

SPINDLETOP OIL & GAS CO  
Form 10-Q  
August 20, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 10-Q**

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

**FOR THE QUARTERLY PERIOD ENDED June 30, 2018**

**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 [  ]

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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 August 20, 2018)

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

**FORM 10-Q**

**For the quarter ended June 30, 2018**

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

	June 30, 2018 (Unaudited)	December 31, 2017
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 13,514,000	\$ 11,707,000
Restricted cash	363,000	363,000
Accounts receivable	1,992,000	3,178,000
Income tax receivable	176,000	259,000
Total Current Assets	16,045,000	15,507,000
<b>Property and Equipment - at cost</b>		
Oil and gas properties (full cost method)	28,590,000	28,566,000
Rental equipment	412,000	406,000
Gas gathering system	115,000	115,000
Other property and equipment	296,000	296,000
	29,413,000	29,383,000
Accumulated depreciation and amortization	(25,072,000)	(24,804,000)
Total Property and Equipment	4,341,000	4,579,000
<b>Real Estate Property - at cost</b>		
Land	688,000	688,000
Commercial office building	1,580,000	1,580,000
Accumulated depreciation	(921,000)	(897,000)
Total Real Estate Property	1,347,000	1,371,000
<b>Other Assets</b>		
Deferred Income Tax Asset	144,000	-
Other long-term investments	2,358,000	2,666,000
Other	10,000	9,000
Total Other Assets	2,512,000	2,675,000

<b>Total Assets</b>	\$	24,245,000	\$	24,132,000
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The accompanying notes are an integral part of these statements.

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**SPINDLETOP OIL & GAS Co. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS**

	June 30, 2018 (Unaudited)	December 31, 2017
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued liabilities	\$ 5,023,000	\$ 5,608,000
Total Current Liabilities	5,023,000	5,608,000
<b>Noncurrent Liabilities</b>		
Asset retirement obligation	1,078,000	1,180,000
Total Noncurrent Liabilities	1,078,000	1,180,000
<b>Deferred Income Tax Payable</b>	-	207,000
<b>Total Liabilities</b>	6,101,000	6,995,000
<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 June 30, 2018 and at December 31, 2017.	77,000	77,000
Additional paid-in capital	943,000	943,000
Treasury stock, at cost	(1,536,000)	(1,536,000)
Retained earnings	18,660,000	17,653,000
Total Shareholders' Equity	18,144,000	17,137,000
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 24,245,000</b>	<b>\$ 24,132,000</b>

The accompanying notes are an integral part of these statements.

**SPINDLETOP OIL & GAS CO. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

(Unaudited)

	Six Months Ended		Three Months Ended	
	June 30,		June 30,	
	2018	2017	2018	2017
<b>Revenues</b>				
Oil and gas revenues	\$ 3,270,000	\$ 2,088,000	\$ 1,864,000	\$ 1,031,000
Revenues from lease operations	130,000	184,000	60,000	93,000
Gas gathering, compression, equipment rental	61,000	64,000	25,000	38,000
Real estate rental revenue	116,000	147,000	59,000	73,000
Interest Income	88,000	71,000	39,000	43,000
Other revenues	29,000	67,000	16,000	49,000
Total Revenues	3,694,000	2,621,000	2,063,000	1,327,000
<b>Expenses</b>				
Lease operating expenses	738,000	681,000	377,000	362,000
Production taxes, gathering and marketing expenses	496,000	232,000	295,000	108,000
Pipeline and rental expenses	37,000	12,000	23,000	10,000
Real estate expenses	73,000	63,000	43,000	31,000
Depreciation and amortization expenses	292,000	466,000	161,000	261,000
ARO accretion expense	18,000	18,000	9,000	9,000
General and administrative expenses	1,301,000	1,242,000	666,000	661,000
Total Expenses	2,955,000	2,714,000	1,574,000	1,442,000
Income (Loss) before income tax	739,000	(93,000)	489,000	(115,000)
Current income tax provision (benefit)	83,000	1,000	17,000	(4,000)
Deferred income tax benefit	(351,000)	(434,000)	(230,000)	(249,000)
Total income tax benefit	(268,000)	(433,000)	(213,000)	(253,000)
<b>Net Income</b>	<b>\$ 1,007,000</b>	<b>\$ 340,000</b>	<b>\$ 702,000</b>	<b>\$ 138,000</b>
<b>Earnings per Share of Common Stock</b>				
Basic and Diluted	\$ 0.15	\$ 0.05	\$ 0.10	\$ 0.02
<b>Weighted Average Shares Outstanding</b>				
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)

	Six Months Ended	
	June 30, 2018	June 30, 2017
<b>Cash Flows from Operating Activities</b>		
Net Income	\$ 1,007,000	\$ 340,000
Reconciliation of net income to net cash provided by operating activities		
Depreciation and amortization	292,000	466,000
Accretion of asset retirement obligation	18,000	18,000
Changes in accounts receivable	1,186,000	(90,000)
Changes in income tax receivable	83,000	(19,000)
Changes in accounts payable and accrued liabilities	(585,000)	417,000
Changes in deferred income tax asset	(144,000)	(416,000)
Changes in deferred Income tax payable	(207,000)	(18,000)
Changes in other assets	(1,000)	-
Net cash provided for operating activities	1,649,000	698,000
<b>Cash Flows from Investing Activities</b>		
Capitalized acquisition, exploration and development	(150,000)	(70,000)
Other long-term investments	308,000	-
Net cash provided (used) for investing activities	158,000	(70,000)
Increase in cash, cash equivalents, and restricted cash	1,807,000	628,000
Cash, cash equivalents, and restricted cash at beginning of period	12,070,000	11,384,000
Cash, cash equivalents, and restricted cash at end of period	\$ 13,877,000	\$ 12,012,000
Income taxes paid in cash	\$ -	\$ 20,000

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, 2017 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 August 20, 2018, 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.

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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, 2017 (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.

There could be adverse legislation 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.

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## Results of Operations

### Six months ended June 30, 2018 compared to six months ended June 30, 2017

Oil and gas revenues for the first six months of 2018 were \$3,270,000, as compared to \$2,088,000 for the same period in 2017, an increase of approximately \$1,182,000 or 56.6%

Natural gas revenue for the first six months of 2018 was \$1,309,000 compared to \$763,000 for the same period in 2017, an increase of approximately \$546,000, or 71.56%. Natural gas sales volumes for the first six months of 2018 were approximately 433,000 mcf compared to approximately 261,000 mcf during the first six months of 2017, an increase of approximately 172,000 mcf or 65.9%.

Average natural gas prices received were \$2.79 per mcf in the first six months of 2018 as compared to \$2.88 per mcf in the same time period in 2017, a decrease of approximately \$0.09 per mcf or 3.1%.

Oil sales for the first six months of 2018 were approximately \$1,961,000 compared to approximately \$1,325,000 for the first six months of 2017, an increase of approximately \$636,000 or 48.0%. Oil sales volumes for the first six months of 2018 were approximately 23,200, compared to approximately 26,300 bbls during the same period in 2017, a decrease of approximately 3,100 bbls, or 11.8%.

Average oil prices received were \$63.22 per bbl in the first half of 2018 compared to \$46.33 per bbl in the first half of 2017, an increase of approximately \$16.89 per bbl or 36.4%.

Revenues from lease operations were \$130,000 in the first six months of 2018 compared to \$184,000 in the first six months of 2017, a decrease of approximately \$54,000 or 29.4%. This decrease is due primarily to a decrease in field supervision charges due to some operated wells that were shut-in. Revenues from lease operations are derived from field supervision charged to operated lease along with operator overhead charged to operated leases.

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Revenues from gas gathering, compression and equipment rental for the first six months of 2018 were \$61,000 compared to \$64,000 for the same period in 2017, a decrease of \$3,000 or 4.7%. These revenues are derived from gas volumes produced and transported through our gas gathering systems.

Real estate revenue was approximately \$116,000 during the first six months of 2018 compared to \$147,000 for the first six months of 2017, a decrease of approximately \$31,000, or 21.1%. This decrease is due to vacancies at the Company's corporate office building.

Interest income was \$88,000 during the first six months of 2018 as compared to \$71,000 during the same period in 2017, an increase of approximately \$17,000 or 23.9%. This increase was due to the Company investing its funds in both long-term and short-term certificates of deposit and depository accounts paying higher rates of interest than those received in prior years. Interest income is derived from investments in both short-term and long-term certificates of deposit as well as money market accounts at banks.

Other revenues for the first six months of 2018 were \$29,000 as compared to \$67,000 for the same time period in 2017, a decrease of \$38,000 or 56.7%.

Lease operating expenses in the first six months of 2018 were \$738,000 as compared to \$681,000 in the first six months of 2017, a net increase of \$57,000, or 8.3%. Of this net increase, approximately \$74,000 is due to increases in operating expenses for new wells offset by approximately \$12,000 of decreases in operating expenses for existing wells billed by third-party operators on non-operated properties. The remaining decrease of approximately \$5,000 represents overall decreases in well expenditures on various properties.

Production taxes, gathering and marketing expenses in the first six months of 2018 were approximately \$496,000 as compared to \$232,000 for the first six months of 2017, an increase of approximately \$264,000, or 113.8%. These increases relate directly to the increase in oil and gas revenues as described in the above paragraphs.

Pipeline and rental expenses for the first six months of 2018 were \$37,000 compared to \$12,000 for the same time period in 2017, an increase of \$25,000. The increase in 2018 is due to non-recurring repair and maintenance expenses in the first quarter of 2018.

Real estate expenses in the first six months of 2018 were approximately \$73,000 compared to \$63,000 during the same period in 2017, an increase of approximately \$10,000 or 15.9%. This increase is due primarily to non-recurring HVAC expenses.

Depreciation, depletion, and amortization expenses for first six months of 2018 were \$292,000 as compared to \$466,000 for the same period in 2017, a decrease of \$174,000, or 37.3%. \$262,000 of the amount for the first six months of 2018 was for amortization of the full cost pool of capitalized costs compared to \$437,000 for the same period of 2017, a decrease of \$175,000 or 40.1%. The Company re-evaluated its proved oil and natural gas reserve quantities as of December 31, 2017. This re-evaluated reserve base was reduced for oil and gas reserves that were produced or sold during the first six months of 2018 and adjusted for newly acquired reserves or for changes in estimated production curves and future price assumptions.

A depletion rate of 2.636% for the first quarter of 2018 and a depletion rate of 3.320% for the second quarter of 2018 was calculated and applied to the Company's full cost pool of capitalized oil and natural gas properties compared to rates of 3.186% and 4.130% for the first two quarters of 2017 respectively.

Asset Retirement Obligation ("ARO") expense for the first six months of 2018 was approximately \$18,000 as compared to approximately \$18,000 for the same time period in 2017. The ARO expense is calculated to be the discounted present value of the estimated future cost to plug and abandon the Company's producing wells.

General and administrative expenses for the first six months of 2018 were approximately \$1,301,000 as compared to approximately \$1,242,000 for the same time period of 2017, an increase of approximately \$59,000 or 4.8%. This increase is due to a small increase in the number of personnel employed by the Company during the same period in 2017. This increase in personnel caused an increase in related salary, payroll taxes, benefits and other direct employee costs. Health insurance costs, included in direct employee costs, also experienced a dramatic increase in the first six months of 2018 over the same period in 2017.

**Three months ended June 30, 2018 compared to three months ended June 30, 2017**

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Oil and natural gas revenues for the three months ended June 30, 2018 were \$1,864,000, compared to \$1,031,000 for the same time period in 2017, an increase of \$833,000, or 80.8%.

Natural gas revenues for the second quarter of 2018 were \$621,000 compared to \$388,000 for the same period in 2017, an increase of \$233,000 or 60.1%. Natural gas volumes sold for the second quarter of 2018 were approximately 196,000 mcf compared to approximately 135,000 mcf during the same period of 2017, an increase of approximately 61,000 mcf, or 45.2%.

Average natural gas prices received were approximately \$2.55 per mcf in the second quarter of 2018 as compared to approximately \$2.79 per mcf during the same period in 2017, a decrease of approximately \$0.24 or 8.6%.

Oil sales for the second quarter of 2018 were approximately \$1,243,000 compared to approximately \$643,000 for the same period of 2017, an increase of approximately \$600,000 or 93.3%. Oil volumes sold for the second quarter of 2018 were approximately 12,700 bbls compared to approximately 18,100 bbls during the same period of 2017, a decrease of approximately 5,400 bbl or 29.8%.

Average oil prices received were approximately \$65.00 per bbl in the second quarter of 2018 compared to \$44.42 per bbl during the same period of 2017, an increase of approximately \$20.58 per bbl, or 46.3%.

Revenues from lease operations for the second quarter of 2018 were approximately \$60,000 compared to approximately \$93,000 for the second quarter of 2017, a decrease of approximately \$33,000 or 35.5%. This decrease is due primarily to a decrease in field supervision charges due to some operated wells that were shut-in. Revenues from lease operations are derived from field supervision charged to operated lease along with operator overhead charged to operated leases.

Revenues from gas gathering, compression and equipment rental for the second quarter of 2018 were approximately \$25,000, compared to approximately \$38,000 for the same period in 2017, a decrease of approximately \$13,000 or 34.2%. These revenues are derived from gas volumes produced and transported through our gas gathering systems.

Real estate revenue was approximately \$59,000 during the second quarter of 2018 compared to \$73,000 for the same time period of 2017, a decrease of approximately \$14,000 or 19.2%. This decrease is due to vacancies at the Company's corporate office building.

Interest income for the second quarter of 2018 was approximately \$39,000 as compared with approximately \$43,000 for the same period in 2017, a decrease of approximately \$4,000 or 9.3%. Interest income is derived from investments in both short-term and long-term certificates of deposit as well as money market accounts at banks.

Other revenues for second quarter of 2018 were approximately \$16,000 as compared with approximately \$49,000 for the same period in 2017, a decrease of approximately \$33,000 or 67.4%.

Lease operating expenses in the second quarter of 2018 were \$377,000 as compared to \$362,000 in the second quarter of 2017, a net increase of \$15,000, or 4.1%. Of this net increase, approximately \$39,000 is due to increases in operating expenses for new wells offset by approximately \$2,000 of decreases in operating expenses for existing wells billed by third-party operators on non-operated properties. The remaining decrease of approximately \$22,000 represents overall decreases in well expenditures on various properties.

Production taxes, gathering, transportation and marketing expenses for the second quarter of 2018 were approximately \$295,000 as compared to \$108,000 during the second quarter of 2017, a net increase of approximately \$187,000 or 173.2%. These increases relate directly to the increase in oil and gas revenues as described in the above paragraphs.

Pipeline and rental expenses for the second quarter of 2018 were \$23,000 compared to \$10,000 for the same time period in 2017, an increase of \$13,000, or 130.0%

Real estate expenses during the second quarter 2018 were approximately \$43,000 compared to approximately \$31,000 for the same period in 2017, an increase of approximately \$12,000 or 38.7%. This increase is due primarily to non-recurring HVAC expenses incurred in the second quarter of 2018.

Depreciation, depletion, and amortization expenses for the second quarter of 2018 were \$161,000 as compared to \$261,000 for the same period in 2017, a decrease of \$100,000, or 38.3%. \$146,000 of the amount for the second quarter of 2018 was for amortization of the full cost pool of capitalized costs compared to \$247,000 for the second quarter of 2017, a decrease of \$101,000 or 40.9%. The Company re-evaluated its proved oil and natural gas reserve quantities as of December 31, 2017. This re-evaluated reserve base was reduced for oil and gas reserves that were produced or sold during the first six months of 2018 and adjusted for newly acquired reserves or for changes in estimated production curves and future price assumptions. A depletion rate of 2.636% for the first quarter of 2018 and a depletion rate of 3.320% for the second quarter of 2018 was calculated and applied to the Company's full cost pool of capitalized oil and natural gas properties compared to rates of 3.186% and 4.130% for the first two quarters of 2017 respectively

Asset Retirement Obligation ("ARO") expense for the second quarter of 2018 was approximately \$9,000 as compared to approximately \$9,000 for the same time period in 2017. The ARO expense is calculated to be the discounted present value of the estimated future cost to plug and abandon the Company's producing wells.

General and administrative expenses for the second quarter of 2018 were \$666,000 compared to \$661,000 for the same period in 2017, an increase of approximately \$5,000 or 0.8%.

## **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 June 30, 2018 that have materially affected, or are reasonably likely to materially affect the Company's internal controls over financial reporting.





Part II – Other Information

**Item 5. – Other Information**

West Texas

During the quarter ended June 30, 2018, the Company sold its 18.75 non-operated working interest in 51.78 net leasehold acres located in Martin County, Texas. The Company is pursuing Section 1031-Like Kind Exchange treatment for the proceeds from this transaction and has not calculated the income tax implications of the divestiture.

East Texas

During the quarter ended June 30, 2018, but effective April 1, 2018, the Company acquired a working interest of 13.51% with a net revenue interest of 10.72% in the Company's Watts Gas Unit #1 well located in Marion County, Texas. This acquisition brought the Company's interest in the well to a total working interest of 65.35% with a net revenue interest of 52.55%.

Oklahoma

During the quarter ended June 30, 2018, but effective March 1, 2018, the Company acquired an additional 0.13% working interest with a 0.09% net revenue interest in its Sharpe 18-1 well located in Oklahoma County, Oklahoma. This additional acquisition brought the Company's interest in the well to a total 89.25% working interest with a 66.94% net revenue interest.

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Effective June 1, 2018, the Company sold its 18.75% non-operated working interest in an 80 acre tract of land located in Grady County, Oklahoma. The Company is pursuing Section 1031 - Like Kind Exchange treatment for the proceeds from this transaction and has not calculated the income tax implications of the divestiture.



**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)
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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)
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31.1 *	Certification pursuant to Rules 13a-14 and 15d under the Securities Exchange Act of 1934.
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31.2 *	Certification pursuant to Rules 13a-14 and 15d under the Securities Exchange Act of 1934.
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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: August 20, 2018 By: /s/ Chris G. Mazzini

Chris G. Mazzini

President, Principal Executive Officer

Date: August 20, 2018 By: /s/ Michelle H. Mazzini

Michelle H. Mazzini

Vice President, Secretary

Date: August 20, 2018 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: August 20, 2018

/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

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: August 20, 2018

/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 June 30, 2018 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:

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: August 20, 2018

/s/ Chris G. Mazzini

CHRIS G. MAZZINI

President, Principal Executive Officer

/s/ Robert E. Corbin

ROBERT E. CORBIN

Controller, Principal Financial and

Accounting Officer

