effect or which might be adopted by the jurisdictions in which we carry on our business.

Further measures that have been or might be imposed include increased bond requirements, conservation, proration, curtailment, cessation or other forms of limiting or controlling production of hydrocarbons or minerals, as well as price controls or rationing or other similar restrictions. In particular, environmental control and energy conservation laws and regulations adopted by federal, state and local authorities may have to be complied with by leaseholders such as Coastal Petroleum.

WE FACE STRONG COMPETITION FROM LARGER OIL AND GAS COMPANIES THAT MAY

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IMPAIR OUR ABILITY TO CARRY ON OPERATIONS.

If we receive the necessary state and federal permits to conduct operations, we will operate in the highly competitive areas of oil and gas exploration, development and production. We might not be able to compete with, or enter into cooperative relationships with, our potential competitors, which include major integrated oil companies, substantial independent energy companies, affiliates of major interstate and intrastate pipelines and national and local gas gatherers. If we were unable to establish and maintain competitiveness, our business would be threatened.

Many of our competitors possess greater financial, technical and other resources than we do. Factors which affect our ability to successfully compete in the marketplace include:

- the financial resources of our competitors;
- the availability of alternate fuel sources; and
- the costs related to the extraction and transportation of oil and gas.

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### CAUTIONARY STATEMENT ABOUT FORWARD-LOOKING STATEMENTS

In this Form 10-K and the documents that we incorporate by reference, we make statements that relate to our future plans, objectives, expectations and intentions that involve risks and uncertainties. We have based these statements on our current expectations and projections about future events. These statements may be identified by the use of words such as "expect," "anticipate," "intend," "plan," "believe" and "estimate" and similar expressions. Any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements.

Forward-looking statements necessarily involve risks and uncertainties. Our actual results could differ materially from those discussed in, or implied by, these forward-looking statements. Factors that could contribute to such differences include, but are not limited to, those discussed in the "Risk Factors" section above and elsewhere in this Form 10-K. The factors set forth in the Risk Factors section and other cautionary statements made in this Form 10-K should be read and understood as being applicable to all related forward-looking statements wherever they appear in this Form 10-K.

All subsequent written and oral forward-looking statements attributable to us are expressly qualified in their entirety by the cautionary statements. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

#### ITEM 1. BUSINESS

##### (a) General Development of Business.

Coastal Caribbean Oils & Minerals, Ltd. (Company or Coastal Caribbean), a Bermuda corporation, has been engaged, through its majority owned subsidiary, Coastal Petroleum Company (Coastal Petroleum), in the exploration for oil and gas reserves. At December 31, 2002, Coastal Caribbean's principal asset was its 59-1/4% interest in its subsidiary Coastal Petroleum. Coastal Petroleum's principal assets are its nonproducing oil, gas and mineral leases



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and royalty interests in the State of Florida. Coastal Petroleum has made no commercial discoveries on the lands covered by these leases. Between March 1992 and June 2000, Coastal Petroleum attempted to obtain a permit from the State of Florida to drill an exploration well on its Lease 224-A, offshore Florida. Since January 2001, Coastal Petroleum has been involved in litigation to obtain compensation from the State of Florida for the alleged taking by the State of Coastal Petroleum's Lease 224-A by the denial of a permit to drill on the lease. On October 8, 2002, after a two week trial the trial court in the takings litigation orally ruled from the bench that the State's denial of a permit to drill on Coastal Petroleum's Lease 224-A did not constitute an unlawful taking of Coastal Petroleum's property. On November 15, 2002, the trial court issued its Final Judgment that the State's denial of a

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permit to drill on Coastal Petroleum's Lease 224-A did not constitute an unlawful taking of Coastal Petroleum's property.

Coastal Petroleum Company filed a notice of appeal of the Final Judgment to the Florida First District Court of Appeal on November 18, 2002 and filed its initial appeal brief on January 27, 2003. As of March 10, 2003, the State has not filed its answer brief.

Coastal Petroleum is the lessee under State of Florida leases relating to the exploration for and production of oil, gas and minerals on approximately 3,700,000 acres of submerged lands along the Gulf Coast and under certain inland lakes and rivers. The leases provide for a working interest in approximately 1,250,000 acres and a royalty interest in approximately 2,450,000 acres covered by the leases. Coastal Petroleum has made no commercial discoveries on its leaseholds.

In 1990, the State of Florida enacted legislation that prohibits drilling or exploration for oil or gas on Florida's offshore acreage. Although the law does not apply to areas where Coastal Petroleum is entitled to conduct exploration, the State of Florida has effectively prevented any exploratory drilling by denying the Company's applications for drilling permits. In addition, in those areas where Coastal Petroleum has only a royalty interest, the law also effectively prohibits production of oil and gas, rendering it impossible for Coastal Petroleum to collect royalties from those areas. During 1998, Coastal Petroleum exhausted its legal remedies in its efforts to obtain compensation for the drilling prohibition on its royalty interest acreage.

Coastal Petroleum has been involved in various lawsuits for many years. Coastal Petroleum's current litigation (Florida Litigation) now involves one basic claim: whether the State's denial of a permit constitutes a taking of its property. In addition, Coastal Caribbean is a party to one additional action in which Coastal Caribbean claims that certain of its royalty interests have been confiscated by the State. During 2002, the Company actively pursued the Florida Litigation.

On October 6, 1999, the Florida First District Court of Appeal ruled that the Florida Department of Environmental Protection (DEP) has the authority to deny Coastal Petroleum's drilling permit for its St. George Island prospect, provided that Coastal Petroleum receives just compensation for what has been taken. The State of Florida and certain Florida environmental groups filed on November 1, 1999 a joint motion for clarification, rehearing, or certification with respect to that decision, asking the Court of Appeal, among other things, to clarify that the question of whether there has been a taking of Coastal Petroleum's leases should be determined in the Circuit Court. On June 26, 2000, the Court of Appeal denied all of the State's motions and stated that the issue of whether the denial of a permit constituted a taking was not before the Court. The Court declined to rule on the merits of the taking issue and stated that the

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issue was a matter for the Circuit Court. On January 16, 2001, Coastal Petroleum filed an inverse condemnation action in the Circuit Court to be compensated for the value of its

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properties. The cost of the litigation has been substantial and the cost is expected to be substantial in the future.

See Item 3. "Legal Proceedings" for a more complete discussion of the litigation.

(b) Financial Information About Industry Segments.

Because the Company has been engaged in only one industry, namely, oil, gas and mineral exploration and development, this item is not applicable to the Company. See Item 8 for general financial information concerning the Company.

(c) Narrative Description of the Business.

Coastal Caribbean was organized in Bermuda on February 14, 1962. The Company is the successor to Coastal Caribbean Oils, Inc., a Panamanian corporation organized on January 31, 1953 to be the holding company for Coastal Petroleum Company.

Coastal Petroleum caused oil and gas exploration to take place on its leases prior to the beginning of litigation in 1968 but has conducted more limited exploration since that time. Coastal Petroleum believes all drilling and exploration obligations imposed by its leases have been satisfied to date. No commercial oil or gas discoveries have been made on these properties; therefore, the Company has no proved reserves of oil and gas and has had no production. See Item 2. "Properties."

(i) Principal Products.

Not applicable.

(ii) Status of Product or Segment.

Not applicable.

(iii) Raw Materials.

Not applicable.

(iv) Patents, Licenses, Franchises and Concessions Held.

See Item 2. "Properties."

The acreage covered by Coastal Petroleum's leases is located for the most part along offshore areas on the Gulf Coast of Florida and in submerged and unsubmerged lands under certain bays, inlets, riverbeds and lakes, of which Lake Okeechobee is the largest. Coastal Petroleum currently makes an annual lease payment of \$59,247 to the State of Florida.

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(v) Seasonality of Business.

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The Company's business is not seasonal.

(vi) Working Capital Items.

The majority of the Company's current assets are in the form of cash and cash equivalents. See Item 8. "Financial Statements and Supplementary Data."

(vii) Customers.

Not applicable.

(viii) Backlog.

Not applicable.

(ix) Renegotiation of Profits or Termination of Contracts or Subcontracts at the Election of the Government.

Not applicable.

(x) Competitive Conditions in the Business.

Competition in the oil and gas industry is intense. The Company must compete with companies which have substantially greater resources available to them. In addition, the industry as a whole must compete with other industries in supplying the energy needs of commerce and the general public. Furthermore, competitive conditions may be substantially affected by energy legislation which may be adopted in the future.

(xi) Research and Development.

Not applicable.

(xii) Environmental Regulation.

The operations of Coastal Caribbean and its right to obtain interests in and hold properties or to do business may be affected to an unpredictable extent by limitations imposed by the laws and regulations which are now in effect or which may be adopted by the jurisdictions in which the Company carries on its business. Further measures that have been or might be imposed include increased bond requirements, conservation, proration, curtailment, cessation or other forms of limiting or controlling production of hydrocarbons or minerals, as well as price controls or rationing or other similar restrictions. In particular, environmental control and energy conservation laws and

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regulations adopted by federal, state and local authorities may have to be complied with by leaseholders such as Coastal Petroleum.

(xiii) Number of Persons Employed by Registrant.

The Company currently has one employee. The Company relies heavily on consultants for legal, accounting, geological and administrative services. The Company uses consultants because it believes it is more cost effective than employing a larger full time staff.

(d) Financial Information About Foreign and Domestic Operations and Export Sales.

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(1) Identifiable Assets.

All of the Company's assets are located in the United States. See Item 1(a) "General Development of Business."

Since the Company is a development stage company, the balance of the information required under this paragraph is not applicable to the Company. See Item 8. "Financial Statements and Supplementary Data."

(2) Risks Attendant to Foreign Operations.

Not applicable.

(3) Data which are not Indicative of Current or Future Operations.

Not applicable.

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### ITEM 2. PROPERTIES

#### PROPERTIES

The discussion herein relating to the Company's properties is qualified in its entirety by the discussion in Item. 3 "Legal Proceedings" relating to the Florida Litigation.

Coastal Petroleum, a Florida corporation, holds certain working interests in nonproducing oil, gas and mineral leases covering approximately 1,250,000 acres, and a royalty interest in approximately 2,450,000 acres, in and offshore the State of Florida. No commercial oil or gas discoveries have been made on the properties covered by these leases and Coastal Petroleum has no proved reserves of oil or gas and has had no significant production.

In 1941, Arnold Oil Explorations, Inc., renamed Coastal Petroleum Company in 1947, entered into a contract with the Trustees of the Internal Improvement Trust Fund of the State of Florida (Trustees), in whom title to publicly owned lands in the State of Florida, including bottoms of salt and fresh waters, is irrevocably vested, for the exploration of oil, gas and minerals on such lands. Pursuant to an option to lease in this contract, the Trustees and Coastal Petroleum entered into three leases between 1944 and 1946. The acreage covered by these leases is located for the most part along offshore areas on the Gulf Coast of Florida and in submerged lands under certain bays, inlets, riverbeds and lakes, of which Lake Okeechobee is the largest.

In 1968, Coastal Petroleum sued the Secretary of the Army of the United States in a dispute regarding certain mineral rights. In 1969, as part of that litigation, the Trustees claimed that the leases were invalid and had been forfeited. Coastal Petroleum and the Trustees settled their disagreement in 1976.

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Under the terms of the 1976 settlement agreement, the two leases (224-A and 224-B) bordering the Gulf Coast were divided into three areas, each running the entire length of the coastline from Apalachicola Bay to the Naples area: (1) The inner area, including rivers, bays, and harbors, extends seaward from the Florida shoreline a distance of 4.36 statute miles (5,280 feet per statute mile) into the Gulf, covers approximately 2.25 million acres, and is subject to a royalty interest payable to Coastal Petroleum. This interest is a 6-1/4% royalty on the wellhead value of all oil and gas, 25 cents per long ton on sulfur, receivable in cash or in kind at Coastal Petroleum's option, and a 5% royalty on production or the market value of other minerals. (2) The middle area, three statute miles wide and covering more than 800,000 acres, was released by Coastal Petroleum to the Trustees, and Coastal Petroleum has no further interest in the area. (3) Coastal Petroleum presently owns a 100% working interest in the outside area, which extends seaward an additional three statute miles and borders federal offshore acreage. This area, exceeding 800,000 acres, remains subject to royalties payable to the State of Florida of 12-1/2% on oil and gas, \$.50 per long ton of sulfur and 10% on other minerals. The Florida legislature has enacted statutes designed to protect the Big Bend Seagrass Aquatic Preserve, an area covering approximately one quarter of Coastal Petroleum's working interest area. However, the legislation and

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legislative history recognize and preserve Coastal Petroleum's prior rights as granted by the leases.

Coastal Petroleum retains a 100% working interest in 450,000-acre Lake Okeechobee which is a part of Lease 248 and which is also subject to royalties payable to the State of Florida of 12-1/2% on oil and gas, \$.50 per long ton of sulfur and 10% on other minerals. Pursuant to its settlement with the State of Florida in 1976, Coastal Petroleum agreed not to conduct exploration, drilling or mining operations on Lake Okeechobee without the prior approval of the State. As to the balance of this lease, covering approximately 200,000 acres, Coastal Petroleum retains royalty interests of 6-1/4% on oil, gas and sulfur and 5% on other minerals.

Under the 1976 settlement agreement with the Trustees, the three leases have a term of 40 years beginning from January 6, 1976 and require the payment of an annual rental of \$59,247, if oil, gas or minerals are being produced in economically sustainable quantities at January 6, 2016, these operations will be allowed to continue until they become uneconomic. Further, the settlement agreement provides that the drilling requirements shall be governed by Chapter 20680, Laws of Florida, Acts of 1941, and that all other drilling requirements are waived. Under the 1941 Act, a lessee is required to drill at least one test well on lands leased in each five-year period under the term of the lease. Coastal Petroleum believes it is current in fulfilling its drilling requirements. Drilling requirements of Lease 224-A have been satisfied through the five year obligation period ended August 2, 2004. The State of Florida has refused Coastal Petroleum the right to drill on Lease 248 since August 10, 1986.

The following charts reflect the acreage and annual rental obligations resulting from the 1976 settlement agreement with the Trustees and the approximate acreage under lease at December 31, 2002:

| Lease<br>-----  | Current<br>Working<br>Interest<br>----- | Current<br>Royalty<br>Interest<br>----- | Current<br>Annual<br>Rental<br>----- |
|-----------------|---|---|--------------------------------------|
| 224-A and 224-B | 800,000                                 | 2,250,000                               | \$39,261                             |

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|     |           |           |          |
|-----|-----------|-----------|----------|
| 248 | 450,000   | 200,000   | 19,986   |
|     | -----     | -----     | -----    |
|     | 1,250,000 | 2,450,000 | \$59,247 |
|     | =====     | =====     | =====    |

Acreage under lease at December 31, 2002

|                  | Gross Acres (*) |           | Net Acres (**) |           |
|------------------|-----------------|-----------|----------------|-----------|
|                  | Undeveloped     | Developed | Undeveloped    | Developed |
| Working interest | 1,250,000       | -0-       | 1,250,000      | -0-       |
| Royalty interest | 2,450,000       | -0-       | 153,125        | -0-       |
|                  | -----           | -----     | -----          | -----     |
| Total            | 3,700,000       | -0-       | 1,403,125      | -0-       |
|                  | =====           | =====     | =====          | =====     |

-----  
\* A gross acre is an acre in which a working interest is owned.

\*\* A net acre is deemed to exist when the sum of fractional ownership working interests in gross acres equals one. The number of net acres is the sum of the fractional working interests owned in gross acres expressed as whole numbers and fractions thereof.

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DISCLOSURE CONCERNING OIL AND GAS OPERATIONS.

Since the properties in which the Company has interests are undeveloped and nonproducing, items 2 through 4 of Securities Exchange Act Industry Guide 2 are not applicable.

(5) Undeveloped Acreage.

The Company's undeveloped acreage as of December 31, 2002 was as follows:

|                  | Gross Acres | Net Acres |
|------------------|-------------|-----------|
|                  | -----       | -----     |
| Working Interest | 1,250,000   | 1,250,000 |
| Royalty Interest | 2,450,000   | 153,125   |
|                  | -----       | -----     |
| Total            | 3,700,000   | 1,403,125 |
|                  | =====       | =====     |

(6) Drilling Activity.

None

(7) Present Activities.

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None

(8) Delivery Commitments.

None

### Royalties and Other Interests

In addition to royalties payable to the State of Florida as set forth above, Coastal Petroleum's leases are subject to several royalties and other interests. The leases are presently subject to overriding royalties aggregating 1/16 as to oil, gas and sulphur and 13/600ths as to minerals other than oil, gas and sulphur.

We also have granted to certain officers, directors, counsel and consultants of Coastal Petroleum and Coastal Caribbean the right to receive a percentage of the net recoveries from the Florida Litigation. See Item 3. "Legal Proceedings" and Item 13. "Certain Relationships and Related Transactions."

### Mineral Rights

Coastal Petroleum's Leases 224-A, 224-B and 248 were determined by a Florida State court in 1960 to cover not only oil, gas and sulphur, but also all other minerals. Subsequent litigation has held that these other minerals do not embrace certain deposits of shell accumulated on water bottoms which had not yet become mineral, and that Lake Hancock is not within the area covered by Lease 224-B. Under the 1976 settlement agreement with the State of Florida, Coastal Petroleum retains a 5% royalty

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with respect to mineral production. However, it cannot conduct mining operations in 450,000-acre Lake Okeechobee without the prior approval of the State of Florida. Although Coastal Petroleum had conducted limited mineral exploration activities on its leases, the courts during the 1980's limited its rights to mine minerals. Coastal Petroleum has no independent knowledge of commercial deposits on its leases. Furthermore, Coastal Petroleum does not anticipate that the State would allow the open pit mining and heavy industrial activity that would be necessary to remove any minerals if they were to be present, given the State's objection to a single bore hole for an exploratory oil and gas well.

### ITEM 3. LEGAL PROCEEDINGS

#### FLORIDA LITIGATION

Coastal Petroleum has been involved in various lawsuits for many years. Coastal Petroleum's current litigation now involves one basic claim: whether the State's offshore drilling policy and its denial of a permit constitute a taking of Coastal Petroleum's property. In addition, Coastal Caribbean is a party to another action in which Coastal Caribbean claims that certain of its royalty interests have been confiscated by the State.

#### DRILLING PERMIT LITIGATION

In 1992, Coastal Petroleum applied to the Florida Department of Environmental Protection (the "DEP") for a permit to drill an exploratory oil and gas well off Apalachicola, Florida. The proposed well would be located in an area included within Lease 224-A. The DEP subsequently denied the application for issuance of a drilling permit for various reasons and imposed a \$1.9 billion bond. Coastal Petroleum appealed the actions of the DEP to the Florida First District Court of Appeal ("Court of Appeal"). After two decisions by the Court

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of Appeal in favor of Coastal Petroleum, the Florida Supreme Court in July 1996 denied the DEP's petition to review an April 1996 Court of Appeal decision. The Florida Supreme Court had also refused to review an earlier Court of Appeal decision.

On August 16, 1996, the DEP notified Coastal Petroleum that it was prepared to issue the drilling permit subject to Coastal Petroleum publishing a Notice of Intent to Issue ("Notice") the permit. The Notice allowed interested parties to request administrative hearings on the permit.

On May 28, 1997, the Oil and Gas Drilling Bill (SB550) was enacted in Florida. The legislation requires that a surety be based on the projected cleanup costs and possible natural resource damage associated with offshore drilling as estimated by the DEP and as established by the Administration Commission (the "Commission") which is comprised of the Governor of Florida and the Cabinet. Previously, the required surety was satisfied by a payment of \$4,000 to the Mineral Trust Fund in the first year, with a maximum \$30,000 per year and a payment of \$1,500 per well for each subsequent year. On September 9, 1997, the State of Florida set a new surety amount of \$4.25 billion as a precondition for the issuance of the drilling permit.

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On October 20, 1997, a public hearing on the permit application convened and concluded on November 6, 1997. The hearing included the Company's appeal of the \$4.25 billion surety requirement. On April 8, 1998, a Florida Administrative Law Judge recommended that Coastal Petroleum was entitled to a drilling permit with the requirement of a \$225 million surety. On May 13, 1998, the Commission rejected the \$225 million surety and remanded the proceedings to the Administrative Law Judge with instructions to recalculate the surety amount.

On May 22, 1998, the DEP denied the permit to Coastal Petroleum to drill an offshore exploration well near St. George's Island. Coastal Petroleum appealed both the denial of the permit by the DEP and the imposition of the surety to the Court of Appeal.

On October 6, 1999, the Court of Appeal ruled that the DEP has the authority to deny Coastal Petroleum's drilling permit for its St. George Island prospect, provided that Coastal Petroleum receives just compensation for what has been taken. The State of Florida and certain Florida environmental groups filed on November 1, 1999 a joint motion for clarification, rehearing, or certification with respect to that decision, asking the Court of Appeal, among other things, to clarify that the question of whether there has been a taking of Coastal Petroleum's leases should be determined in the Circuit Court. On June 26, 2000, the Court of Appeal denied all of the State's motions and stated that the issue of whether the denial of a permit constituted a "taking" was not before the Court. The Court declined to rule on the merits of the taking issue and stated that the issue was a matter for the Circuit Court. On January 16, 2001, Coastal Petroleum Company filed a complaint in the Leon County Circuit Court, Florida against the State of Florida seeking compensation for the State's taking of its property rights to explore for oil and gas within its state Lease 224-A.

LEASE TAKING CASE (LEASE 224-A)

On January 16, 2001, Coastal Petroleum filed a complaint in the Leon County Circuit Court, Florida against the State of Florida seeking compensation for the State's taking of its property rights to explore for oil and gas within its state Lease 224-A. The lease encompasses more than 400,000 acres off the West coast of Florida in the Gulf of Mexico.



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Coastal Petroleum claims that the State of Florida has taken Lease 224-A by denying Coastal Petroleum a permit to drill an offshore exploration well near St. George Island in the Gulf of Mexico. The history of the litigation between Coastal Petroleum and the State of Florida relating to the denial of the drilling permit is set forth under the caption "Drilling Permit Litigation." Coastal Petroleum maintains that the State has effectively taken Coastal Petroleum's lease by depriving Coastal Petroleum of all or substantially all of the economically viable use of its constitutionally protected property.

The State claims that there has been no taking of Coastal Petroleum's property which justifies compensation. The State asserts several affirmative defenses, including that:

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(a) Coastal Petroleum is barred from litigating issues which it has litigated in prior cases against the State and other parties;

(b) Coastal Petroleum's leases are not constitutionally protected property which can be the subject of an inverse condemnation claim, relying in part on earlier litigation;

(c) Coastal Petroleum's claim that its property has been taken is not ripe for legal consideration because Coastal Petroleum has not applied to drill on other locations on its leaseholds;

(d) The statute of limitations bars any allegation by Coastal Petroleum that an action taken by any state entity prior to January 16, 1997 constitutes a taking of Coastal Petroleum's alleged property interest;

(e) Coastal Petroleum has no right to drill for oil on Lease 224-A which can be taken because it does not have the permit which it agreed to obtain pursuant to the 1976 Memorandum of Settlement.

On October 8, 2002, after a two week trial the trial court in the taking litigation orally ruled from the bench that the State's denial of a permit to drill on Coastal Petroleum's Lease 224-A did not constitute an unlawful taking of Coastal Petroleum's property. On November 15, 2002, the trial court issued its Final Judgment that the State's denial of a permit to drill on Coastal Petroleum's Lease 224-A did not constitute an unlawful taking of Coastal Petroleum's property.

Coastal Petroleum Company filed a notice of appeal of the Final Judgment to the Florida First District Court of Appeal on November 18, 2002 and filed its initial appeal brief on January 27, 2003. The intervenors (as described below) joined the appeal of the Final Judgment and appealed the ruling on their motion to intervene. The intervenors filed their brief on February 10, 2003. As of March 10, 2003, the State had not filed its answer brief.

On December 13, 2002, the State filed a motion for an order by the trial court by which the State seeks to recover \$178,315 from Coastal Petroleum, including expert witness fees, deposition costs and copying costs. On December 20, 2002, Coastal Petroleum filed objections and responses to the State's motion, objecting to the costs and requesting an evidentiary hearing. In the opinion of Company's litigation counsel, the State's motion for fees and costs is without merit. As of March 10, 2003, no hearing date has been set on the State's motion to recover costs. An award of costs by the trial court against Coastal Petroleum could be appealed by either party. Coastal Petroleum also would have the right to seek an automatic stay of any cost award rendered

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against it pending appeal of the award, by the posting of a bond deemed sufficient by the trial court.

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### ANCILLARY MATTERS TO LEASE TAKING CASE

On February 13, 2001, certain holders of royalties pertaining to Lease 224-A filed a Motion to Intervene as Additional Plaintiffs. On April 24, 2001, the Leon County Circuit trial judge granted certain royalty holders with overriding royalties, which aggregate approximately 4% on State Lease 224-A, the right to intervene on a limited basis in the takings lawsuit. On May 22, 2001, the royalty holders appealed the Circuit Court's order granting them limited intervention to the First District Court of Appeal, claiming the order denied them the right to fully participate in the case until after final judgment and that the court erroneously found that the royalty holders lack an ownership interest in Coastal Petroleum's lease. On June 12, 2001, the Court of Appeal ordered the royalty holders to show cause why the appeal should not be dismissed for lack of jurisdiction. The royalty holders filed a response to the Court of Appeal on June 21, 2001, Coastal Petroleum filed its reply on July 2, 2001 and the State of Florida filed its reply on July 5, 2001. The Court of Appeal dismissed the appeal without jurisdiction on March 28, 2002.

Counsel for the appealing royalty holders has advised Coastal Petroleum that the royalty holders' position is that their interest is worth substantially more than 4% of whatever judgment may be awarded to Coastal Petroleum in the litigation and that they intend to make a claim against any recovery Coastal Petroleum may obtain in the litigation. Coastal Petroleum has informed the Circuit Court and counsel for the royalty holders that Coastal Petroleum is not making any claim in the litigation on behalf of any interest the royalty holders may have.

### NO ASSURANCES

There is no assurance that Coastal Petroleum will be successful on the merits of its claims, which the State of Florida is vigorously defending. There is also no assurance that Coastal Petroleum will receive a ruling that its Lease 224-A has been taken or that if compensation is awarded it will be awarded in the amount sought by Coastal Petroleum.

### OTHER PERMIT APPLICATIONS

On February 25, 1997 Coastal Petroleum filed 12 additional applications for drilling permits. Coastal Petroleum objected to certain requests for additional data by the Florida DEP. On March 26, 1999, an administrative law judge upheld the DEP's requirements. The First District Court of Appeal affirmed the decision of the administrative law judge on February 29, 2000.

In order to more fully permit the Apalachicola Reef Play, which includes the St. George Island prospect, on October 29, 1998, Coastal Petroleum filed four additional permit applications (1310-1313). The DEP also requested additional data for these applications. As of March 10, 2003, Coastal Petroleum had not yet submitted the requested data. Although these applications are still pending, Coastal Petroleum does not believe the DEP will ever grant these permits.

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### COASTAL CARIBBEAN ROYALTY LITIGATION

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The offshore areas covered by Coastal Petroleum's original leases (prior to the 1976 Settlement Agreement) are subject to certain other royalty interests held by third parties, including Coastal Caribbean. On April 20, 1994, several of those third parties, including Coastal Caribbean, which has approximately a 12% interest in any recovery, have instituted a separate lawsuit against the State of Florida in the 5th Judicial Circuit in Hernando County. That lawsuit claims that the royalty holders' interests have been confiscated as a result of the State's actions discussed above and that they are entitled to compensation for that taking. The royalty holders were not parties to the 1976 Settlement Agreement, and the royalty holders contend that the terms of the Settlement Agreement do not protect the State from taking claims by those royalty holders. The case was subsequently transferred to the 2nd Judicial Circuit in Leon County and it is currently pending before the Circuit Court in Tallahassee. On December 2, 1999, the Circuit Court denied the State's motion to dismiss the plaintiffs' claim of inverse condemnation but dismissed several other claims.

On May 10, 2000, the State filed a motion for summary judgment but no hearing date has been set for the motion. Discovery is proceeding.

Any recovery made in the royalty holders' lawsuit would be shared among the various plaintiffs in that lawsuit, including Coastal Caribbean, but not Coastal Petroleum.

### LEASE TAKING CASE (LEASE 224-B)

On May 21, 2002, Coastal Petroleum filed a complaint in the Leon County Circuit Court, Florida against the State of Florida seeking compensation for the State's alleged taking of its property rights to explore for oil and gas within its State Lease 224-B. The lease encompasses more than 400,000 acres off the West Coast of Florida in the Gulf of Mexico. On July 22, 2002, a motion by the State of Florida to dismiss the case was heard. The court denied the State's motion to dismiss the case on August 30, 2002. The case is currently pending and is in the discovery stage.

### COUNSEL

The Tampa, Florida law firm of Gaylord Merlin Ludovici Diaz & Bain was Coastal Petroleum's principal trial counsel in Coastal Petroleum's inverse condemnation claim against the State of Florida in Florida Circuit Court. Mr. Cary Gaylord was the lead attorney for Gaylord Merlin. Mr. Gaylord, age 55, has extensive experience in eminent domain and property rights matters. He is a 1969 graduate of the United States Military Academy and a 1974 graduate of the University of Florida Law School.

In addition, Mr. Robert J. Angerer of the law firm of Angerer & Angerer of Tallahassee, Florida assisted Gaylord Merlin in the litigation. Mr. Angerer, age 55, is a 1969 graduate of the University of Michigan and received his law degree with high honors from Florida State University in 1974. Mr. Angerer was elected a member of the Board of Directors of Coastal Caribbean and of Coastal Petroleum on January 30, 2003 and a Vice President of Coastal Caribbean and Coastal Petroleum on February 28, 2003. Angerer &

Angerer is the principal counsel in the appeal of the Taking Case (Lease 224-A) and the principal trial counsel in Coastal Petroleum's inverse condemnation claim regarding Lease 224-B.

### STATUTORY ATTORNEYS' FEES

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Chapter 73 of Florida law provides in eminent domain proceedings (which would include Coastal Petroleum's taking claim) that, in addition to the award made to the property owner, the court shall award attorneys' fees based on the difference between the final judgment or settlement and the first written offer made to the property owner by the State in accordance with the following schedule:

1. Thirty-three percent of any difference up to \$250,000; plus
2. Twenty-five percent of any portion of the difference between \$250,000 and \$1 million; plus
3. Twenty percent of any portion of the difference exceeding \$1 million.

### CONTINGENCY FEES

In 1990, Coastal Petroleum considered that the following firms or individuals were important to the success of the litigation against the State of Florida and agreed to pay them an aggregate of 8.65% in contingent fees based on any net recovery from execution on or satisfaction of judgment or from settlement of the Florida litigation:

| Holder                      | Relationship to<br>Coastal Petroleum<br>at Date of Grant | Net Rec<br>Percent |
|-----------------------------|--|--------------------|
| Reasoner, Davis & Fox       | Special Counsel  | 2.0                |
| Robert J. Angerer           | Litigation Counsel                                       | 1.5                |
| Benjamin W. Heath           | Chairman of the Board                                    | 1.2                |
| Phillip W. Ware             | President  | 1.2                |
| Murtha Cullina LLP          | Securities Counsel to<br>Coastal Caribbean               | 1.0                |
| Ausley & McMullen, P.A. (*) | Special Counsel  | .7                 |
| James R. Joyce              | Assistant Treasurer                                      | .3                 |
| Arthur B. O'Donnell         | Vice President/Treasurer                                 | .3                 |
| James J. Gaughran           | Secretary  | .3                 |
| Total                       |  | 8.6<br>===         |

(\*) Interest was granted in 1996.

In addition, Coastal Petroleum has agreed to pay Gaylord Merlin a contingent fee in connection with compensation awarded to Coastal Petroleum for the taking of Lease 224-A, Lease 224-B and Lease 248 equal to the greater of:

(a) approximately 90% of the statutory award of attorneys' fees (discussed above), less the hourly fees paid to Gaylord Merlin, or

(b) ten percent of the first \$100 million or portion thereof of the compensation received by Coastal Petroleum from the State as compensation for the taking of its property, plus five percent of such compensation in excess of \$100 million, less

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- (i) the hourly fees paid to Gaylord Merlin and
- (ii) other costs of the litigation as follows:
  - (a) if compensation to Coastal Petroleum is less than \$55 million, there shall be no deduction of other costs;
  - (b) if compensation to Coastal Petroleum is equal to or greater than \$55 million, then for each \$5 million increase there shall be a deduction of \$200,000 of other costs up to \$100 million;
  - (c) for each \$5 million increase in compensation to Coastal Petroleum over \$100 million up to total compensation of \$160 million, there shall be a deduction of \$100,000 of other costs; and
  - (d) for compensation to Coastal Petroleum over \$160 million, there shall be a deduction of all costs of the litigation which are not recovered from the State (which shall not include any fees of Mr. Angerer or Mr. Aurell).

### UNCERTAINTY

Coastal Petroleum and/or Coastal Caribbean may not prevail on any of the issues set forth above and may not recover compensation for any of their claims. In addition, even if Coastal Petroleum were to prevail on any or all of the issues to be decided, Coastal Caribbean or Coastal Petroleum may not have sufficient financial resources to survive until such decisions become final. In the unlikely event that the State of Florida were to grant a permit to drill any wells for which applications have been filed, the wells drilled may not be successful and may not lead to production of any oil or gas in commercial quantities.

### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

## PART II

### ITEM 5. MARKET FOR THE COMPANY'S COMMON STOCK AND RELATED STOCKHOLDER MATTERS

#### (A) MARKET INFORMATION.

The principal market for the Company's common stock is in the over-the-counter market on the "Electronic Bulletin Board" of the National Association of Securities

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Dealers, Inc. under the symbol COCBF.OB. The quarterly high and low closing prices on the Electronic Bulletin Board during the last two years were as follows:

On February 13, 2003, Coastal Caribbean' shares of common stock were delisted from trading on the Boston Stock Exchange because the Company's shareholders' equity was less than the \$1,000,000 minimum amount required by the Exchange.

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| 2001<br>---- | 1ST QUARTER<br>----- | 2ND QUARTER<br>----- | 3RD QUARTER<br>----- |
|--------------|----------------------|----------------------|----------------------|
| High         | 1.81                 | 1.75                 | 1.32                 |
| Low          | .85                  | .90                  | .85                  |

| 2002<br>---- | 1ST QUARTER<br>----- | 2ND QUARTER<br>----- | 3RD QUARTER<br>----- |
|--------------|----------------------|----------------------|----------------------|
| High         | 1.02                 | .91                  | .96                  |
| Low          | .76                  | .57                  | .42                  |

(B) HOLDERS.

The approximate number of record holders of the Company's common stock at February 20, 2003 was 8,200.

(C) DIVIDENDS.

The Company has never declared or paid dividends on its common stock and it does not anticipate declaring or paying any dividends in the foreseeable future. The Company plans to retain any future earnings to reduce the deficit accumulated during the development stage of \$38,443,111 at December 31, 2002 and to finance its operations.

The Company's Memorandum of Association and Bye-laws do not permit the Company to repurchase or redeem shares of its common stock.

Foreign Exchange Control Regulations

The Company is subject to the applicable laws of The Islands of Bermuda relating to exchange control, but has the permission of the Foreign Exchange Control of Bermuda to carry on business in, to receive, disburse and hold United States dollars and dollar securities under its designation as an External Account Company. The Company has been advised that, although as a matter of law it is possible for such designation to be revoked, there is little precedent for revocation under Bermuda law.

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Income and Withholding Taxes

Coastal Caribbean is a Bermuda corporation. Bermuda currently imposes no taxes on corporate income or capital gains realized outside of Bermuda. Any amounts received by Coastal Caribbean from United States sources as dividends, interest, or other fixed or determinable annual or periodic gains, profits and income, will be subject to a 30% United States withholding tax. In addition, any dividends from its domestic subsidiary, Coastal Petroleum, will not be eligible for the 100% dividends received deduction, which is allowable in the case of a United States parent corporation. Shares of the Company held by persons who are citizens or residents of the United States are subject to federal estate and gift and local inheritance taxation. Any dividends received by such persons will also be subject to federal, State and local income taxation. The foregoing rules are of general application only, and reflect law in force as of the date of this

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report.

A convention between Bermuda and the United States relating to mutual assistance on tax matters became operative in 1988.

### Passive Foreign Investment Company Rules

The Internal Revenue Code of 1986, as amended, provides special rules for distributions received by U.S. holders on stock of a passive foreign investment company (PFIC), as well as amounts received from the sale or other disposition of PFIC stock.

Under the PFIC rules, a non-U.S. corporation will be classified as a PFIC for U.S. federal income tax purposes in any taxable year in which, after applying certain look-through rules, either (1) at least 75 percent of its gross income is passive income or (2) at least 50 percent of the gross value of its assets is attributable to assets that produce passive income or are held for the production of passive income.

Passive income for this purpose generally includes dividends, interest, royalties, rents, and gains from commodities and securities transactions. Special rules apply in cases where a foreign corporation owns directly or indirectly at least a 25 percent interest in a subsidiary, measured by value. In this case, the foreign corporation is treated as holding its proportionate share of the assets of the subsidiary and receiving directly its proportionate share of the income of the subsidiary when determining whether it is a PFIC. Thus, Coastal Caribbean would be deemed to receive its pro rata share of the income and to hold its pro rata share of the assets, of Coastal Petroleum.

Based on certain estimates of its gross income and gross assets and the nature of its business, Coastal Caribbean would be classified as a PFIC for the years 1987 through 2002. Once an entity is considered a PFIC for a taxable year, it will be treated as such for all subsequent years with respect to owners holding the stock in a year that it was classified as a PFIC under the income or asset test described above. Whether the Company will be a PFIC under either of these tests in future years will be difficult to determine because the tests are applied annually. Based upon Coastal Caribbean's

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current passive income, it is likely that Coastal Caribbean will be classified as a PFIC in 2003.

If Coastal Caribbean is classified as a PFIC with respect to a U.S. holder any gain from the sale of, and certain distributions with respect to, shares of our common stock, would cause a U.S. holder to become liable for U.S. federal income tax under Code section 1291 (the interest charge regime). The tax is computed by allocating the amount of the gain on the sale or the amount of the distribution, as the case may be, to each day in the U.S. shareholder's holding period. To the extent that the amount is allocated to a year, other than the year of the disposition or distribution, in which the corporation was treated as a PFIC with respect to the U.S. holder, the income will be taxed as ordinary income at the highest rate in effect for that year, plus an interest charge. The interest charge would generally be calculated as if the distribution or gain had been recognized ratably over the U.S. holder's holding period (for PFIC purposes) for the shares. To the extent an amount is allocated to the year of the disposition or distribution, or to a year before the first year in which the corporation qualified as a PFIC, the amount so allocated is included as additional gross income for the year of the disposition or distribution. A U.S. holder also would be required to make an annual return on IRS Form 8621 that describes any distributions received with respect to our shares and any gain

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realized on the sale or other disposition of our shares.

As an alternative to taxation under the interest charge regime, a U.S. holder generally can elect, subject to certain limitations, to annually take into gross income the appreciation or depreciation in our common shares' value during the tax year (mark-to-market election). If a U.S. holder makes the mark-to-market election, the U.S. holder will not be subject to the above-described rule. Instead, if a U.S. holder makes the mark-to-market election, the U.S. holder recognizes each year an amount equal to the difference as of the close of the taxable year between the U.S. holder's fair market value of the common shares and the adjusted basis in the common shares. Losses would be allowed only to the extent of net gain previously included by the U.S. holder under the mark-to-market election for prior taxable years. Amounts included in or deducted from income under the mark-to-market election and actual gains and losses realized upon the sale or disposition of the common shares, subject to certain limitations, will be treated as ordinary gains or losses. If the mark-to-market election is made for a year other than the first year in the U.S. holder's holding period in which the corporation was a PFIC, the first year's mark-to-market inclusion, if any, is taxed as if it were a distribution subject to the interest charge regime discussed above.

Another alternative election which would allow a U.S. holder to elect to take its pro rata share of Coastal Caribbean's undistributed income into gross income as it is earned by Coastal Caribbean (QEF election) would only be available to a U.S. holder if Coastal Caribbean provided certain information to the shareholders of Coastal Caribbean. Coastal Caribbean has had no undistributed income for the years 1987 through 2002. If the QEF election is made in a year other than the first year of the U.S. holder's holding period in which the foreign corporation is a PFIC, both the QEF regime and interest charge regime can apply, unless a special election is made. Under this special election, the taxpayer is treated as if it disposed of its PFIC stock in a transaction subject to the interest charge rules to the extent gain is deemed to be

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recognized. Once this election is made, the holder will be subject only to the QEF regime.

### Recent Sales of Unregistered Securities

None

### ITEM 6. SELECTED CONSOLIDATED FINANCIAL INFORMATION

The following selected consolidated financial information (in thousands except for per share amounts) for the Company insofar as it relates to each of the five years in the period ended December 31, 2002 has been extracted from the Company's consolidated financial statements.

|          | Years ended December 31, |         |         |         |
|----------|--------------------------|---------|---------|---------|
|          | 2002                     | 2001    | 2000    | 1999    |
|          | (\$)                     | (\$)    | (\$)    | (\$)    |
|          | -----                    | -----   | -----   | -----   |
| Net loss | (2,448)                  | (6,585) | (1,386) | (1,105) |
|          | =====                    | =====   | =====   | =====   |



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|  |          |          |          |          |
|--|----------|----------|----------|----------|
| Net loss per share (basic and diluted)                       | (.05)    | (.15)    | (.03)    | (.03)    |
|  | =====    | =====    | =====    | =====    |
| Cash and cash equivalents and marketable securities          | 292      | 609      | 2,959    | 1,042    |
|  | =====    | =====    | =====    | =====    |
| Unproved oil, gas and, mineral properties (full cost method) | --       | --       | 4,145    | 4,097    |
|  | =====    | =====    | =====    | =====    |
| Total assets   | 707      | 1,077    | 7,497    | 5,544    |
|  | =====    | =====    | =====    | =====    |
| Shareholders' equity:  |          |          |          |          |
| Common stock   | 5,545    | 5,216    | 5,216    | 4,807    |
| Capital in excess of par value                               | 32,068   | 31,498   | 31,498   | 28,693   |
| Deficit accumulated during the development stage             | (38,443) | (35,996) | (29,410) | (28,025) |
|  | -----    | -----    | -----    | -----    |
| Total shareholders' (deficit) equity                         | (830)    | 718      | 7,304    | 5,475    |
|  | =====    | =====    | =====    | =====    |
| Common stock shares outstanding (weighted average)           | 44,734   | 43,468   | 40,844   | 40,056   |
|  | =====    | =====    | =====    | =====    |

As more fully described in Notes 1 and 4 to the consolidated financial statements, we have a working capital deficiency, have incurred recurring losses and have a deficit accumulated during the development stage. We have been and continue to be involved in several legal proceedings against the State of Florida which have limited our ability to commence development activities on our unproved oil and gas properties or obtain compensation for certain property rights we believe have been taken. These situations raise substantial doubt about our ability to continue as a going concern. Our consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or amounts and classification of liabilities which may result from the outcome of this uncertainty.

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### ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Statements included in Management's Discussion and Analysis of Financial Condition and Results of Operations which are not historical in nature are intended to be forward looking statements. The Company cautions readers that forward looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those indicated in the forward looking statements. For a discussion of certain risk factors affecting the Company, please see "Risk Factors" above.

#### Critical Accounting Policies

The Company follows the full cost method of accounting for its oil and gas properties. All costs associated with property acquisition, exploration and development activities whether successful or unsuccessful are capitalized. Since the Company's properties were undeveloped and nonproducing and the subject of litigation, capitalized costs were not being amortized, however, as more fully

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described in Note 3, these costs were written off in 2001.

The capitalized costs are subject to a ceiling test which basically limits such costs to the aggregate of the estimated present value discounted at a 10% rate of future net revenues from proved reserves, based on current economic and operating conditions, plus the lower of cost or fair market value of unproved properties. The Company assesses whether its unproved properties are impaired on a periodic basis. This assessment is based upon work completed on the properties to date, the expiration date of its leases and technical data from the properties and adjacent areas. These properties are subject to extensive litigation with the State of Florida.

During the year 2001, the Company concluded that its leases had been taken and its property interests were impaired by the actions taken by the State of Florida and therefore, had recorded an impairment charge to reflect the write off of the costs of unproved oil, gas and minerals properties. See Note 4. Litigation. All costs incurred in 2002 in connection with the Company's Florida leases have been expensed as incurred (as will be all future costs).

### (1) LIQUIDITY AND CAPITAL RESOURCES

Statements included in Management's Discussion and Analysis of Financial Condition and Results of Operations which are not historical in nature are forward looking statements. The Company cautions readers that forward looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those indicated in the forward looking statements. Among the risks and uncertainties are:

1. the uncertainty of any decision favorable to Coastal Petroleum in its litigation against the State of Florida;

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2. the substantial cost of continuing the litigation;

As more fully described in Notes 1 and 4 to the consolidated financial statements, we have a working capital deficiency, have incurred recurring losses and have a deficit accumulated during the development stage. We have been and continue to be involved in several legal proceedings against the State of Florida which has limited our ability to commence development activities on our unproved oil and gas properties or obtain compensation for certain property rights we believe have been taken. These situations raise substantial doubt about our ability to continue as a going concern. Our consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or amounts and classification of liabilities which may result from the outcome of this uncertainty.

### LIQUIDITY

In July 2002 Coastal Caribbean concluded a rights offering and sold 2,743,275 shares of common stock for \$.50 per share and received net proceeds of approximately \$900,000.

At December 31, 2002, Coastal Caribbean had approximately \$292,000 of cash and cash equivalents available. Management believes that this amount should be sufficient to fund the Company's operations through July 2003, provided that payments to the Company's litigation counsel and to the Company's salaried employee are deferred and provided further that payments to other Company counsel are also deferred. In addition, an estimated amount of approximately \$185,000 would be necessary to fund the Company's operations through December 31, 2003, assuming these deferrals continue. This amount would be approximately

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\$650,000 if such deferrals do not continue. After July 2003, the Company may have to suspend or cease operations and may have to file for bankruptcy under the laws of Bermuda unless and until the Company can secure additional financing. The Company's current cash and cash equivalents are expected to be used for general corporate purposes, including lease rental payments of approximately \$59,000 in July 2003 and to continue the litigation against the State of Florida.

Certain directors, officers, legal counsel and administrative consultants have agreed to defer the payment of their salaries and fees. At December 31, 2002, the amount of salaries and fees being deferred totaled approximately \$1,368,000.

Coastal Caribbean has a working capital deficiency, has a limited amount of cash and cash equivalents, has incurred recurring losses and has a deficit accumulated during the development stage. On January 16, 2001, Coastal Petroleum filed a complaint in the Leon County Circuit Court in Florida against the State of Florida seeking compensation for the State's taking of its property rights to explore for oil and gas within its Lease 224-A. On November 15, 2002, the Trial Court issued its Final Judgment that the State's denial of a permit to drill on Coastal Petroleum's Lease 224-A did not constitute an unlawful taking of Coastal Petroleum's property. The cost of that litigation has been substantial and will require the Company to obtain additional capital.

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Since October 2002, Coastal Caribbean and Coastal Petroleum have attempted to raise funds from the other shareholders of Coastal Petroleum and from others. With the exception of the sale subsequent to year end by Coastal Petroleum of two shares of its common stock for \$25,000 per share to a non-shareholder of Coastal Petroleum and non-binding indications of interest in purchasing shares from Coastal Petroleum by other potential purchasers, those efforts have been unsuccessful.

### (2) RESULTS OF OPERATIONS

The Company, a development stage enterprise, has never had substantial revenues and has operated at a loss each year since its inception in 1953. During the three years ended December 31, 2002, the Company spent approximately \$3,853,000 on legal expenses primarily for the lawsuits against the State of Florida relating to drilling permits and royalty interests.

2002 VS. 2001

THE COMPANY INCURRED A LOSS OF \$2,488,000 for the year 2002, compared to a loss of \$6,585,000 for the year 2001.

INTEREST INCOME AND OTHER INCOME DECREASED 91% from \$78,000 in 2001 to \$7,000 in 2002 because less funds were available for investment and lower interest rates.

LEGAL FEES AND COSTS DECREASED 7% to \$1,549,000 for 2002 from \$1,670,000 in 2001. Legal fees and costs decreased in 2002 as compared with 2001 due to a reduction in expenditures for legal and geological experts consulted in preparation for the trial of the Company's lawsuit against the State of Florida seeking compensation for the State's alleged taking of its property rights to explore for oil and gas within its state Lease 224-A. This reduction was partially offset by an increase in costs incurred for legal services directly connected with the trial which took place in September 2002. The Company expects that the cost of the litigation will continue to be substantial.

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ADMINISTRATIVE EXPENSES INCREASED 24% IN 2002 TO \$662,000 FROM \$534,000 IN 2001 PRIMARILY BECAUSE OF A \$72,000 INCREASE IN THE COST OF LIABILITY INSURANCE. ALSO, ACCOUNTING AND ADMINISTRATIVE COSTS INCREASED BECAUSE OF ADDITIONAL SERVICES REQUIRED IN CONNECTION WITH THE FLORIDA LITIGATION.

SALARIES DID NOT CHANGE DURING THE PERIODS AND REMAINED AT \$152,000 IN 2002.

SHAREHOLDER COMMUNICATIONS COSTS DECREASED TO \$32,000 IN 2002 COMPARED TO \$106,000 IN 2001 BECAUSE THERE WAS NO ANNUAL MEETING OF SHAREHOLDERS HELD IN 2002.

WRITE OFF OF UNPROVED PROPERTIES TOTALED \$59,000 IN 2002 COMPARED TO \$4,202,000 IN 2001. DURING THE YEAR 2001, THE COMPANY CONCLUDED THAT THE VALUE OF ITS LEASES HAD BEEN TAKEN AND ITS PROPERTY INTERESTS HAD BEEN IMPAIRED BY ACTIONS TAKEN BY THE STATE OF FLORIDA AND THEREFORE, HAD RECORDED AN IMPAIRMENT CHARGE TO REFLECT THE WRITE OFF OF THESE COSTS. ALL COSTS INCURRED IN 2002 IN CONNECTION WITH THE COMPANY'S FLORIDA LEASES HAVE BEEN AND ALL FUTURE COSTS WILL BE EXPENSED AS INCURRED.

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2001 VS. 2000

THE COMPANY INCURRED A LOSS OF \$6,585,000 FOR THE YEAR 2001, COMPARED TO A LOSS OF \$1,386,000 FOR THE YEAR 2000.

INTEREST INCOME AND OTHER INCOME INCREASED 24% FROM \$63,000 IN 2000 TO \$78,000 IN 2001 BECAUSE OF THE FUNDS REALIZED AND INVESTED FROM THE OCTOBER 2000 SALE OF COMMON STOCK TO THE COMPANY'S SHAREHOLDERS.

LEGAL FEES AND COSTS INCREASED 164% TO \$1,670,000 FOR 2001 FROM \$634,000 IN 2000. LEGAL FEES AND COSTS INCREASED IN 2001 IN CONNECTION WITH COASTAL PETROLEUM COMPANY'S LAWSUIT AGAINST THE STATE OF FLORIDA SEEKING COMPENSATION FOR THE STATE'S ALLEGED TAKING OF ITS PROPERTY RIGHTS TO EXPLORE FOR OIL AND GAS WITHIN ITS STATE LEASE 224-A. THE COMPANY EXPECTS THAT THE COST OF THE LITIGATION WILL BE SUBSTANTIAL.

ADMINISTRATIVE EXPENSES DECREASED IN 2001 TO \$534,000 FROM \$535,000 IN 2000.

SALARIES DID NOT CHANGE DURING THE PERIODS AND REMAINED AT \$152,000 IN 2001.

SHAREHOLDER COMMUNICATIONS COSTS DECREASED SLIGHTLY TO \$106,000 IN 2001 COMPARED TO \$108,000 IN 2000.

EXPLORATION COSTS DECREASED FROM \$20,000 IN 2000 TO \$500 IN 2001 BECAUSE OF THE STATE OF FLORIDA'S DENIAL OF THE COMPANY'S APPLICATION FOR A PERMIT TO DRILL ON LEASE 224-A. IN 2000, COASTAL PETROLEUM INCURRED EXPENSES ASSOCIATED WITH DRILLING PERMIT APPLICATIONS IN CONNECTION WITH SHALLOW TEST WELLS TO COMPLY WITH COASTAL PETROLEUM'S DRILLING OBLIGATIONS.

WRITE OFF OF UNPROVED PROPERTIES TOTALED \$4,202,000 IN 2001. DURING THE YEAR 2001, THE COMPANY CONCLUDED THAT THE VALUE OF ITS LEASES HAS BEEN TAKEN AND ITS PROPERTY INTERESTS WERE IMPAIRED BY THE ACTIONS TAKEN BY THE STATE OF FLORIDA AND THEREFORE, HAS RECORDED AN IMPAIRMENT CHARGE TO REFLECT THE WRITE OFF OF THESE COSTS. ALL FUTURE COSTS INCURRED IN CONNECTION WITH THE COMPANY'S FLORIDA LEASES WILL BE EXPENSED AS INCURRED.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

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The Company does not have any significant exposure to market risk as the only market risk sensitive instruments are its investments in marketable securities. At December 31, 2002, the carrying value of such investments (including those classified as cash and cash equivalents) was approximately \$199,000, the fair value was \$199,000 and the face value was \$200,000. Since the Company expects to hold the investments to maturity, the maturity value should be realized.

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### ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

#### REPORT OF INDEPENDENT AUDITORS

The Board of Directors  
Coastal Caribbean Oils & Minerals, Ltd.

We have audited the accompanying consolidated balance sheets of Coastal Caribbean Oils & Minerals, Ltd. (a development stage company) as of December 31, 2002 and 2001, and the related consolidated statements of operations, cash flows, and common stock and capital in excess of par value for each of the three years in the period ended December 31, 2002 and for the period from January 31, 1953 (inception) to December 31, 2002. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. 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 audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Coastal Caribbean Oils & Minerals, Ltd. at December 31, 2002 and 2001, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2002 and for the period from January 31, 1953 (inception) to December 31, 2002 in conformity with accounting principles generally accepted in the United States.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As more fully described in Notes 1 and 4 to the consolidated financial statements, the Company has a working capital deficiency, has incurred recurring losses and has a deficit accumulated during the development stage. In addition, the Company has been and continues to be involved in several legal proceedings against the State of Florida which have limited the Company's ability to commence development activities on its unproved oil or gas properties or obtain compensation for certain property rights it believes have been confiscated. These situations raise substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or amounts and classification of liabilities that may result from the outcome of these uncertainties.

/s/ Ernst & Young LLP

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Stamford, Connecticut  
February 12, 2003

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COASTAL CARIBBEAN OILS & MINERALS, LTD.  
(A Bermuda Corporation)  
A Development Stage Company

CONSOLIDATED BALANCE SHEETS  
(Expressed in U.S. dollars)

|  | December 31, |              |
|--|--------------|--------------|
|  | 2002         | 2001         |
|  | -----        | -----        |
| <b>ASSETS</b>  |              |              |
| Current assets:  |              |              |
| Cash and cash equivalents                                      | \$ 292,095   | \$ 609,024   |
| Interest and accounts receivable                               | 4,068        | 8,604        |
| Notes receivable   | --           | 15,000       |
| Prepaid expenses   | 410,632      | 353,596      |
|  | -----        | -----        |
| Total current assets   | 706,795      | 986,224      |
|  | -----        | -----        |
| Unproved oil, gas and mineral properties<br>(full cost method) | --           | --           |
| Contingent litigation claim (Note 4)                           | --           | --           |
| Other assets   | --           | 90,391       |
|  | -----        | -----        |
| Total assets   | \$ 706,795   | \$ 1,076,615 |
|  | =====        | =====        |
| <b>LIABILITIES AND SHAREHOLDERS' (DEFICIT) EQUITY</b>          |              |              |
| Current liabilities:   |              |              |
| Accounts payable   | 913,480      | 71,677       |
| Accrued liabilities  | 1,605        | 162,730      |
| Amounts due to related parties                                 | 621,618      | 124,214      |
|  | -----        | -----        |
| Total current liabilities                                      | 1,536,703    | 358,621      |
|  | -----        | -----        |
| Minority interests   | --           | --           |
| Shareholders' (deficit) equity:                                |              |              |
| Common stock, par value \$.12 per share:                       |              |              |
| Authorized - 250,000,000 shares                                |              |              |
| Outstanding - 46,211,604 and 43,468,329                        |              |              |
| shares, respectively   | 5,545,392    | 5,216,199    |
| Capital in excess of par value                                 | 32,067,811   | 31,497,362   |
|  | -----        | -----        |
|  | 37,613,203   | 36,713,561   |

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|  |              |              |
|--|--------------|--------------|
| Deficit accumulated during the development stage | (38,443,111) | (35,995,567) |
| Total shareholders' (deficit) equity             | (829,908)    | 717,994      |
| Total liabilities and shareholders' equity       | \$ 706,795   | \$ 1,076,615 |

See accompanying notes.

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COASTAL CARIBBEAN OILS & MINERALS, LTD.  
(A Bermuda Corporation)  
A Development Stage Company

CONSOLIDATED STATEMENTS OF OPERATIONS  
(Expressed in U.S. Dollars)

|  | Years ended December 31, |                |                | For      |
|--|--------------------------|----------------|----------------|----------|
|  | 2002                     | 2001           | 2000           | period   |
| INTEREST AND OTHER INCOME  | \$ 7,357                 | \$ 78,432      | \$ 62,544      | Jan. 3   |
| EXPENSES:  |                          |                |                | (ince    |
| Legal fees and costs   | 1,549,178                | 1,670,446      | 633,521        | t        |
| Administrative expenses  | 662,390                  | 533,579        | 535,325        | Dec. 3   |
| Salaries   | 151,800                  | 151,800        | 151,800        | (Rest    |
| Shareholder communications   | 32,286                   | 105,863        | 107,852        |          |
| Write off of unproved properties   | 59,247                   | 4,201,733      | --             |          |
| Exploration costs  | --                       | 480            | 19,598         |          |
| Lawsuit judgments  | --                       | --             | --             |          |
| Minority interests   | --                       | --             | --             |          |
| Other  | --                       | --             | --             |          |
| Contractual services   | --                       | --             | --             |          |
|  | 2,454,901                | 6,663,901      | 1,448,096      | 42,3     |
| NET LOSS   | \$ (2,447,544)           | \$ (6,585,469) | \$ (1,385,552) |          |
| Deficit accumulated during the development stage   |                          |                |                | \$ (38,4 |
| Net loss per share based on weighted average number of shares outstanding during the period: |                          |                |                |          |
| Basic and diluted EPS  | \$ (.05)                 | \$ (.15)       | \$ (.03)       |          |

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|  |            |            |            |
|--|------------|------------|------------|
|  | =====      | =====      | =====      |
| Weighted average number of shares<br>outstanding (basic and diluted) | 44,734,456 | 43,468,329 | 40,843,736 |
|  | =====      | =====      | =====      |

See accompanying notes.

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COASTAL CARIBBEAN OILS & MINERALS, LTD.  
(A Bermuda Corporation)  
A Development Stage Company

CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Expressed in U.S. Dollars)

|  | Years ended December 31, |                |                |
|--|--------------------------|----------------|----------------|
|  | 2002                     | 2001           | 2000           |
|  | -----                    | -----          | -----          |
| OPERATING ACTIVITIES:  |                          |                |                |
| Net loss   | \$ (2,447,544)           | \$ (6,585,469) | \$ (1,385,000) |
| Adjustments to reconcile net loss to net cash<br>used in operating activities:                                 |                          |                |                |
| Minority interest  | --                       | --             | --             |
| Write off of unproved properties   | --                       | 4,201,733      | --             |
| Common stock issued for services   | --                       | --             | --             |
| Compensation recognized for stock option grant   | --                       | --             | 75,000         |
| Recoveries from previously written off properties  | --                       | 252,173        | --             |
| Net change in:   |                          |                |                |
| Interest and accounts receivable   | 4,536                    | 32,916         | (15,000)       |
| Prepaid expenses   | (57,036)                 | (29,699)       | 28,000         |
| Accrued liabilities  | 1,178,082                | 165,445        | 124,000        |
| Other assets   | 90,391                   | (62,525)       | --             |
| Net cash used in operating activities  | (1,231,571)              | (2,277,599)    | (1,173,000)    |
| INVESTING ACTIVITIES:  |                          |                |                |
| Additions to oil, gas, and mineral properties<br>net of assets acquired for common stock and<br>reimbursements | --                       | (57,051)       | (48,000)       |
| Proceeds from relinquishment of surface rights   | --                       | --             | --             |
| Marketable securities (net)  | --                       | --             | 390,000        |
| Notes receivable   | 15,000                   | (15,000)       | --             |
| Purchase of fixed assets   | --                       | --             | (61,000)       |
| Net cash provided by (used in) investing activities  | 15,000                   | (72,051)       | 342,000        |



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### FINANCING ACTIVITIES:

|  |            |             |          |
|--|------------|-------------|----------|
| Sale of common stock, net of expenses                | 899,642    | --          | 3,138    |
| Shares issued upon exercise of options               | --         | --          |          |
| Sale of shares by subsidiary                         | --         | --          |          |
| Sale of subsidiary shares                            | 3,720,000  |             |          |
|  | -----      | -----       | -----    |
| Net cash provided by financing activities            | 899,642    | 3,138,765   | 35,734   |
|  | -----      | -----       | -----    |
| Net increase (decrease) in cash and cash equivalents | (316,929)  | (2,349,650) | 2,307    |
| Cash and cash equivalents at beginning of period     | 609,024    | 2,958,674   | 651      |
|  | -----      | -----       | -----    |
| Cash and cash equivalents at end of period           | \$ 292,095 | \$ 609,024  | \$ 2,958 |
|  | =====      | =====       | =====    |

See accompanying notes.

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### COASTAL CARIBBEAN OILS & MINERALS, LTD.

(A Bermuda Corporation)

A Development Stage Company

### CONSOLIDATED STATEMENT OF COMMON STOCK

AND CAPITAL IN EXCESS OF PAR VALUE

(Expressed in U.S. dollars)

For the period from January 31, 1953 (inception) to December 31, 2002

|   | Number of<br>Shares | Common<br>Stock | Capital<br>Exces<br>of Par V |
|---|---------------------|-----------------|------------------------------|
|   | -----               | -----           | -----                        |
| Shares issued for net assets and unrecovered costs<br>at inception  | 5,790,210           | \$ 579,021      | \$ 1,542                     |
| Sales of common stock   | 26,829,486          | 3,224,014       | 16,818                       |
| Shares issued upon exercise of stock options  | 510,000             | 59,739          | 799                          |
| Market value (\$2.375 per share) of shares issued in<br>1953 to acquire an investment   | 54,538              | 5,454           | 124                          |
| Shares issued in 1953 in exchange for 1/3rd of a 1/60th<br>overriding royalty (sold in prior year) in nonproducing<br>Leases of Coastal Petroleum | 84,210              | 8,421           |                              |
| Market value of shares issued for services rendered<br>During the period 1954-1966  | 95,188              | 9,673           | 109                          |
| Net transfers to restate the par value of common stock<br>outstanding in 1962 and 1970 to \$0.12 per share  | --                  | 117,314         | (117)                        |
| Increase in Company's investment (equity) due to<br>capital transactions of Coastal Petroleum in 1976   | --                  | --              | 117                          |
|   | -----               | -----           | -----                        |
| Balance at December 31, 1990  | 33,363,632          | 4,003,636       | 19,395                       |
| Sale of subsidiary shares   | --                  | --              | 300                          |
|   | -----               | -----           | -----                        |
| Balance at December 31, 1991  | 33,363,632          | 4,003,636       | 19,695                       |
| Sale of subsidiary shares   | --                  | --              | 390                          |
|   | -----               | -----           | -----                        |
| Balance at December 31, 1992  | 33,363,632          | 4,003,636       | 20,085                       |
| Sale of subsidiary shares   | --                  | --              | 1,080                        |
|   | -----               | -----           | -----                        |

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|  |            |             |           |
|--|------------|-------------|-----------|
| Balance at December 31, 1993                   | 33,363,632 | 4,003,636   | 21,165    |
| Sale of subsidiary shares                      | --         | --          | 630       |
|  | -----      | -----       | -----     |
| Balance at December 31, 1994                   | 33,363,632 | 4,003,636   | 21,795    |
| Sale of subsidiary shares                      | --         | --          | 600       |
|  | -----      | -----       | -----     |
| Balance at December 31, 1995                   | 33,363,632 | 4,003,636   | 22,395    |
| Sale of common stock                           | 6,672,726  | 800,727     | 5,555     |
| Sale of subsidiary shares                      | --         | --          | 480       |
| Exercise of stock options                      | 10,000     | 1,200       | 12        |
|  | -----      | -----       | -----     |
| Balance at December 31, 1996                   | 40,046,358 | 4,805,563   | 28,442    |
| Sale of subsidiary shares                      | --         | --          | 240       |
| Exercise of stock options                      | 10,000     | 1,200       | 10        |
|  | -----      | -----       | -----     |
| Balance at December 31, 1997, 1998 and 1999    | 40,056,358 | 4,806,763   | 28,693    |
| Sale of common stock                           | 3,411,971  | 409,436     | 2,729     |
| Compensation recognized for stock option grant | --         | --          | 75        |
|  | -----      | -----       | -----     |
| Balance at December 31, 2000 and 2001          | 43,468,329 | 5,216,199   | 31,497    |
| Sale of common stock                           | 2,743,275  | 329,193     | 570       |
|  | -----      | -----       | -----     |
| Balance as of December 31, 2002                | 46,211,604 | \$5,545,392 | \$ 32,067 |
|  | =====      | =====       | =====     |

See accompanying notes.

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COASTAL CARIBBEAN OILS & MINERALS, LTD.  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 DECEMBER 31, 2002

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Consolidation

The accompanying consolidated financial statements include the accounts of Coastal Caribbean Oils & Minerals, Ltd., a Bermuda corporation (Coastal Caribbean) and its majority owned subsidiary, Coastal Petroleum Company (Coastal Petroleum), referred to collectively as the Company. The Company, which has been engaged in a single industry and segment, is considered to be a development stage company since its exploration for oil, gas and minerals has not yielded any significant revenue or reserves. All intercompany transactions have been eliminated. Certain prior year amounts have been reclassified to conform with the current year presentation.

Cash and cash equivalents

The Company considers all highly liquid short-term investments with maturities of three months or less at the date of acquisition to be cash equivalents. Cash and cash equivalents are carried at cost which approximates market value. The components of cash and cash equivalents are as follows:

| December 31, |       |
|--------------|-------|
| -----        | ----- |
| 2002         | 2001  |
| -----        | ----- |

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|                       |           |           |
|-----------------------|-----------|-----------|
| Cash                  | \$ 92,777 | \$111,682 |
| Marketable securities | 199,318   | 497,342   |
|                       | -----     | -----     |
|                       | \$292,095 | \$609,024 |
|                       | =====     | =====     |

### Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. The outcome of the litigation and the ability to develop the Company's oil and gas properties will have a significant effect on the Company's financial position and results of operations. Actual results could differ from those estimates.

### Unproved Oil, Gas and Mineral Properties

The Company follows the full cost method of accounting for its oil and gas properties. All costs associated with property acquisition, exploration and development activities whether successful or unsuccessful are capitalized.

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COASTAL CARIBBEAN OILS & MINERALS, LTD.  
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### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Since the Company's properties were undeveloped and nonproducing and the subject of litigation, capitalized costs were not being amortized, however, as more fully described in Note 3, these costs were written off in 2001.

The capitalized costs are subject to a ceiling test which basically limits such costs to the aggregate of the estimated present value discounted at a 10% rate of future net revenues from proved reserves, based on current economic and operating conditions, plus the lower of cost or fair market value of unproved properties.

The Company assesses whether its unproved properties are impaired on a periodic basis. This assessment is based upon work completed on the properties to date, the expiration date of its leases and technical data from the properties and adjacent areas. These properties are subject to extensive litigation with the State of Florida.

During the year 2001, the Company concluded that its leases had been taken and its property interests were impaired by the actions taken by the State of Florida and therefore, had recorded an impairment charge to reflect the write off of the costs of unproved oil, gas and minerals properties. See Note 4. Litigation. All costs incurred in 2002 in connection with the Company's Florida leases have been expensed as incurred (as will be all future costs).

### Sale of Subsidiary Shares

All amounts realized from the sale of Coastal Petroleum shares have been credited to capital in excess of par value.

### Loss Per Share

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Loss per common share is based upon the weighted average number of common and common equivalent shares outstanding during the period. The Company's basic and diluted calculations of EPS are the same because the exercise of options is not assumed in calculating diluted EPS, as the result would be anti-dilutive (the Company has continuing losses).

### Financial instruments

The carrying value for cash and cash equivalents, accounts receivable, and accounts payable approximates fair value based on anticipated cash flows and current market conditions.

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COASTAL CARIBBEAN OILS & MINERALS, LTD.  
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### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

#### Stock Options

The Company adopted the disclosure provisions of Statement of Financial Accounting Standards (SFAS or Statement) No. 148, "Accounting for Stock-Based Compensation -- Transition and Disclosure", which amends SFAS No. 123, "Accounting for Stock-Based Compensation", in 2002. SFAS No. 148 provides alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation, which was originally provided under SFAS No. 123. The Statement also improves the timeliness of disclosures by requiring the information to be included in interim as well as annual financial statements. The adoption of these disclosure provisions had no impact on the Company's 2002 consolidated results of operations, financial position or cash flows.

At December 31, 2002, the Company maintains one stock-based employee compensation plan (see note 6, Stock Option Plan). The Company accounts for the employee stock compensation plan in accordance with the intrinsic value-based method prescribed by Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees. No stock-based employee compensation expense is reflected in net loss as all options granted under the plans have an exercise price equal to the fair market value of the underlying common stock on the date of grant.

Consistent with the method described in SFAS No. 123, if compensation expense for the Company's plan had been determined based on the fair value at the grant dates for awards under its plan, net loss and net loss per share would have been increased to the proforma amount indicated below. For the purposes of pro forma disclosures, the estimated fair value of the stock options is expensed in the year of grant since the options are immediately exercisable. The Company's pro forma information follows:

|  | Amount         |
|--|----------------|
|  | -----          |
| Net loss as reported - December 31, 2000 | \$ (1,385,522) |
| Stock option expense                     | (450,000)      |
|  | -----          |
| Pro forma net loss - December 31, 2000   | \$ (1,835,522) |

## Going Concern

The Company has a working capital deficiency, has a limited amount of cash and cash equivalents, has incurred recurring losses and has a deficit accumulated during the development stage. Furthermore, on January 16, 2001, Coastal Petroleum filed a complaint in the Leon County Circuit Court in Florida against the State of Florida seeking compensation for the State's taking of its property rights to explore for oil and gas within its Lease 224-A. On November

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COASTAL CARIBBEAN OILS & MINERALS, LTD.  
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## 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

15, 2002, the Trial Court issued its Final Judgment that the State's denial of a permit to drill on Coastal Petroleum's Lease 224-A did not constitute an unlawful taking of Coastal Petroleum's property. The cost of that litigation has been substantial and has required the Company to obtain additional capital. On June 17, 2002, the Company commenced a rights offering for the sale of its common stock to its shareholders. The offering was concluded on July 31, 2002 and the Company realized gross proceeds of approximately \$1,372,000 (\$900,000 after expenses of the offering of approximately \$472,000) on the sale of 2,743,000 shares at \$.50 per share. The Company believes the funds on hand at December 31, 2002 are sufficient to fund the Company's operations through July 2003, provided that payments to the Company's litigation counsel and to the Company's salaried employee are deferred and provided further that payments to other Company counsel are also deferred. In addition, an estimated amount of approximately \$185,000 would be necessary to fund the Company's operations through December 31, 2003, assuming these deferrals continue. This amount would be approximately \$650,000 if such deferrals do not continue. Since October 2002, Coastal Caribbean and Coastal Petroleum have attempted to raise funds from the other shareholders of Coastal Petroleum and from others. With the exception of the sale subsequent to year end by Coastal Petroleum of two shares of its common stock for \$25,000 per share to a non-shareholder of Coastal Petroleum and non-binding indications of interest in purchasing shares from Coastal Petroleum by other potential purchasers, those efforts have been unsuccessful. These situations raise substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or amounts and classification of liabilities that may result from the outcome of these uncertainties.

## 2. COASTAL PETROLEUM COMPANY - MINORITY INTERESTS

In 1992, Coastal Caribbean granted Lykes Minerals Corp. (Lykes), a wholly owned subsidiary of Lykes Bros. Inc., an option to acquire 78 shares of Coastal Petroleum at \$40,000 per share. Lykes exercised all of its options to purchase Coastal Petroleum shares at a total cost of \$3,120,000 and as of December 31, 2002 and 2001, held 26.7% of Coastal Petroleum.

The Lykes agreement provides that Lykes is entitled to exchange each Coastal Petroleum share for 100,000 Coastal Caribbean shares, subject to adjustment for dilution and other factors. If fully exercised, that entitlement would leave Lykes with about 15% of Coastal Caribbean's outstanding shares. Lykes also has the right to exchange Coastal Petroleum shares for overriding

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royalty interests in Coastal Petroleum's properties. If Lykes were to exchange its 26.7% interest in Coastal Petroleum for a royalty interest, its overriding royalty interest in Coastal Petroleum's working-interest acreage would be 3.3%.

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### 2. COASTAL PETROLEUM COMPANY - MINORITY INTERESTS (CONT'D)

As of December 31, 2002 and 2001, Coastal Petroleum shares were owned as follows:

|                   | Shares | %     |
|-------------------|--------|-------|
|                   | -----  | ----- |
| Coastal Caribbean | 173    | 59.3  |
| Lykes             | 78     | 26.7  |
| Others            | 41     | 14.0  |
|                   | ---    | ----  |
|                   | 292    | 100.0 |
|                   | ===    | ===== |

Coastal Caribbean has been making loans to Coastal Petroleum, its majority owned subsidiary, in order for Coastal Petroleum to continue the Florida Litigation and pay its operating expenses. At December 31, 2002, the amount of these loans totaled \$21,784,798 and the accumulated interest on the loans totaled \$7,424,867 for a total indebtedness of \$29,209,665. All such loans and interest have been eliminated in consolidation, as Coastal Caribbean is required to record 100% of the losses of Coastal Petroleum because the minority interests have been fully liquidated and have no further obligation to fund Coastal Petroleum.

### 3. UNPROVED OIL, GAS AND MINERAL PROPERTIES

Coastal Petroleum holds three unproved and nonproducing oil, gas and mineral leases granted by the Trustees of the Internal Improvement Fund of the State of Florida (Trustees). These leases cover submerged and unsubmerged lands, principally along the Florida Gulf Coast, and certain inland lakes and rivers throughout the State.

The two leases bordering the Gulf Coast have been divided into three areas, each running the entire length of the coastline from Apalachicola Bay to the Naples area. Coastal Petroleum has certain royalty interests in the inner area, no interest in the middle area and a 100% working interest in the outside area.

Coastal Petroleum also has a 100% working interest in Lake Okeechobee, and a royalty interest in other areas. Coastal Petroleum has agreed not to conduct exploration, drilling, or mining operations on said lake, except with prior approval of the Trustees.

The three leases have a term of 40 years from January 6, 1976 and require the payment of annual lease rentals of totaling \$59,247; if oil, gas or minerals are being produced in economically sustainable quantities at January 6, 2016, these operations will be allowed to continue until they become uneconomic. The drilling requirements are governed by Chapter 20680, Laws of Florida, Acts

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of 1941. Under the 1941 Act, a lessee is required to drill at least one test well on lands leased in each five year period under the term of the lease. The Company believes that it is current in fulfilling its drilling requirements.

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### 3. UNPROVED OIL, GAS AND MINERAL PROPERTIES (CONT'D)

The working interest areas of the three leases are subject to royalties payable to the Trustees of 12-1/2% on oil and gas, \$.50 per long ton of sulfur and 10% on other minerals. The leases are subject to additional overriding royalties which aggregate 1/16th as to oil, gas and sulfur and 13/600ths as to other minerals.

During the year 2001, the Company concluded that its property interests were impaired by the actions taken by the State of Florida and therefore recorded an impairment charge in the amount of \$4,201,733 to reflect the write off of these costs. See Note 4. Litigation. Although these costs have been written off, the Company still has legal title to the leases and will continue to pay annual lease rentals on the leases.

### 4. LITIGATION

#### Florida Litigation

Coastal Petroleum has been involved in various lawsuits for many years. Coastal Petroleum's current litigation (Florida Litigation) now involves one basic claim: whether the State's denial of a permit constitutes a taking of Coastal Petroleum's property. In addition, Coastal Caribbean is a party to another action in which Coastal Caribbean claims that certain of its royalty interests have been confiscated by the State.

In 1990, the State of Florida enacted legislation that prohibits drilling or exploration for oil or gas on Florida's offshore acreage. Although the law does not apply to areas where Coastal Petroleum is entitled to conduct exploration, the State of Florida has effectively prevented any exploratory drilling by denying the Company's application for drilling permits. In addition, in those areas where Coastal Petroleum has only a royalty interest, the law also effectively prohibits production of oil and gas, rendering it impossible for Coastal Petroleum to collect royalties from those areas. During 1998, Coastal Petroleum exhausted its legal remedies in its efforts to obtain compensation for the drilling prohibition on its royalty interest acreage.

#### Lease Taking Case (Lease 224-A)

On June 26, 2000, the First District Court of Appeal affirmed an earlier ruling that the Florida Department of Environmental Protection (DEP) could deny Coastal Petroleum a permit to drill an exploratory well about nine miles south of St. George Island in the Florida Panhandle. While the appeals court held that the DEP could take such action on the basis of a compelling public purpose in not allowing offshore oil and gas drilling in Florida, the court also found that the DEP's action would be unconstitutional "if just compensation is not paid for what is taken." The

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## 4. LITIGATION (CONT'D)

appeals court stated that whether the denial of the permit constituted a taking of Coastal Petroleum's property should be determined by the Circuit Court.

On January 16, 2001, Coastal Petroleum Company filed a complaint in the Leon County Circuit Court in Florida against the State of Florida seeking compensation for the State's taking of its property rights to explore for oil and gas within its Lease 224-A.

On February 13, 2001, certain holders of royalties pertaining to Lease 224-A filed a Motion to Intervene as Additional Plaintiffs. On April 24, 2001, the Leon County Circuit trial judge granted certain royalty holders with overriding royalties, which aggregate approximately 4% on State Lease 224-A, the right to intervene on a limited basis in the takings lawsuit. On May 22, 2001, the royalty holders appealed the Circuit Court's order granting them limited intervention to the First District Court of Appeal, claiming the order denied them the right to fully participate in the case until after final judgment and that the court erroneously found that the royalty holders lack an ownership interest in Coastal Petroleum's lease. On June 12, 2001, the Court of Appeal ordered the royalty holders to show cause why the appeal should not be dismissed for lack of jurisdiction. The royalty holders filed a response to the Court of Appeal on June 21, 2001, Coastal Petroleum filed its reply on July 2, 2001 and the State of Florida filed its reply on July 5, 2001. The Court of Appeal dismissed the appeal without jurisdiction on March 28, 2002.

Counsel for the appealing royalty holders has advised Coastal Petroleum that the royalty holders' position is that their interest is worth substantially more than 4% of whatever judgment may be awarded to Coastal Petroleum in the litigation and that they intend to make a claim against any recovery Coastal Petroleum may obtain in the litigation. Coastal Petroleum has informed the Circuit Court and counsel for the royalty holders that Coastal Petroleum is not making any claim in the litigation on behalf of any interest the royalty holders may have.

On October 8, 2002, after a two week trial the trial court in the takings litigation orally ruled from the bench that the State's denial of a permit to drill on Coastal Petroleum's Lease 224-A did not constitute an unlawful taking of Coastal Petroleum's property. On November 15, 2002, the trial court issued its Final Judgment that the State's denial of a permit to drill on Coastal Petroleum's Lease 224-A did not constitute an unlawful taking of Coastal Petroleum's property.

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## 4. LITIGATION (CONT'D)

Coastal Petroleum Company filed a notice of appeal of the Final Judgment to the Florida First District Court of Appeal on November 18, 2002 and filed its initial brief on February 10, 2003. The intervenors (described above) joined the appeal of the Final Judgment and appealed the ruling on their motion to intervene. The intervenors filed their brief on February 10, 2003. As of March 10, 2003, the State had not filed its answer brief.

On December 13, 2002, the State filed a motion for an order by the trial court by which the State seeks to recover \$178,315 from Coastal Petroleum,



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including expert witness fees, deposition costs and copying costs. On December 20, 2002, Coastal Petroleum filed objections and responses to the State's motion, objecting to the costs and requesting an evidentiary hearing. In the opinion of Company's litigation counsel, the State's motion for fees and costs is without merit. As of March 10, 2003, no hearing date has been set on the State's motion to recover costs. An award of costs by the trial court against Coastal Petroleum could be appealed by either party. Coastal Petroleum also would have the right to seek an automatic stay of any cost award rendered against it pending appeal of the award, by the posting of a bond deemed sufficient by the trial court.

### Royalty Taking Case

The offshore areas covered by Coastal Petroleum's original leases (prior to the 1976 Settlement Agreement) are subject to certain other royalty interests held by third parties, including Coastal Caribbean. In 1994, several of those third parties, including Coastal Caribbean which has approximately a 12% interest in any recovery, have instituted a separate lawsuit against the State. That lawsuit claims that the royalty holders' interests have been confiscated as a result of the State's actions discussed above and that they are entitled to compensation for that taking.

The royalty holders were not parties to the 1976 Settlement Agreement, and the royalty holders contend that the terms of the Settlement Agreement do not protect the State from taking claims by those royalty holders. The case is currently pending before the Circuit Court in Tallahassee. On December 2, 1999, the Circuit Court denied the State's motion to dismiss the plaintiffs' claim of inverse condemnation but dismissed several other claims.

On May 10, 2000, the State filed a motion for summary judgment but no hearing date has been set for the motion. Discovery is proceeding.

Any recovery made in the royalty holders' lawsuit would be shared among the various plaintiffs in that lawsuit, including Coastal Caribbean, but not Coastal Petroleum.

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#### 4. LITIGATION (CONT'D)

##### Lease Taking Case (Lease 224-B)

On May 21, 2002, Coastal Petroleum filed a complaint in the Leon County Circuit Court, Florida against the State of Florida seeking compensation for the State's alleged taking of its property rights to explore for oil and gas within its State Lease 224-B. The lease encompasses more than 400,000 acres off the West Coast of Florida in the Gulf of Mexico. On July 22, 2002, a motion by the State of Florida to dismiss the case was heard. The court denied the State's motion to dismiss the case on August 30, 2002. The case is currently pending and is in the discovery stage.

##### Counsel

The Tampa, Florida law firm of Gaylord Merlin Ludovici Diaz & Bain (Gaylord Merlin) was Coastal Petroleum's principal trial counsel in Coastal Petroleum's inverse condemnation claim against the State of Florida in Florida Circuit Court. Mr. Cary Gaylord is the lead attorney for Gaylord Merlin. In addition, the law firm of Angerer & Angerer of Tallahassee, Florida assisted

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Gaylord Merlin in the litigation. Robert Angerer, Sr., a member of the firm, was elected director of Coastal Caribbean and Coastal Petroleum on January 30, 2003 and a Vice President of Coastal Caribbean and Coastal Petroleum on February 28, 2003. Angerer & Angerer is the principal counsel in the appeal of the Taking Case (Lease 224-A) and the principal trial counsel in Coastal Petroleum's inverse condemnation claim regarding Lease 224-B.

### Statutory Attorneys' Fees

Chapter 73 of Florida law provides in eminent domain proceedings (which would include Coastal Petroleum's taking claim) that, in addition to the award made to the property owner, the court shall award attorneys' fees based on the difference between the final judgment or settlement and the first written offer made to the property owner by the State in accordance with the following schedule:

1. Thirty-three percent of any difference up to \$250,000; plus
2. Twenty-five percent of any portion of the difference between \$250,000 and \$1 million; plus
3. Twenty percent of any portion of the difference exceeding \$1 million.

### Contingency Fees

Coastal Petroleum has agreed to pay an aggregate of 8.65% in contingent fees based on any net recovery from execution on or satisfaction of judgment or

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### 4. LITIGATION (CONT'D)

from settlement of the Florida litigation to various law firms and current or former officers of the Company.

The following contingencies have been granted to related parties:

| Holder<br>-----    | Relationship to Coastal Petroleum at<br>Date of Grant<br>----- | Net Recovery<br>Percentage<br>----- |
|--------------------|--|-------------------------------------|
| Benjamin W. Heath  | Chairman of the Board  | 1.25                                |
| Phillip W. Ware    | President  | 1.25                                |
| Robert J. Angerer  | Litigation Counsel   | 1.50                                |
| Murtha Cullina LLP | Securities Counsel to Coastal Caribbean                        | 1.00                                |
| James R. Joyce     | Assistant Treasurer  | .30                                 |
| Total              |  | -----<br>5.30<br>=====              |

In addition, Coastal Petroleum has agreed to pay Gaylord Merlin a contingent fee in connection with compensation awarded to Coastal Petroleum for the taking of Lease 224-A, Lease 224-B and Lease 248 equal to the greater of:

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(a) approximately 90% of the statutory award of attorneys' fees (discussed above), less the hourly fees paid to Gaylord Merlin, or

(b) ten percent of the first \$100 million or portion thereof of the compensation received by Coastal Petroleum from the State as compensation for the taking of its property, plus five percent of such compensation in excess of \$100 million, less

- (i) the hourly fees paid to Gaylord Merlin and
- (ii) other costs of the litigation as follows:
  - (a) if compensation to Coastal Petroleum is less than \$55 million, there shall be no deduction of other costs;
  - (b) if compensation to Coastal Petroleum is equal to or greater than \$55 million, then for each \$5 million increase there shall be a deduction of \$200,000 of other costs up to \$100 million;
  - (c) for each \$5 million increase in compensation to Coastal Petroleum over \$100 million up to total compensation of \$160 million, there shall be a deduction of \$100,000 of other costs; and

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#### 4. LITIGATION (CONT'D)

- (d) for compensation to Coastal Petroleum over \$160 million, there shall be a deduction of all costs of the litigation which are not recovered from the State (which shall not include any fees of Mr. Angerer or Mr. Aurell). Uncertainty

Coastal Petroleum and/or Coastal Caribbean may not prevail on any of the issues set forth above and may not recover compensation for any of their claims. In addition, even if Coastal Petroleum were to prevail on any or all of the issues to be decided, Coastal Caribbean or Coastal Petroleum may not have sufficient financial resources to survive until such decisions become final. In the event that the State of Florida were to grant a permit to drill any wells for which applications have been filed, the wells drilled may not be successful and lead to production of any oil or gas in commercial quantities.

#### 5. COMMON STOCK

The Company's Bye-Law No. 21 provides that any matter to be voted upon must be approved not only by a majority of the shares voted at such meeting, but also by a majority in number of the shareholders present in person or by proxy and entitled to vote thereon.

The Company has been financing its operations primarily from sales of common stock and sales of shares of Coastal Petroleum (See Note 2).

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On October 23, 2000, the Company completed the sale of 3,411,971 shares of its common stock to its shareholders at \$1.00 per share. The net proceeds to the Company were \$3,139,000 after deducting the approximate \$273,000 cost of the offering.

On July 31, 2002, the Company concluded the sale of 2,743,000 shares at \$.50 per share and realized gross proceeds of approximately \$1,372,000 (\$900,000 after expenses of the offering of \$90,391 incurred during 2001 and \$381,600 during 2002 for an aggregate of approximately \$472,000).

The costs incurred during 2001 in connection with the 2002 offering, totaling \$90,391, are included in other assets at December 31, 2001.

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5. COMMON STOCK (CONT'D)

The following represents shares issued upon sales of common stock:

| Year  | Number<br>of Shares | Common<br>Stock | Capital in Excess<br>of Par Value |
|-------|---------------------|-----------------|-----------------------------------|
| ----- | -----               | -----           | -----                             |
| 1953  | 300,000             | \$ 30,000       | \$ 654,000                        |
| 1954  | 53,000              | 5,300           | 114,365                           |
| 1955  | 67,000              | 6,700           | 137,937                           |
| 1956  | 77,100              | 7,710           | 139,548                           |
| 1957  | 95,400              | 9,540           | 152,492                           |
| 1958  | 180,884             | 18,088          | 207,135                           |
| 1959  | 123,011             | 12,301          | 160,751                           |
| 1960  | 134,300             | 13,430          | 131,431                           |
| 1961  | 127,500             | 12,750          | 94,077                            |
| 1962  | 9,900               | 990             | 8,036                             |
| 1963  | 168,200             | 23,548          | 12,041                            |
| 1964  | 331,800             | 46,452          | 45,044                            |
| 1965  | 435,200             | 60,928          | 442,391                           |
| 1966  | 187,000             | 26,180          | 194,187                           |
| 1967  | 193,954             | 27,153          | 249,608                           |
| 1968  | 67,500              | 9,450           | 127,468                           |
| 1969  | 8,200               | 1,148           | 13,532                            |
| 1970  | 274,600             | 32,952          | 117,154                           |
| 1971  | 299,000             | 35,880          | 99,202                            |
| 1972  | 462,600             | 55,512          | 126,185                           |
| 1973  | 619,800             | 74,376          | 251,202                           |
| 1974  | 398,300             | 47,796          | 60,007                            |
| 1975  | --                  | --              | (52,618)                          |
| 1976  | --                  | --              | (8,200)                           |
| 1977  | 850,000             | 102,000         | 1,682,706                         |
| 1978  | 90,797              | 10,896          | 158,343                           |
| 1979  | 1,065,943           | 127,914         | 4,124,063                         |
| 1980  | 179,831             | 21,580          | 826,763                           |
| 1981  | 30,600              | 3,672           | 159,360                           |
| 1983  | 5,318,862           | 638,263         | 1,814,642                         |

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|      |            |              |               |
|------|------------|--------------|---------------|
| 1985 | --         | --           | (36,220)      |
| 1986 | 6,228,143  | 747,378      | 2,178,471     |
| 1987 | 4,152,095  | 498,251      | 2,407,522     |
| 1990 | 4,298,966  | 515,876      | 26,319        |
| 1996 | 6,672,726  | 800,727      | 5,555,599     |
| 2000 | 3,411,971  | 409,436      | 2,729,329     |
| 2002 | 2,743,275  | 329,193      | 570,449       |
|      | -----      | -----        | -----         |
|      | 39,657,458 | \$ 4,763,370 | \$ 32,067,811 |
|      | =====      | =====        | =====         |

The following represents shares issued upon exercise of stock options:

| Year | Number<br>of Shares | Common<br>Stock | Capital in Excess<br>of Par Value |
|------|---------------------|-----------------|-----------------------------------|
| ---- | -----               | -----           | -----                             |
| 1955 | 73,000              | \$ 7,300        | \$175,200                         |
| 1978 | 7,000               | 840             | 6,160                             |
| 1979 | 213,570             | 25,628          | 265,619                           |
| 1980 | 76,830              | 9,219           | 125,233                           |
| 1981 | 139,600             | 16,752          | 227,548                           |
| 1996 | 10,000              | 1,200           | 12,300                            |
| 1997 | 10,000              | 1,200           | 10,050                            |
|      | -----               | -----           | -----                             |
|      | 530,000             | \$ 62,139       | \$822,110                         |
|      | =====               | =====           | =====                             |

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5. COMMON STOCK (CONT'D)

Coastal Caribbean has reserved 7,800,000 shares which may be issued in exchange for Coastal Petroleum shares, as described in Note 2.

6. STOCK OPTION PLAN

The Company has elected to follow Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" (APB No. 25) and related Interpretations in accounting for its stock options because the alternative fair value accounting provided under FASB Statement No. 123, "Accounting for Stock Based Compensation," requires use of option valuation models that were not developed for use in valuing stock options. Under APB No. 25, because the exercise price of the Company's stock options equals the market price of the underlying stock on the date of grant, no compensation expense is recognized.

During 1995, the Company adopted a Stock Option Plan covering 1,000,000 shares of the Company's common stock. On March 24, 2000, ten year options to purchase 700,000 shares of the Company's common stock were granted. A charge to legal expense in the amount of \$75,000 for the issuance of 100,000 options to legal counsel was recorded. The charge was calculated using a Black-Scholes option-pricing model with the same assumptions as discussed below. Options are normally immediately vested and exercisable. The following table summarizes

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stock option activity:

| OPTIONS OUTSTANDING   | NUMBER OF SHARES | EXERCISE PRICE |
|---|------------------|----------------|
| Outstanding and exercisable at December 31, 1999                | 527,000          | 1.33           |
| Expired   | (302,000)        |                |
| Granted   | 700,000          |                |
| -----   |                  |                |
| Outstanding and exercisable at December 31, 2000, 2001 and 2002 | 925,000          |                |
| =====   |                  |                |
| AVAILABLE FOR GRANT AT DECEMBER 31, 2002                        | 75,000           |                |
| =====   |                  |                |

### SUMMARY OF OPTIONS OUTSTANDING AT DECEMBER 31, 2002

| YEAR GRANTED | NUMBER OF SHARES | EXPIRATION DATE | EXERCISE PRICES (\$) |
|--------------|------------------|-----------------|----------------------|
| Granted 1998 | 225,000          | May 19, 2003    | 2.625                |
| Granted 2000 | 700,000          | Mar. 22, 2010   | .91                  |
| -----        |                  |                 |                      |
| Total        | 925,000          |                 |                      |
| =====        |                  |                 |                      |

Pro forma information regarding net income and earnings per share is required by FASB Statement No. 123, and has been determined as if the Company had accounted for its stock options under the fair value method of that Statement. The fair value for these options was estimated at the date of grant using a Black-Scholes option-pricing model.

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COASTAL CARIBBEAN OILS & MINERALS, LTD.  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 DECEMBER 31, 2002

#### 6. STOCK OPTION PLAN (CONT'D)

Option valuation models require the input of highly subjective assumptions including the expected stock price volatility. The assumptions used in the valuation model for 2000 were: risk free interest rate - 6.66%, expected life - 10 years, expected volatility - .741 and expected dividend - 0.

Because the Company's stock options have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its stock options.

#### 7. INCOME TAXES

Bermuda currently imposes no taxes on corporate income or capital gains outside of Bermuda. The Company's subsidiary, Coastal Petroleum, has U.S. net operating loss carry forwards for federal and state income tax purposes, which

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may be used to reduce its taxable income, if any, during future years which aggregated approximately \$12,106,000 at December 31, 2002 (\$13,218,000 at December 31, 2001) and expire in varying amounts from 2003 through 2022 as follows: \$824,000 in 2003, \$647,000 in 2004, \$550,000 in 2005, \$418,000 in 2006, \$549,000 in 2007, \$480,000 in 2009, \$571,000 in 2010, \$955,000 in 2011, \$1,281,000 in 2012, \$757,000 in 2018, \$622,000 in 2019, \$749,000 in 2020, \$1,884,000 in 2021 and \$1,819,000 in 2022. For financial reporting purposes, a valuation allowance has been recognized to offset the deferred tax assets relating to those carry forwards. Significant components of the Company's deferred tax assets were as follows:

|  | 2002         | 2001         |
|--|--------------|--------------|
|  | -----        | -----        |
| Net operating losses                     | \$ 4,557,000 | \$ 4,974,000 |
| Deferred intercompany interest deduction | 2,794,000    | 2,167,000    |
| Write off of unproved properties         | 1,831,000    | 1,831,000    |
|  | -----        | -----        |
| Total deferred tax assets                | 9,182,000    | 8,972,000    |
| Valuation allowance                      | (9,182,000)  | (8,972,000)  |
|  | -----        | -----        |
| Net deferred tax assets                  | \$ --        | \$ --        |
|  | =====        | =====        |

### 8. RELATED PARTIES

G&O'D INC provided accounting and administrative services, office facilities and support staff to the Company until December 2002. G&O'D INC is owned by Mr. James R. Joyce, who was the Treasurer and Assistant Secretary, until his retirement in December 2002. During 2002, 2001 and 2000, G&O'D billed fees of \$178,000, \$136,000 and \$155,000 respectively. The Company was billed approximately \$232,000 in 2002, \$105,000 in 2001 and \$195,000 in 2000 in fees by the law firm of Murtha Cullina LLP.

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COASTAL CARIBBEAN OILS & MINERALS, LTD.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2002

### 8. RELATED PARTIES (CONT.)

Mr. Timothy L. Largay, a partner of the firm of Murtha Cullina LLP, was a director and Vice President of the Company from January 15, 2001 until his resignation on October 7, 2002. The Company was billed \$288,000 in fees by Angerer & Angerer. Robert Angerer, Sr. was elected a director of Coastal Caribbean and of Coastal Petroleum on January 30, 2003 and a Vice President of Coastal Caribbean and Coastal Petroleum on February 28, 2003. At December 31, 2002, fees of \$126,000, \$220,000 and \$84,000 remain unpaid to G&OD, Murtha Cullina LLP and Angerer & Angerer, respectively. Notes receivable at December 31, 2001, represented a loan to an officer of the Company that was repaid in August 2002.

### 9. SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)

The following is a summary (in thousands, except for per share amounts) of the quarterly results of operations for the years ended December 31, 2002 and 2001:

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| 2002<br>----                                  | QTR 1<br>----- | QTR 2<br>----- | QTR 3<br>----- | QTR 4<br>----- |
|---|----------------|----------------|----------------|----------------|
|   | (\$)           | (\$)           | (\$)           | (\$)           |
| Total revenues                                | 4              | 1              | 2              |                |
| Expenses                                      | (557)          | (607)          | (860)          |                |
| Net loss                                      | (553)          | (606)          | (858)          |                |
| Per share (basic & diluted)                   | (.01)          | (.01)          | (.02)          |                |
| Weighted average number of shares outstanding | 43,468         | 43,468         | 45,525         | 46,000         |
|   | =====          | =====          | =====          | =====          |
|   |                |                |                |                |
| 2001<br>----                                  | QTR 1<br>----- | QTR 2<br>----- | QTR 3<br>----- | QTR 4<br>----- |
|   | (\$)           | (\$)           | (\$)           | (\$)           |
| Total revenues                                | 37             | 23             | 13             |                |
| Expenses                                      | (729)          | (623)          | (499)          | (4,000)        |
| Net loss                                      | (692)          | (600)          | (486)          | (4,000)        |
| Per share (basic & diluted)                   | (.02)          | (.01)          | (.01)          | (.01)          |
| Weighted average number of shares outstanding | 43,468         | 43,468         | 43,468         | 43,468         |
|   | =====          | =====          | =====          | =====          |

(\*) During the year 2001, the Company concluded that its property interests were impaired by the actions taken by the State of Florida and therefore, recorded an impairment charge in the amount of \$4,202 to reflect the write off of these costs.

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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE COMPANY

Directors

As of December 31, 2002, the board of directors included five members, two of whom, Messrs. Heath and Ware, also serve as executive officers. The board is divided into three classes, with each class serving a term of office of three years.



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| NAME<br>----       | POSITION<br>-----                        | BIOGRAPHICAL INFORMATION<br>-----   |
|--------------------|--|---|
| CLASS OF 2002      |  |   |
| Benjamin W. Heath* | Director<br>President                    | Mr. Heath has been a director since 1962. He also serves as Chairman and a director of Coastal Petroleum. He is also a director of Canada Southern Petroleum Ltd. Age eighty-six.   |
| Phillip W. Ware    | Director<br>Vice President               | Mr. Ware, a geologist, has been President and a director of Coastal Petroleum since 1985. Mr. Ware has been a director since 1985. Age fifty.   |
| CLASS OF 2003      |  |   |
| Graham B. Collis   | Director<br>Secretary<br>Audit Committee | Mr. Collis, a director since 1998, has been a member of the law firm of Conyers Dill & Pearman, Hamilton, Bermuda, our Bermuda counsel since 1995. Age forty-one.   |
| John D. Monroe     | Director<br>Audit Committee              | Mr. Monroe is a real estate broker and was formerly President of a real estate brokerage and development firm in Naples, Florida. Mr. Monroe, a director since 1981, is also a director of our subsidiary, Coastal Petroleum. Age seventy-five. |

\* Mr. Heath resigned as an officer and director of Coastal Caribbean and Coastal Petroleum effective February 28, 2003.

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CLASS OF 2004

| NAME<br>----      | POSITION<br>----- | BIOGRAPHICAL INFORMATION<br>-----   |
|-------------------|-------------------|---|
| Nicholas B. Dill* | Director          | Mr. Dill has been a consultant to the law firm of Conyers Dill & Pearman, Hamilton, Bermuda, our Bermuda counsel since 2000. Previously, Mr. Dill had been a member of the firm for many years. Mr. Dill, a director since 1997, is also a director of Worldwide Securities Ltd, Bermuda Electric Light Co. Ltd., Bermuda Waterworks Ltd. and SAL Ltd. Age sixty-eight. |

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\* Mr. Dill has advised the Company that he is resigning as a director of Coastal Caribbean on or about March 31, 2003.

Mr. Timothy L. Largay, a partner of the law firm of Murtha Cullina LLP, Hartford, Connecticut, was a director and Vice President of the Company from January 15, 2001 until his resignation on October 7, 2002.

Mr. Robert J. Angerer, Sr. was elected a director of Coastal Caribbean and Coastal Petroleum on January 30, 2003. He is a principal in the law firm of Angerer & Angerer, Tallahassee, Florida. He has been litigation counsel to Coastal Petroleum for more than twenty-five years.

### Executive Officers

Mr. Philip W. Ware has been President of Coastal Petroleum and Vice President of Coastal Caribbean for many years and became President of Coastal Caribbean effective March 1, 2003, and Mr. Robert J. Angerer, who became a director of Coastal Caribbean on January 30, 2003 and Vice President of Coastal Caribbean on February 27, 2003, are the two executive officers of the Company.

Our other officer is the Chief Financial Officer. All of the officers of Coastal Caribbean are elected annually by the board and report directly to it.

|                 |   |   |
|-----------------|---|---|
| Daniel W. Sharp | Treasurer,<br>Assistant<br>Secretary and<br>Chief<br>Financial<br>Officer | Mr. Sharp has been our Treasurer, Assistant Secretary and Chief Financial Officer since January 1, 2003. Mr. Sharp, age 53, is a Certified Public Accountant who has served closely held businesses based in Connecticut in various financial and accounting capacities during the past twenty years. |
|-----------------|---|---|

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Only Messrs. Heath and Ware received direct compensation for their services as officers of Coastal Caribbean or Coastal Petroleum. Mr. Heath devoted 50% and Mr. Ware devotes 100% of their professional time to the business and affairs of Coastal Caribbean and Coastal Petroleum. The other non executive officers devote a small percentage of their professional time as officers on behalf of the companies. Mr. Sharp estimates that he will devote 20% of his time to the Company in 2003.

All of the named companies are engaged in oil, gas or mineral exploration and/or development except where noted. The business experience described for each director or executive officer above covers the past five years.

We are not aware of any arrangements or understandings between any of the individuals named above and any other person by which any of the individuals named above was selected as a director and/or executive officer. We are not aware of any family relationship among the officers and directors of Coastal Caribbean or its subsidiary.

Compliance with Section 16(a) of the Securities Exchange Act of 1934

Section 16(a) of the Securities Exchange Act of 1934 requires the

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Company's executive officers, directors and persons who beneficially own more than 10% of the Company's Common Stock to file initial reports of beneficial ownership and reports of changes in beneficial ownership with the Securities and Exchange Commission (the "SEC"). Such persons are required by the SEC regulations to furnish the Company with copies of all Section 16(a) forms filed by such persons. Based solely on its copies of forms received by it, or written representations from certain reporting persons that no Form 5's were required for those persons, the Company believes that during the just completed fiscal year, its executive officers, directors, and greater than 10% beneficial owners complied with all applicable filing requirements.

### ITEM 11. EXECUTIVE COMPENSATION

The following table sets forth certain summary information concerning the compensation of the Company's two most highly-paid executive officers (the "Named Executive Officers"). No other executive officer earned compensation in excess of \$100,000 during the year 2002.

SUMMARY COMPENSATION TABLE

| Name and<br>Principal Position                                 | Annual Compensation |                 | Long Term<br>Compensation<br>Award<br>Securities<br>Underlying | All Other<br>Compensation (\$) |
|--|---------------------|-----------------|--|--------------------------------|
|  | Year                | Salary (1) (\$) | Options/SARs (#)   |                                |
| Benjamin W. Heath,<br>President and Chief<br>Executive Officer | 2002                | 40,000          | -  | 18,075 (2)                     |
|  | 2001                | 40,000          | 100,000  | 15,600 (2)                     |
|  | 2000                | 40,000          | -  | 15,550 (2)                     |
| Phillip W. Ware, Vice<br>President                             | 2002                | 92,000          | -  | 13,800 (3)                     |
|  | 2001                | 92,000          | 100,000  | 13,800 (3)                     |
|  | 2000                | 92,000          | -  | 13,800 (3)                     |

(1) Mr. Heath was only paid \$3,333 of his salary and \$2,050 in reimbursements.

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(2) Reimbursement for office expenses \$12,075 (of which \$10,025 has been deferred), \$12,075 in 2001 and \$9,600 in 2000, and payments to a SEP-IRA pension plan \$6,000 in 2002 (all of which has been deferred), \$6,000 in 2001 and 2000.

(3) Payment to SEP-IRA pension plan (all of which has been deferred in 2002).

Mr. Sharp is paid an hourly fee for his services to the Company and was paid \$3,500 in fees and \$108 in expenses during 2002.

### COMPENSATION OF DIRECTORS

All of our directors except for directors who are also executive officers are entitled to receive annual directors' fees in the amount of \$22,500. For the year 2002, Messrs. Collis, Dill, Largay and Monroe each received directors' fees of \$1,875 and deferred the receipt of the balance of the fees to which they were entitled.

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### STOCK OPTIONS

The following table provides information about unexercised stock options held by the Named Executive Officers at December 31, 2002:

#### AGGREGATED OPTION/SAR EXERCISES IN 2002 AND DECEMBER 31, 2002

#### OPTION/SAR VALUES

| Name                 | Shares<br>Acquired<br>On Exercise<br>(#) | Value<br>Realized(\$) | Number of Securities<br>Underlying Unexercised<br>Options/SARs (#)<br>at December 31, 2002 |               | Value of Unex-<br>ercised Options<br>at Decem- |
|----------------------|--|-----------------------|--|---------------|--|
|                      |  |                       | EXERCISABLE  | UNEXERCISABLE | BER 31, 2002                                   |
| Benjamin W.<br>Heath | -0-                                      | -0-                   | 100,000  | -             | -0-  |
| Benjamin W.<br>Heath | -0-                                      | -0-                   | 45,000   | -             | -0-  |
| Phillip W. Ware      | -0-                                      | -0-                   | 100,000  | -             | -0-  |
| Phillip W. Ware      | -0-                                      | -0-                   | 72,000   | -             | -0-  |

#### Compensation Committee Interlocks and Insider Participation

The entire board of directors constitutes the compensation committee. Phillip W. Ware is a director and President of Coastal Caribbean and Coastal Petroleum.

#### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

##### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

The following table provides information as to the number of shares of our stock owned beneficially at December 31, 2002 by each person who is known to be the beneficial owner of more than 5% of the outstanding shares of our common stock.

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| Name and Address of<br>Beneficial Owner   | Amount and Nature of<br>Beneficial Ownership |                             | Percent of Class |
|---|--|-----------------------------|------------------|
|   | Shares Held<br>Directly                      | Shares Subject<br>to Option |                  |
| Lykes Minerals Corp.<br>111 East Madison Street<br>P.O. Box 1690<br>Tampa, FL 33601 | -  | 7,800,000*                  | 14.4**           |

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\* Lykes Minerals Corp. has purchased a total of 78 shares of Coastal Petroleum which are convertible into 7,800,000 of our shares.

\*\* Assumes all outstanding options held by Lykes Mineral Corp are exercised to acquire our shares.

As of February 1, 2003, Mr. Robert J. Angerer, Sr. owned 2,207,487 shares , or 4.77%, of our common stock and his son, Mr. Robert J. Angerer, Jr., owned 2,206,914 shares, or 4.76%, of our common stock. Mr. Angerer, Sr. disclaims beneficial ownership of any shares owned by his son.

### SECURITY OWNERSHIP OF MANAGEMENT

The following table sets forth information as to the number of shares of the Company's common stock owned beneficially at February 1, 2003 by each director of the Company and by all directors and executive officers as a group:

| Name of Individual or Group<br>-----                                  | Amount and Nature of Beneficial<br>Ownership |         |                              |
|---|--|---------|------------------------------|
|   | Shares Held Directly<br>or                   |         | Percent<br>of Class<br>----- |
|   | Indirectly                                   | Options |                              |
| Graham B. Collis  | 85,000 (1)                                   | 112,000 | *                            |
| Nicholas B. Dill  | - (2)  | 124,000 | *                            |
| Benjamin W. Heath   | 20,000                                       | 145,000 | *                            |
| John D. Monroe  | 400  | 136,000 | *                            |
| Phillip W. Ware   | 3,791  | 172,000 | *                            |
| Robert J. Angerer, Sr.  | 2,207,487                                    | 0       | 4.77                         |
| -----   |  |         |                              |
| Directors and executive officers<br>as a group (a total of 5 persons) | 2,316,678                                    | 689,000 | 5.01%                        |
| =====   |  |         |                              |

\* Less than 1%.

(1) Director of Lane Enterprises (Bermuda) Limited, a Bermuda company, which also owns 27,758 shares.

(2) Director of Brackish Pond Company Limited, a Bermuda company, which owns 4,396 shares.

### EQUITY COMPENSATION PLAN INFORMATION

The following table provides information about the Company's common stock that may be issued upon the exercise of options and rights under the Company's 1995 Stock Option Plan as of December 31, 2002.

|           |          |                      |
|-----------|----------|----------------------|
| Number of | Weighted | Number of securities |
|-----------|----------|----------------------|

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| Plan Category   | Securities to be<br>issued upon<br>exercise of<br>outstanding<br>options, warrants<br>and rights<br>(a) (#) | average<br>exercise price<br>of outstanding<br>options,<br>warrants and<br>rights<br>(b) (\$) | remaining available<br>for issuance under<br>equity compensation<br>plans (excluding<br>securities reflected<br>in column (a))<br>(c) (#) |
|---|---|---|---|
| Equity compensation<br>plans approved by<br>security holders        | 0   | 0   | 0   |
| Equity compensation<br>plans not approved<br>by security holders(1) | 925,000   | \$1.33  | 75,000  |
| Total:  | 925,000   | \$1.33  | 75,000  |

(1) 1995 Stock Option Plan.

The Company's 1995 Stock Option Plan was adopted by the Board of Directors of the Company in March 1995. 1,000,000 shares of the Company's common stock were authorized for issuance under the terms of the plan. Options under the plan may be granted only to directors, officers, key employees of, and consultants and consulting firms to, (i) the Company, (ii) subsidiary corporations of the Company from time to time and any business entity in which the Company from time to time has a substantial interest, who, in the sole opinion of the Committee of the Board administering the Plan, are responsible for the management and/or growth of all or part of the business of the Company. The exercise price of each option to be granted under the plan shall not be less than the fair market value of the stock subject to the option on the date of grant of the option.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

G&O'D INC.

During the year 2002, G&O'D INC charged us a total of \$177,998 for accounting and administrative services, office facilities and support staff. At December 31, 2002, G&O'D fees of \$125,865 remain unpaid. Mr. James R. Joyce, the Company's former Treasurer and Assistant Secretary, owns the firm of G&O'D whose fees are based on the time spent in performing services for us. During December 2002, Mr. Joyce retired and G&O'D no longer provides accounting and administrative services to the Company.

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Murtha Cullina LLP

For work done during the year 2002, Murtha Cullina LLP billed us a total of approximately \$232,000 for legal fees and costs. At December 31, 2002, fees owed by the Company to Murtha Cullina LLP of approximately \$220,000 remain unpaid. Mr. Timothy L. Largay, who resigned as a director and Vice President of the Company on October 7, 2002, is a partner of the law firm of Murtha Cullina LLP.

Angerer & Angerer

The law firm of Angerer & Angerer, Tallahassee, Florida, has been

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litigation counsel to Coastal Petroleum for more than twenty-five years. Mr. Robert J. Angerer, Sr., a member of the firm, was elected a director of Coastal Caribbean and of Coastal Petroleum on January 30, 2003, and a Vice President of Coastal Caribbean and Coastal Petroleum on February 28, 2003. During 2002, Angerer & Angerer billed Coastal Petroleum \$288,000 for legal fees. At December 31, 2002, fees owed by Coastal Petroleum to Angerer & Angerer of \$84,000 remain unpaid.

### ROYALTY INTERESTS

The State of Florida oil, gas and mineral leases held by Coastal Petroleum on approximately 3,700,000 acres of submerged lands along the Gulf Coast and certain inland lakes and rivers are subject to certain overriding royalties aggregating 1/16th as to oil, gas and sulphur, and 13/600ths as to minerals other than oil, gas and sulphur. Of the overriding royalties as to oil, gas and sulphur, a 1/90th overriding royalty, and of the overriding royalties on minerals other than oil, gas and sulphur, a 1/60th overriding royalty, is held by Johnson & Company, a Connecticut partnership which is used as a nominee by the members of the family of the late William F. Buckley. A trust, in which Mr. Heath has a 54.4% beneficial interest, has a beneficial interest in such royalty interest held by Johnson & Company. No payments have been made to Johnson & Company (or to the beneficial owners of such royalty interests) in more than forty years.

In 1990, Coastal Petroleum granted to the following persons the following percentages of any net recovery from execution on or satisfaction of judgment or from settlement of the lawsuit against the State of Florida as follows:

| Name              | Percent<br>of net<br>recovery | Coastal<br>Petroleum<br>Position |
|-------------------|-------------------------------|----------------------------------|
| Benjamin W. Heath | 1.25                          | Chairman of Board*               |
| Phillip W. Ware   | 1.25                          | President                        |
| James R. Joyce    | 0.30                          | Treasurer**                      |

(\*) Mr. Heath retired on February 28, 2003.

(\*\*) Mr. Joyce retired in December 2002.

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### ITEM 14. CONTROLS AND PROCEDURES

Phillip W. Ware, the principal executive officer, and Daniel W. Sharp, the principal financial officer, have evaluated the Company's disclosure controls and procedures (as defined in Rules 13a-14(c) and 15d-14(c) adopted under the Securities Act of 1934) within the ninety (90) day period prior to the date of this report and have concluded:

1. That the Company's disclosure controls and procedures are adequately designed to ensure that material information relating to the Company, including its consolidated subsidiary, is timely made known to such officers by others within the Company and its subsidiary, particularly during the period in which this annual report is being prepared; and

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2 That there were no significant changes in the Company's internal controls or in other factors that could significantly affect these controls subsequent to the date of our evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

### PART IV

#### ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

##### (a) (1) Financial Statements.

The financial statements listed below and included under Item 8 above are filed as part of this report.

|  | Page  |
|--|-------|
|  | ----  |
| Report of Independent Auditors   | 33    |
| Consolidated balance sheets at December 31, 2002 and 2001  | 34    |
| Consolidated statements of operations for each of the three years in the period ended December 31, 2002 and for the period from January 31, 1953 (inception) to December 31, 2002. | 35    |
| Consolidated statements of cash flows for each of the three years in the period ended December 31, 2002 and for the period from January 31, 1953 (inception) to December 31, 2002. | 36    |
| Consolidated statement of common stock and capital in excess of par value for the period from January 31, 1953 (inception) to December 31, 2002                                    | 37    |
| Notes to consolidated financial statements.  | 38-52 |

##### (2) Financial Statement Schedules.

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All schedules have been omitted since the required information is not present or not present in amounts sufficient to require submission of the schedule, or because the information required is included in the consolidated financial statements and the notes thereto.

##### (b) Reports on Form 8-K.

(1) On October 9, 2002, the Company filed a current report on Form 8-K to report that:

(a) On October 7, 2002, Mr. Timothy L. Largay had resigned as a director and officer of the registrant.

(b) James R. Joyce, Treasurer and Chief Financial and Accounting Officer of the registrant, would retire December 31, 2002 from those positions. Effective January 1, 2003, Mr. Daniel W. Sharp, Glastonbury, Connecticut would become Treasurer and



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Chief Financial and Accounting Officer of the Company.

(c) On October 8, 2002, after a two week trial the trial court in the takings litigation of the Company's majority owned subsidiary, Coastal Petroleum Company, against the State of Florida ruled from the bench that the State's denial of a permit to drill on Coastal Petroleum's Lease 224-A did not constitute an unlawful taking of Coastal Petroleum's property.

(2) On November 18, 2002, the Company filed a current report on Form 8-K to report that on November 15, 2002, the trial court in the takings litigation of the Company's majority owned subsidiary, Coastal Petroleum Company, against the State of Florida issued its Final Judgment that the State's denial of a permit to drill on Coastal Petroleum's Lease 224-A did not constitute an unlawful taking of Coastal Petroleum's property.

(3) On December 14, 2002, the Company filed a current report on Form 8-K to report that, on December 12, 2002, Mr. James R. Joyce resigned as Treasurer, Chief Financial Officer, Chief Accounting Officer, and Assistant Secretary of the Registrant.

(c) Exhibits.

The following exhibits are filed as part of this report:

Item Number

2. Plan of acquisition, reorganization, arrangement, liquidation or succession

Not applicable.

3. Articles of incorporation and By-Laws.

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(a) Memorandum of Association as amended on June 30, 1982, May 14, 1985 and April 7, 1988 filed as Exhibit 3. (a) to Report on Form 10-K for the year ended December 31, 1998 (File Number 001-04668) is incorporated herein by reference.

(b) Bye-laws are incorporated by reference to Schedule 14(a) Proxy Statement filed on May 13, 1997 (File Number 001-04668).

4. Instruments defining the rights of security holders, including indentures.

Not applicable.

9. Voting trust agreement.

Not applicable.

10. Material contracts.

(a) Drilling Lease No. 224-A, as modified, between the Trustees of the Internal Improvement Fund of the State of Florida and Coastal Petroleum Company dated February 27, 1947 filed as Exhibit 10(a) to Report on Form 10-K for the year ended December 31, 1998 (File Number 001-04668) is incorporated

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herein by reference.

- (b) Drilling Lease No. 224-B, as modified, between the Trustees of the Internal Improvement Fund of the State of Florida and Coastal Petroleum Company dated February 27, 1947 filed as Exhibit 10(b) to Report on Form 10-K for the year ended December 31, 1998 (File Number 001-04668) is incorporated herein by reference.
- (c) Drilling Lease No. 248, as modified, between the Trustees of the Internal Improvement Fund of the State of Florida and Coastal Petroleum Company dated February 27, 1947 filed as Exhibit 10(c) to Report on Form 10-K for the year ended December 31, 1998 (File Number 001-04668) is incorporated herein by reference.
- (d) Memorandum of Settlement dated January 6, 1976 between Coastal Petroleum Company and the State of Florida filed as Exhibit 10(d) to Report on Form 10-K for the year ended December 31, 1998 (File Number 001-04668) is incorporated herein by reference.
- (e) Agreement between the Company and Coastal Petroleum dated December 3, 1991 filed as Exhibit 10(e) to Report on Form 10-K for the year ended December 31, 1998 (File Number 001-04668) is incorporated herein by reference.
- (f) Agreement between Lykes Minerals Corp. and Coastal Caribbean and Coastal Petroleum dated October 16, 1992 filed as Exhibit 10(f) to Report on Form 10-K for the year ended December 31, 1998 (File Number 001-04668) is incorporated herein by reference.

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- (g) Stock Option Plan adopted March 7, 1995 filed as Exhibit 4A to form S-8 dated July 28, 1995 (File Number 001-04668) is incorporated herein by reference.

11. Statement re: computation of per share earnings.

None.

12. Statement re: computation of ratios.

Not applicable.

13. Annual report to security holders, Form 10-Q or quarterly report to security holders.

Not applicable.

16. Letter re: change in certifying accountant.

Not applicable.

18. Letter re: change in accounting principles.

Not applicable.

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21. Subsidiaries of the registrant.
- The Company has one subsidiary, Coastal Petroleum Company, a Florida corporation which is 59 -1/4 % owned.
22. Published report regarding matters submitted to vote of security holders.
- Not applicable.
23. Consent of experts and counsel.
- Consent of Ernst & Young LLP is filed herein.
24. Power of attorney.
- Not applicable.
99. Additional exhibits.
- (a) The decision Coastal Petroleum Company v. Florida Wildlife Federation et. al. of the First District Court of Appeal dated October 6, 1999 (St. George Island permit application case), is incorporated by reference to Exhibit 99(a) to the Company's Current Report on Form 8-K filed on October 7, 1999 (File Number 001-04668).
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- (b) Complaint, filed January 16, 2001 in the Leon County Circuit Court, Coastal Petroleum Company, Plaintiff vs. State of Florida, Department of Environmental Protection, and Board of Trustees of the Internal Improvement Fund, Defendants, is incorporated by reference to Exhibit 99(a) to the Company's Current Report on Form 8-K filed on January 18, 2001 (File Number 001-04668).
- (c) The final judgment in the Leon County Circuit Court, Coastal Petroleum Company, Plaintiff vs. State of Florida, Department of Environmental Protection, and Board of Trustees of the Internal Improvement Fund, Defendants, dated November 15, 2002 is incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on November 18, 2002 (File Number 001-04668).
- (d) Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 executed by Phillip W. Ware (filed herein).
- (e) Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 executed by Daniel W. Sharp (filed herein).
- (d) Financial Statement Schedules.
- None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

COASTAL CARIBBEAN OILS & MINERALS, LTD.

(Registrant)

By /s/ Phillip W. Ware

-----  
PHILLIP W. WARE, President and  
Chief Executive Officer

Dated: March 13, 2003

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

By /s/ Phillip W. Ware

-----  
PHILLIP W. WARE  
President, Director and Chief Executive Officer

Dated: March 13, 2003

By /s/ Daniel W. Sharp

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DANIEL W. SHARP  
Treasurer and Chief Financial  
Officer and Chief Accounting  
Officer

Dated: March 13, 2003

By /s/ Graham B. Collis

-----  
GRAHAM B. COLLIS  
Director

Dated: March 13, 2003

By /s/ Nicholas B. Dill

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NICHOLAS B. DILL  
Director

Dated: March 13, 2003

By /s/John D. Monroe

-----  
JOHN D. MONROE  
Director

Dated: March 13, 2003

By /s/Robert J. Angerer

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ROBERT J. ANGERER  
Director

Dated: March 13, 2003

FORM 10-K

COASTAL CARIBBEAN OILS & MINERALS, LTD.

RULE 13A-14 CERTIFICATION

I, Phillip W. Ware, certify that:

1. I have reviewed this annual report on Form 10-K of Coastal Caribbean Oils & Minerals, Ltd.

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and

c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls

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or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: March 13, 2003

/s/ Phillip W. Ware

-----  
Phillip W. Ware  
President

FORM 10-K

COASTAL CARIBBEAN OILS & MINERALS, LTD.

### RULE 13A-14 CERTIFICATION

I, Daniel W. Sharp, certify that:

1. I have reviewed this annual report on Form 10-K of Coastal Caribbean Oils & Minerals, Ltd.
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
  - c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other

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employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: March 13, 2003

/s/ Daniel W. Sharp

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Daniel W. Sharp  
Treasurer and Chief Accounting and  
Financial Officer

INDEX TO EXHIBITS

Exhibit No.

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|        |  |
|--------|--|
| 23.    | Consent of Ernst & Young LLP                             |
| 99.(d) | Certification pursuant to Section 906 by Phillip W. Ware |
| 99.(e) | Certification pursuant to Section 906 by Daniel W. Sharp |