

SPINDLETOP OIL & GAS CO  
Form 10-Q  
November 17, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 10-Q**

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

**FOR THE QUARTERLY PERIOD ENDED September 30, 2016**

**or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

*Commission File No. 000-18774*

**SPINDLETOP OIL & GAS CO.**

(Exact name of registrant as specified in its charter)

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Texas 75-2063001  
(State or other jurisdiction (I.R.S. Employer  
of incorporation or organization) Identification No.)

12850 Spurling Rd., Suite 200, Dallas, Texas 75230  
(Address of principal executive offices) (Zip Code)

(972-644-2581)  
(Registrant's telephone number, including area code)

Indicate by check mark if the registrant is a well-known seasoned issuer as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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 Company was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act).

Large accelerated filer [  ] Accelerated filer [  ]  
Non-accelerated filer [  ] Smaller reporting company [  ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [  ] No [  ]

**APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY**

**PROCEEDINGS DURING THE PRECEDING FIVE YEARS:**

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes [  ] No [  ]

**APPLICABLE ONLY TO CORPORATE ISSUERS:**

Indicate the number of shares outstanding of each of the issuer's classes of common, as of the latest practicable date.

Common Stock, \$0.01 par value 6,936,269

(Class) (Outstanding at November 17, 2016)

**SPINDLETOP OIL & GAS CO. AND SUBSIDIARIES**

**FORM 10-Q**

**For the quarter ended September 30, 2016**

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**Part I - Financial Information****Item 1. - Financial Statements****SPINDLETOP OIL & GAS CO. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

	September 30, 2016 (Unaudited)	December 31, 2015
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 11,751,000	\$ 12,845,000
Accounts receivable, trade	2,142,000	1,835,000
Income tax receivable	754,000	754,000
Other short-term investments	400,000	400,000
Total Current Assets	15,047,000	15,834,000
<b>Property and Equipment - at cost</b>		
Oil and gas properties (full cost method)	29,845,000	29,144,000
Rental equipment	406,000	406,000
Gas gathering system	115,000	115,000
Other property and equipment	296,000	296,000
	30,662,000	29,961,000
Accumulated depreciation and amortization	(23,469,000)	(22,577,000)
Total Property and Equipment	7,193,000	7,384,000
<b>Real Estate Property - at cost</b>		
Land	688,000	688,000
Commercial office building	1,580,000	1,580,000
Accumulated depreciation	(838,000)	(803,000)
Total Real Estate Property	1,430,000	1,465,000
<b>Other Assets</b>		
Deferred Income Tax Receivable	87,000	-
Other long-term investments	1,200,000	1,200,000

Other	9,000	6,000
Total Other Assets	1,296,000	1,206,000
<b>Total Assets</b>	<b>\$ 24,966,000</b>	<b>\$ 25,889,000</b>

The accompanying notes are an integral part of these statements.

## SPINDLETOP OIL & GAS CO. AND SUBSIDIARIES

### CONSOLIDATED BALANCE SHEETS - (Continued)

	September 30, 2016 (Unaudited)	December 31, 2015
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued liabilities	\$ 5,662,000	\$ 5,809,000
Total Current Liabilities	5,662,000	5,809,000
<b>Noncurrent Liabilities</b>		
Asset retirement obligation	1,152,000	1,121,000
Total Noncurrent Liabilities	1,152,000	1,121,000
<b>Deferred Income Tax Payable</b>	-	490,000
<b>Total Liabilities</b>	<b>6,814,000</b>	<b>7,420,000</b>
<b>Shareholders' Equity</b>		
Common stock, \$.01 par value, 100,000,000 shares authorized; 7,677,471 shares issued and 6,936,269 shares outstanding at September 30, 2016 and at December 31, 2015.	77,000	77,000
Additional paid-in capital	943,000	943,000
Treasury stock, at cost	(1,536,000)	(1,536,000)
Retained earnings	18,668,000	18,985,000
Total Shareholders' Equity	18,152,000	18,469,000
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 24,966,000</b>	<b>\$ 25,889,000</b>

The accompanying notes are an integral part of these statements.

**SPINDLETOP OIL & GAS CO. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF OPERATIONS**

(Unaudited)

Nine Months Ended  
September 30,

Three Months Ended  
September 30,



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	2016	2015	2016	2015
<b>Revenues</b>				
Oil and gas revenues	\$ 2,404,000	\$ 3,712,000	\$ 855,000	\$ 1,278,000
Revenues from lease operations	292,000	383,000	96,000	139,000
Gas gathering, compression, equipment rental	97,000	106,000	28,000	36,000
Real estate rental revenue	233,000	168,000	77,000	54,000
Interest Income	61,000	66,000	23,000	14,000
Other revenues	251,000	68,000	10,000	30,000
Total Revenues	3,338,000	4,503,000	1,089,000	1,551,000
<b>Expenses</b>				
Lease operating expenses	927,000	1,769,000	356,000	659,000
Production taxes, gathering and marketing expenses	305,000	443,000	79,000	155,000
Pipeline and rental expenses	29,000	28,000	3,000	9,000
Real estate expenses	110,000	119,000	39,000	38,000
Depreciation and amortization expenses	928,000	1,288,000	279,000	451,000
ARO accretion expense	26,000	31,000	9,000	10,000
General and administrative expenses	1,907,000	2,424,000	582,000	775,000
Interest expense	-	-	-	-
Total Expenses	4,232,000	6,102,000	1,347,000	2,097,000
Income (loss) before income tax	(894,000)	(1,599,000)	(258,000)	(546,000)
Current income tax provision (benefit)	-	(172,000)	-	262,000
Deferred income tax provision (benefit)	(577,000)	(840,000)	(155,000)	(329,000)
Total income tax provision (benefit)	(577,000)	(1,012,000)	(155,000)	(67,000)
<b>Net Income (Loss)</b>	<b>\$ (317,000)</b>	<b>\$ (587,000)</b>	<b>\$ (103,000)</b>	<b>\$ (479,000)</b>
Earnings (loss) per Share of Common Stock				
	\$ (0.05)	\$ (0.08)	\$ (0.01)	\$ (0.07)
Weighted Average Shares Outstanding				
Basic and Diluted	6,936,269	6,936,269	6,936,269	6,936,269

The accompanying notes are an integral part of these statements.

**SPINDLETOP OIL & GAS CO AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Unaudited)

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	Nine Months Ended	
	September 30, 2016	September 30, 2015
Cash Flows from Operating Activities		
Net Loss	\$ (317,000)	\$ (587,000)
Reconciliation of net loss to net cash provided by operating activities		
Depreciation and amortization	928,000	1,288,000
Accretion of asset retirement obligation	26,000	31,000
Changes in accounts receivable	(307,000)	122,000
Changes in prepaid income tax	-	(222,000)
Changes in accounts payable & accrued liabilities	(147,000)	(531,000)
Changes in deferred tax receivable	(87,000)	-
Changes in deferred tax payable	(490,000)	(840,000)
Other	(3,000)	11,000
Net cash used for operating activities	(397,000)	(728,000)
Cash Flows from Investing Activities		
Capitalized acquisition, exploration and development costs	(929,000)	(953,000)
Refund of prepaid drilling costs	232,000	-
Net cash used for investing activities	(697,000)	(953,000)
Decrease in cash	(1,094,000)	(1,681,000)
Cash at beginning of period	12,845,000	14,294,000
Cash at end of period	\$ 11,751,000	\$ 12,613,000
Income taxes paid in cash	\$ -	\$ 50,000

The accompanying notes are an integral part of these statements.

## **SPINDLETOP OIL & GAS CO. AND SUBSIDIARIES**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited)

#### **1. BASIS OF PRESENTATION AND ORGANIZATION**

The accompanying financial statements are presented in accordance with the requirements of Form 10-Q and consequently do not include all of the disclosures normally required by generally accepted accounting principles or those normally made in the Company's annual Form 10-K filing. Accordingly, the reader of this Form 10-Q may wish to refer to the Company's Form 10-K for the year ended December 31, 2015 for further information.

The consolidated financial statements presented herein include the accounts of Spindletop Oil & Gas Co., a Texas corporation ("the Company") and its wholly owned subsidiaries, Prairie Pipeline Co., a Texas corporation and Spindletop Drilling Company, a Texas corporation. All significant inter-company transactions and accounts have been eliminated.

In the opinion of management, the accompanying unaudited interim financial statements contain all material adjustments, consisting only of normal recurring adjustments necessary to present fairly the financial condition, the results of operations and changes in cash flows of the Company and its consolidated subsidiaries for the interim periods presented. Although the Company believes that the disclosures are adequate to make the information presented not misleading, certain information and footnote disclosures, including a description of significant accounting policies normally included in financial statements prepared in accordance with generally accepted accounting principles generally accepted in the United States of America, have been condensed or omitted pursuant to such rules and regulations.

#### Subsequent Events

Management has evaluated subsequent events through November 17, 2016, the date on which the financial statements were available to be issued.

## **Item 2. - Management's Discussion and Analysis of Financial Condition and**

### **Results of Operations**

#### **WARNING CONCERNING FORWARD LOOKING STATEMENTS**

The following discussion should be read in conjunction with the financial statements and notes thereto appearing elsewhere in this report.

This Report on Form 10-Q may contain forward-looking statements within the meaning of the federal securities laws, principally, but not only, under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations." We caution investors that any forward-looking statements in this report, or which management may make orally or in writing from time to time, are based on management's beliefs and on assumptions made by, and information currently available to, management. When used, the words "anticipate," "believe," "expect," "intend," "may," "might," "plan," "estimate," "project," "should," "will," "result" and similar expressions which do not relate solely to historical matters intended to identify forward-looking statements. These statements are subject to risks, uncertainties, and assumptions and are not guarantees of future performance, which may be affected by known and unknown risks, trends, uncertainties, and factors, that are beyond our control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated, or projected. We caution you that while forward-looking statements reflect our good faith beliefs when we make them, they are not guarantees of future performance and are impacted by actual events when they occur after we make such statements. We expressly disclaim any responsibility to update our forward-looking statements, whether as a result of new information, future events or otherwise. Accordingly, investors should use caution in relying on past forward-looking statements, which are based on results and trends at the time they are made, to anticipate future results or trends.

Some of the risks and uncertainties that may cause our actual results, performance or achievements to differ materially from those expressed or implied by forward-looking statements include, among others, the factors listed and described at Item 1A "Risk Factors" in the Company's Annual Report on Form 10-K, which investors should review. There have been no changes from the risk factors previously described in the Company's Form 10-K for the fiscal year ended December 31, 2015 (the "Form 10-K").

Uncertainties regarding the global economic and financial environment could lead to an extended national or global economic recession. A slowdown in economic activity caused by a recession would likely reduce national and worldwide demand for oil and natural gas and result in lower commodity prices for long periods of time. Costs of exploration, development and production have not yet adjusted to current economic conditions, or in proportion to the significant reduction in product prices. Prolonged, substantial decreases in oil and natural gas prices would likely have a material adverse effect on the Company's business, financial condition, and results of operations, and could further limit the Company's access to liquidity and credit, and could hinder its ability to satisfy its capital requirements.

In the past several years, capital and credit markets have experienced volatility and disruption. Given the levels of market volatility and disruption, the availability of funds from those markets may diminish substantially. Further, arising from concerns about the stability of financial markets generally and the solvency of borrowers specifically, the cost of accessing the credit markets has increased as many lenders have raised interest rates, enacted tighter lending standards, or altogether ceased to provide funding to borrowers.

Due to these potential capital and credit market conditions, the Company cannot be certain that funding will be available in amounts or on terms acceptable to the Company. The Company is evaluating whether current cash balances and cash flow from operations alone would be sufficient to provide working capital to fully fund the Company's operations. Accordingly, the Company is evaluating alternatives, such as joint ventures with third parties, or sales of interest in one or more of its properties. Such transactions, if undertaken, could result in a reduction in the Company's operating interests or require the Company to relinquish the right to operate the property. There can be no assurance that any such transactions can be completed or that such transactions will satisfy the Company's operating capital requirements. If the Company is not successful in obtaining sufficient funding or completing an alternative transaction on a timely basis on terms acceptable to the Company, the Company would be required to curtail its expenditures or restructure its operations, and the Company would be unable to continue its exploration, drilling, and recompletion program, any of which would have a material adverse effect on its business, financial condition, and results of operations.

The Obama administration has set forth budget proposals which if passed, would significantly curtail our ability to attract investors and raise capital. Proposed changes in the Federal income tax laws which would eliminate or reduce the percentage depletion deduction and the deduction for intangible drilling and development costs for small independent producers, will significantly reduce the investment capital available to those in the industry as well as our Company. Lengthening the time to expense seismic costs will also have an adverse effect on our ability to explore and find new reserves.

Other sections of this report may also include suggested factors that could adversely affect our business and financial performance. Moreover, we operate in a very competitive and rapidly changing environment. New risks may emerge from time to time and it is not possible for management to predict all such matters; nor can we assess the impact of all such matters on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Given these uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results. Investors should also refer to our quarterly reports on Form 10-Q for future periods and current reports on Form 8-K as we file them with the SEC, and to other materials we may furnish to the public from time to time through Forms 8-K or otherwise.

## **Oil and Gas Properties**

The Company follows the full cost method of accounting for its oil and gas properties. Accordingly, all costs associated with acquisition, exploration and development of oil and natural gas reserves are capitalized in cost centers on a country-by-country basis. For each cost center, capitalized costs, less accumulated amortization and related deferred income taxes, shall not exceed an amount (the cost center ceiling) equal to the sum of:

- The present value of estimated future net revenues computed by applying current prices of oil and natural gas reserves (with consideration of price changes only to the extent provided by contractual arrangements) to estimated
- a) future production of proved oil and gas reserves as of the date of the latest balance sheet presented, less estimated future expenditures (based on current costs) to be incurred in developing and producing the proved reserves computed using a discount factor of ten percent and assuming continuation of existing economic conditions; plus
  - b) The cost of properties not being amortized; plus
  - c) The lower of cost or estimated fair market value of unproven properties included in the costs being amortized; less
  - d) Income tax effects related to differences between the book and tax basis of the properties.

If unamortized costs capitalized within a cost center, less related deferred income taxes, exceed the cost center ceiling (as defined), the excess is charged to expense and separately disclosed during the period in which the excess occurs. Amounts required to be written off will not be reinstated for any subsequent increase in the cost center ceiling. All of the Company's oil and gas properties are located within the United States and are accounted for in one cost center.

In order to test the cost center ceiling, the Company prepares a "Standardized Measure of Discounted Future Net Cash Flows and Changes Therein Relating to Proved Oil and Natural Gas Reserves (Unaudited)" as of the end of each calendar year ("the Reserve Report"). The Company will prepare its annual Reserve Report as of December 31, 2016.

Reserve estimates are prepared in accordance with standard Security and Exchange Commission guidelines. The estimated net future net cash flows for 2012, 2013, 2014, and 2015, were computed using a 12-month average price, calculated as the un-weighted arithmetic average of the first-day-of-the month price for each month of the year. Lease operating costs, compression, dehydration, transportation, ad valorem taxes, severance taxes, and federal income taxes were deducted. Costs and prices were held constant and were not escalated over the life of the properties. No deductions were made for interest, or general corporate overhead. The annual discount of estimated future cash flows is defined, for use herein, as future cash flows discounted at 10% per year, over the expected period of realization. No impairment of oil and gas properties charge was recorded for 2012, 2013 or 2014. For the year ended December 31, 2015, the Company recorded an impairment expense in the carrying value of its proved oil and gas properties of \$5,116,000, due primarily to declines in the average realized prices for sales of its crude oil and natural gas.

These Reserve Reports do not purport to present the fair market value of a company's oil and gas properties. An estimate of such value should consider, among other factors, anticipated future prices of oil and natural gas, the probability of recoveries in excess of existing proved reserves, the value of probable reserves and acreage prospects, and perhaps different discount rates.

It should be noted that estimates of reserve quantities, especially from new discoveries, are inherently imprecise and subject to substantial revision. Accordingly, the estimates are expected to change as more current information becomes available. It is reasonably possible that, because of changes in market conditions or the inherent imprecision of these reserve estimates, that the estimates of future cash inflows, future gross revenues, the amount of oil and natural gas reserves, the remaining estimated lives of the oil and natural gas properties, or any combination of the above may be increased or reduced in the near term. If reduced, the carrying amount of capitalized oil and gas properties may be reduced materially in the near term.

During the third quarter of 2014, oil and gas prices started to decline worldwide. The Company has experienced a similar decline in the selling prices of its products as follows:

Average quarterly natural gas prices per mcf for the Company for the year ended December 31, 2014 were \$4.64, \$4.71, \$4.45, and \$4.06, respectively. Average quarterly natural gas prices per mcf for the Company for the year ended December 31, 2015 were \$2.67, \$2.46, \$2.31, and \$2.45, respectively. During the first nine months of 2016, average quarterly natural gas prices per mcf for the Company were \$1.34, \$1.77, and \$2.25 respectively.

Average quarterly crude oil prices per bbl for the Company for the year ended December 31, 2014 were \$113.76, \$100.55, \$98.05, and \$83.03 respectively. Average quarterly crude oil prices per bbl for the Company for the year ended December 31, 2015 were \$46.33, \$54.48, \$45.68, and \$41.03 respectively.

During the first nine months of 2016, average quarterly crude oil prices per bbl for the Company were \$30.62, \$38.02, and \$39.80 respectively.

The decreases in the Company's product prices have a direct effect on its cash flow, profits, projected development and drilling schedules, and the estimated net present value of its proved reserves. Prolonged, substantial decreases in oil and natural gas prices would likely have a material adverse effect on the Company's business, financial condition, and results of operations, and could further limit the Company's access to liquidity and credit, and could hinder its ability to satisfy its capital requirements.

We may incur impairments to our crude oil and natural gas properties in 2016 if prices do not increase. The possibility and amount of any future impairment is difficult to predict, and will depend, in part, upon future crude oil and natural gas prices to be utilized in the ceiling test, estimates of proved reserves and future capital expenditures and operating costs. We cannot assure you that we will not experience write-downs in the future. If commodity prices decline or if any of our proved reserves are revised downward, a write-down of the carrying value of our oil and gas properties may be required.

## Results of Operations

**Nine months ended September 30, 2016 compared to Nine months ended September 30, 2015**

Oil and gas revenues for the first nine months of 2016 were \$2,404,000, as compared to \$3,712,000 for the same period in 2015, a decrease of approximately \$1,308,000 or 35.2%.

Natural gas revenue for the first nine months of 2016 was \$820,000 compared to \$1,289,000 for the same period in 2015, a decrease of approximately \$469,000, or 36.4%. Natural gas sales volumes for the first nine months of 2016 were approximately 423,000 mcf compared to approximately 508,000 mcf during the first nine months of 2015, a decrease of approximately 85,000 mcf or 16.7%. In general, this decrease was due primarily to a decrease in natural gas prices discussed below, and to a natural decline in production. In addition, several wells that went down were shut in rather than repaired as a result of lower natural gas prices which contributed to an overall decline in gas production between the periods.

Average natural gas prices received were \$1.80 per mcf in the first nine months of 2016 as compared to \$2.50 per mcf in the same time period in 2015, a decrease of approximately \$0.70 per mcf or 28.0%.

Oil sales for the first nine months of 2016 were approximately \$1,584,000 compared to approximately \$2,423,000 for the first nine months of 2015, a decrease of approximately \$839,000 or 34.6%. Oil sales volumes for the first nine months of 2016 were approximately 37,700, compared to approximately 49,700 bbls during the same period in 2015, a decrease of approximately 12,000 bbls, or 24.1%. This decrease was due primarily to a decrease in oil prices discussed below, and to a decline on oil production between the two periods related to several non-operated horizontal wells in East Texas in which the Company owns working and royalty interests.

Average oil prices received were \$35.39 per bbl in the first nine months of 2016 compared to \$46.74 per bbl in the first nine months of 2015, a decrease of approximately \$11.62 per bbl or 24.9%.

See the discussion of crude oil and natural gas prices under the topic of "Oil and Gas Properties" on page 10.

Revenues from lease operations were \$292,000 in the first nine months of 2016 compared to \$383,000 in the first nine months of 2015, a decrease of approximately \$91,000 or 23.8%. This decrease is due primarily to an approximate \$26,000 decrease in field supervision charges due to a reduction in the number of operated wells that were disposed of or that were shut in. In addition to the reduced number of operated wells, a reduction in the COPAS overhead rate adjustment in April, 2016, led to a decrease of approximately \$65,000 in operator overhead charged to the leases.



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Revenues from gas gathering, compression and equipment rental for the first nine months of 2016 were \$97,000 compared to \$106,000 for the same period in 2015, a decrease of \$9,000 or 8.5%. This decrease is due primarily to the lower volumes of gas that were transported.

Real estate rental revenue was approximately \$233,000 during the first nine months of 2016 compared to \$168,000 for the first nine months of 2015, an increase of approximately \$65,000, or 38.7%. This increase is due to the addition of a new tenant at the Company's corporate office building effective December 1, 2015.

Interest income was \$61,000 during the first nine months of 2016 as compared to \$66,000 during the same period in 2015, a decrease of approximately \$5,000 or 7.6%. Interest income is derived from investments in both short-term and long-term certificates of deposit as well as money market accounts at banks. Interest income is lower due to generally lower interest rates and cash balances during the periods.

Other revenues for the first nine months of 2016 were \$251,000 as compared to \$68,000 for the same time period in 2015, an increase of \$183,000. This is due primarily due to the recognition of fees earned under drilling ventures.

Lease operating expenses in the first nine months of 2016 were \$927,000 as compared to \$1,769,000 in the first nine months of 2015, a net decrease of \$842,000, or 47.6%. Approximately \$180,000 of the decrease is due to a reduction in operating expenses billed by third-party operators on non-operated properties. There was an approximate \$138,000 decrease in expenses due to several wells that were either divested or plugged during 2015. A decrease in workovers of approximately \$314,000 was due to reduced activity as the result of lower oil and natural gas price economics. An increase of approximately \$50,000 is related to environmental remediation expenses associated with a nonrecurring weather event. The remaining represents net increases and decreases on various properties due to general price fluctuations and levels of operation activity.

Production taxes, gathering and marketing expenses in the first nine months of 2016 were approximately \$305,000 as compared to \$443,000 for the first nine months of 2015, a decrease of approximately \$138,000, or 31.2%. These decreases related directly to the decline in oil and gas production and revenues as described in the above paragraphs.

Pipeline and rental expenses for the first nine months of 2016 were \$29,000 compared to \$28,000 for the same time period in 2015, an increase of \$1,000, or 3.6%.

Real estate expenses in the first nine months of 2016 were approximately \$110,000 compared to \$119,000 during the same period in 2015, a decrease of approximately \$9,000 or 7.6%. This decrease is due primarily to lower utilities, maintenance and repair expenses.

Depreciation, depletion, and amortization expenses for first nine months of 2016 were \$928,000 as compared to \$1,288,000 for the same period in 2015, a decrease of \$360,000, or 28.0%. \$878,000 of the amount for the first nine months of 2016 was for amortization of the full cost pool of capitalized costs compared to \$1,240,000 for the same period of 2015, a decrease of \$362,000 or 29.2%. The Company re-evaluated its proved oil and natural gas reserve quantities as of December 31, 2015. This re-evaluated reserve base was adjusted for the first nine months as of September 30, 2016 by estimating variances in average prices of oil and natural gas that occurred during the period, adding estimated quantities of oil and natural gas reserves acquired during the period, and deducting oil and natural gas reserves that were produced or sold during the period. A depletion rate of 3.350% for the first quarter of 2016, a depletion rate of 4.481% for the second quarter, and a depletion rate of 3.228% for the third quarter of 2016 was calculated and applied to the Company's full cost pool of capitalized oil and natural gas properties compared to rates of 2.929%, 2.795%, and 2.975% for the first three quarters of 2015 respectively. Although the depletion rate for the first nine months of 2016 is greater than the depletion rate for the same period in 2015, the decrease of \$362,000 in expense noted above is due to the depletion rate of 11.059% being applied to a smaller undepleted full cost pool after the full cost pool was reduced by an impairment charge of \$5,116,000 at December 31, 2015.

Asset Retirement Obligation ("ARO") expense for the first nine months of 2016 was approximately \$26,000 as compared to approximately \$31,000 for the same time period in 2015, a decrease of approximately \$5,000 or 16.1%. This decrease is due to a recalculation of the estimated present value to plug producing properties compared to the estimate made in the previous year. This recalculation was made after the Company re-evaluated its proved oil and natural gas reserves at the end of 2015.

General and administrative expenses for the first nine months of 2016 were approximately \$1,907,000 as compared to approximately \$2,424,000 for the same time period of 2015, a decrease of approximately \$517,000 or 21.3%. This decrease is due to a reduction in the number of personnel employed by the Company during 2015 and to date during 2016, along with related reductions in salary, payroll taxes, benefits and other direct employee expenses.

### **Three months ended September 30, 2016 compared to three months ended September 30, 2015**

Oil and natural gas revenues for the three months ended September 30, 2016 were \$855,000, compared to \$1,278,000 for the same time period in 2015, a decrease of \$423,000, or 33.1%.

Natural gas revenues for the third quarter of 2016 were \$294,000 compared to \$403,000 for the same period in 2015, a decrease of \$109,000 or 27.0%. Natural gas volumes sold for the third quarter of 2016 were approximately 136,000 mcf compared to approximately 163,000 mcf during the same period of 2015, a decrease of approximately 27,000 mcf, or 16.6%.

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Average natural gas prices received were approximately \$2.25 per mcf in the third quarter of 2016 as compared to approximately \$2.31 per mcf during the same period in 2015, a decrease of approximately \$0.06 or 2.6%.

Oil sales for the third quarter of 2016 were approximately \$561,000 compared to approximately \$875,000 for the same period of 2015, a decrease of approximately \$314,000 or 35.9%. Oil volumes sold for the third quarter of 2016 were approximately 17,200 bbls compared to approximately 18,800 bbls during the same period of 2015, a decrease of 1,600 bbl or 8.5%.

Average oil prices received were approximately \$39.80 per bbl in the third quarter of 2016 compared to \$45.68 per bbl during the same period of 2015, a decrease of approximately \$6.01 per bbl, or 13.2%.

See the discussion of crude oil and natural gas prices under the topic of "Oil and Gas Properties" on page 10.

Revenues from lease operations for the third quarter of 2016 were approximately \$96,000 compared to approximately \$139,000 for the third quarter of 2015, a decrease of approximately \$43,000 or 30.9%. This decrease is due primarily to a \$12,000 decrease in field supervision charges and operator overhead charged to the leases due to a reduction in the number of operated wells that were disposed of or that were shut in. In addition to the reduced number of operated wells, a reduction in the COPAS overhead rate adjustment led to a decrease of approximately \$31,000 in operator overhead charged to the leases.

Revenues from gas gathering, compression and equipment rental for the third quarter of 2016 were approximately \$28,000, compared to approximately \$36,000 for the same period in 2015, a decrease of approximately \$8,000 or 22.2%. This decrease is due primarily to the lower volumes of gas that were transported.

Real estate rental revenue was approximately \$77,000 during the third quarter of 2016 compared to \$54,000 for the same time period of 2015, an increase of approximately \$23,000 or 42.6%. This increase is due to the addition of a new tenant at the Company's corporate office building effective December 1, 2015.

Interest income for the third quarter of 2016 was approximately \$23,000 as compared with approximately \$14,000 for the same period in 2015, an increase of approximately \$9,000 or 64.3%. Interest income is derived from investments in both short-term and long-term certificated of deposit. Interest income is lower due to generally lower interest rates and cash balances during the periods.

Other revenues for third quarter of 2016 were approximately \$10,000 as compared with approximately \$30,000 for the same period in 2015, a reduction of \$20,000 or 66.7%

Lease operating expenses in the third quarter of 2016 were \$356,000 as compared to \$659,000 in the third quarter of 2015, a net decrease of approximately \$303,000, or 46.0%. Approximately \$50,000 of the decrease is due to a reduction in operating expenses billed by third-party operators on non-operated properties. There was an approximate \$69,000 decrease in expenses due to several wells that were either divested or plugged during 2015. A decrease in workovers of approximately \$205,000 was due to reduced activity as the result of lower oil and natural gas price economics. An increase of approximately \$50,000 is related to environmental remediation expenses associated with a nonrecurring weather event. The remaining represents net increases and decreases on various properties due to general price fluctuations and levels of operation activity.

Production taxes, gathering, transportation and marketing expenses for the third quarter of 2016 were approximately \$79,000 as compared to \$155,000 during the third quarter of 2015, a net decrease of approximately \$76,000 or 49.0%. These decreases related directly to the decline in oil and gas production and revenues as described in the above paragraphs.

Pipeline and rental expenses for the third quarter of 2016 were \$3,000 compared to \$9,000 for the same time period in 2015, a decrease of \$6,000 or 66.7%.

Real estate expenses during the third quarter 2016 were approximately \$39,000 compared to approximately \$38,000 for the same period in 2015, an increase of approximately \$1,000 or 2.6%.

Depreciation, depletion, and amortization expenses for the third quarter of 2016 were \$279,000 as compared to \$451,000 for the same period in 2015, a decrease of \$172,000, or 38.1%. \$263,000 of the amount for the third quarter of 2016 was for amortization of the full cost pool of capitalized costs compared to \$437,000 for the third quarter of 2015, a decrease of \$174,000 or 39.8%. The Company re-evaluated its proved oil and natural gas reserve quantities as of December 31, 2015. This re-evaluated reserve base was adjusted for the first nine months as of September 30, 2016 by estimating variances in average prices of oil and natural gas that occurred during the period, adding estimated quantities of oil and natural gas reserves acquired during the period, and deducting oil and natural gas reserves that were produced or sold during the period. A depletion rate of 3.350% for the first quarter of 2016, a depletion rate of 4.481% for the second quarter, and a depletion rate of 3.228% for the third quarter of 2016 was calculated and applied to the Company's full cost pool of capitalized oil and natural gas properties compared to rates of 2.929%, 2.795%, and 2.975% for the first three quarters of 2015 respectively. Although the depletion rate for the third quarter of 2016 is greater than the depletion rate for the same period in 2015, the decrease of \$174,000 in expense noted above is due to the depletion rate of 11.059% being applied to a smaller undepleted full cost pool after the full cost pool was reduced by an impairment charge of \$5,116,000 at December 31, 2015.

Asset Retirement Obligation ("ARO") expense for the third quarter of 2016 was approximately \$9,000 as compared to approximately \$10,000 for the same time period in 2015, a decrease of approximately \$1,000 or 10.0%. This decrease is due to a recalculation of the estimated present value to plug producing properties compared to the estimate made in the previous year. This recalculation was made after the Company re-evaluated its proved oil and natural gas reserves

at the end of 2015.

General and administrative expenses for the third quarter of 2016 were \$582,000 compared to \$775,000 for the same period in 2015, a decrease of approximately \$193,000 or 24.9%. This decrease is due to a reduction in the number of personnel employed by the Company during 2015 and to date during 2016, along with related reductions in salary, payroll taxes, benefits and other direct employee expenses.

### **Financial Condition and Liquidity**

The Company's operating capital needs, as well as its capital spending program are generally funded from cash flow generated by operations. Because future cash flow is subject to a number of variables, such as the level of production and the sales price of oil and natural gas, the Company can provide no assurance that its operations will provide cash sufficient to maintain current levels of capital spending. Accordingly, the Company may be required to seek additional financing from third parties in order to fund its exploration and development programs.

### **Item 4. - Controls and Procedures**

(a) As of the end of the period covered by this report, Spindletop Oil & Gas Co. carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Principal Executive Officer and Principal Financial and Accounting Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-15 and 15d-15. Based upon the evaluation, the Company's Principal Executive Officer and Principal Financial and Accounting Officer concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by the report.

(b) There have been no changes in the Company's internal controls over financial reporting during the quarter ended September 30, 2016 that have materially affected, or are reasonably likely to materially affect the Company's internal controls over financial reporting.

**Item 5. – Other Information**

North Texas

Effective August 1, 2016, the Company acquired a working interest of 2.2857140% with a net revenue interest of 1.71428250% in the Company's Lebleu #1 well located in Comanche County, Texas. This acquisition brought the Company's interest in the well to a total working interest of 76.134288% with a net revenue interest of 57.100717%.

East Texas

On May 4, 2016, the Company, as operator, spudded its Edwards Unit #1 well on its Leona East prospect in the Halliday Woodbine field in Leon County, Texas. The well reached a total depth of 7,358 ft. on May 13, 2016 and production casing was set and cemented on May 16, 2016. The Upper Woodbine Sand was perforated from 7,112 – 7,124 ft., stimulated with 1,000 gallons of acid. The well was then fractured with 150,050 lbs of 20/40 sand and 2,269 bbls of cross linked gel on August 8, 2016 and placed on pump on August 11, 2016. The well's initial potential (IP) was 41 bopd and 25 bswpd, and is currently producing at an approximate rate of 14 bopd and 6 bswpd.

For all of the above wells, the Company cautions that the initial production rates of a newly completed well or newly recompleted well or the production rates at the effective date of acquisition may not be an indicator of stabilized production rates or an indicator of the ultimate recoveries obtained.

**Item 6. - Exhibits**

The following exhibits are filed herewith or incorporated by reference as indicated.

<u>Exhibit Designation</u>	<u>Exhibit Description</u>
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3.1 (a) Amended Articles of Incorporation of Spindletop Oil & Gas Co. (Incorporated by reference to Exhibit 3.1 to the General Form for Registration of Securities on Form 10, filed with the Commission on August 14, 1990)

3.2 Bylaws of Spindletop Oil & Gas Co. (Incorporated by reference to Exhibit 3.2 to the General Form for Registration of Securities on Form 10, filed with the Commission on August 14, 1990)

31.1 \* Certification pursuant to Rules 13a-14 and 15d under the Securities Exchange Act of 1934.

31.2 \* Certification pursuant to Rules 13a-14 and 15d under the Securities Exchange Act of 1934.

32.1 \* Certification pursuant to 18 U.S.C. Section 1350.

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\* filed herewith





**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**SPINDLETOP OIL & GAS CO.**

(Registrant)

Date: November 17, 2016 By: /s/ Chris G. Mazzini

Chris G. Mazzini

President, Principal Executive Officer

Date: November 17, 2016 By: /s/ Michelle H. Mazzini

Michelle H. Mazzini

Vice President, Secretary

Date: November 17, 2016 By: /s/ Robert E. Corbin

Robert E. Corbin

Controller, Principal Financial and

Accounting Officer

Exhibit 31.1

CERTIFICATION

I, Chris G. Mazzini, certify that:

1. I have reviewed this report on Form 10-Q of Spindletop Oil & Gas Co.;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this 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 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 13-15(e) and 15d-15e) and have internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; and
  - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the controls and procedures as of the end of the period covered by this report based on such evaluation; and

disclosed in this report any change in the registrant's internal control over financial reporting that occurred during (d) the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, 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 and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; 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.

Dated: November 17, 2016

/s/ Chris G. Mazzini

CHRIS G. MAZZINI

President, Principal Executive Officer

Exhibit 31.2

CERTIFICATION

I, Robert E. Corbin, certify that:

1. I have reviewed this report on Form 10-Q of Spindletop Oil & Gas Co.;

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this 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 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 13-15(e) and 15d-15e) and have internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; and

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the controls and procedures as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, 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 and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; 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.

Dated: November 17, 2016

/s/ Robert E. Corbin

ROBERT E. CORBIN

Controller, Principal Financial and

Accounting Officer

Exhibit 32.1

Certification Pursuant to 18 U.S.C. Section 1350

As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of Spindletop Oil & Gas Co. (the "Company"), on Form 10-Q for the quarter ended September 30, 2016 as filed with the Securities Exchange Commission on the date hereof (the "Report"), the undersigned Principal Executive Officer and Principal Financial and Accounting Officer of the Company, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934;  
and

The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Dated: November 17, 2016

/s/ Chris G. Mazzini

CHRIS G. MAZZINI

President, Principal Executive Officer

/s/ Robert E. Corbin

ROBERT E. CORBIN

Controller, Principal Financial and

Accounting Officer